

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT7999368

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	CONVERSION OF ENTITY TYPE	
CONVEYING PARTY DATA		
	Name	Execution Date
	AQUIMO, LLC	07/29/2021
RECEIVING PARTY DATA		
Name:	AQUIMO, INC.	
Street Address:	3646 N. JULIAN PEAK CIRCLE	
City:	MESA	
State/Country:	ARIZONA	
Postal Code:	85207	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Application Number:	15296017
CORRESPONDENCE DATA		
Fax Number:		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	4808993021	
Email:	info@patentaz.com	
Correspondent Name:	GEORGE D MORGAN	
Address Line 1:	4635 S LAKESHORE DR	
Address Line 4:	TEMPE, ARIZONA 85282	
ATTORNEY DOCKET NUMBER:	P00986	
NAME OF SUBMITTER:	GEORGE D. MORGAN	
SIGNATURE:	/George D. Morgan/	
DATE SIGNED:	06/09/2023	
Total Attachments: 9		
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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "AQUIMO LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "AQUIMO LLC" TO "AQUIMO, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JULY, A.D. 2021, AT 6:05 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5211229 8100V
SR# 20212842723

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203809511
Date: 07-30-21

PATENT
REEL: 063955 FRAME: 0320

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is
Delaware
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware
- 3.) The date the Limited Liability Company first formed is 9/11/2012
- 4.) The name of the Limited Liability Company immediately prior to filing this
Certificate is Aquino LLC
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is
Aquino, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf
of the converting Limited Liability Company have executed this Certificate on the
28th day of JULY, A.D. 2021

By: Mark Jeffery

Name: Mark Jeffery
Print or Type

Title: Manager
Print or Type

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "AQUIMO, INC." FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JULY, A.D. 2021, AT 6:05 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5211229 8100V
SR# 20212842723

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203809511
Date: 07-30-21

PATENT
REEL: 063955 FRAME: 0322

CERTIFICATE OF INCORPORATION
OF
AQUIMO, INC.

(Pursuant to Sections 102 and 103 of the
General Corporation Law of the State of Delaware)

AQUIMO, INC., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law").

ARTICLE I

The name of the corporation is Aquimo, Inc. (the "Corporation").

ARTICLE II

The location of the registered office of the Corporation in the State of Delaware, is 1675 South State St., Suite B, Dover, DE 19901, in Kent County. The name of its registered agent at that address is Capitol Services, Inc.

The general nature of the business the Corporation proposes to transact, and its objects, purposes and powers shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of the State of Delaware, as amended from time to time (the "DGCL").

ARTICLE III

Section 1. Authorization of Capital Stock. The aggregate number of shares of capital stock that the Corporation shall be authorized to issue is 80,000, which shall consist of shares of common stock, par value \$0.00001 per share, ("Common Stock"). The Common Stock shall consist of four (4) classes: "Class AA Shares" (40,000 Class AA Shares authorized); "Class A Shares" (25,000 Class A Shares authorized); "Class B Shares" (10,000 Class B Shares authorized); and "Class C Shares" (5,000 Class C Shares Authorized). Except as may otherwise be set forth herein, the Class AA Shares, the Class A Shares, the Class B Shares, and the Class C Shares shall be subject to the rights of future classes.

Section 2. Dividends. The Class AA Preferred Dividends, the Class A Preferred Dividends, and the Class B Preferred Dividends shall collectively be called the "Preferred Dividends")

(a) Dividend Rights of Class AA Shares. The Class AA Shares shall be granted for an initial value per share equal to the amount of principal and interest converted into Class AA Shares under that certain Secured Promissory Note and Participation Agreement, original dated April 30, 2015 (as amended, participated in, and modified from time to time the

"Note") divided by the number of Class AA Shares issued upon conversion pursuant to the Note (the "Class AA Original Issue Price"). Subject to the preferences of any other series of shares of the Corporation at the time or from time to time outstanding, commencing on the date of issue of the applicable shares of Class AA Shares, the holders of the Class AA Shares shall be entitled to receive, out of any funds legally available therefor, aggregate dividends equal to the Class AA Original Issue Price per Class AA Share prior to the issuance of dividends or liquidation proceeds to the holders of any other class of shares of the Corporation (the "Class AA Preferred Dividends"). The Class AA Preferred Dividends shall be payable upon the liquidation of the Class AA Shares.

(b) Class A & Class B Dividends. The Class A Shares shall be granted for an initial value in the amount set forth in the initial capitalization table of the Company attached to the Bylaws of the Company as of the date of this Certificate (the "Class A Original Issue Price"). Subject to prior satisfaction of the Class AA Preferred Dividends, the holders of the Class A Shares and the Class B Shares shall be entitled to receive, out of any funds legally available therefor, aggregate dividends equal to the Class A Original Issue Price with respect to holders of the Class A Shares, and an amount equal to 25% of the Class A Preferred Dividends to the holders of the Class B Shares (respectively, the "Class A Preferred Dividends" or the "Class B Preferred Dividends"), prior to the issuance of dividends or liquidation proceeds to the holders of any other class of shares of the Corporation. After the payment of the Class AA Preferred Dividends, subject to the availability of legally available funds of the Corporation, the Corporation shall pay the Class A Preferred Dividends and the Class B Preferred Dividends simultaneously, such that eighty percent (80%) of the available funds go towards paying the Class A Preferred Dividends, and twenty percent (20%) of the available funds go towards paying the Class B Preferred Dividends. The Class A Preferred Dividends and the Class B Preferred Dividends shall be payable upon the same terms described above upon liquidation of all of the Class A Shares and all of the Class B Shares (subject to the satisfaction of the Class AA Preferred Dividends).

(c) Distribution of Partial Dividend Payments. If at any time the Corporation pays less than the total amount of dividends then accrued with respect to all outstanding shares of the Class AA Shares, the Class A Shares and the Class B Shares such dividends, to the extent paid, will be distributed first ratably among the holders of the Class AA Shares and then, ratably amongst the Class A Shares and Class B Shares in accordance with Section 1(a)(ii) above, based upon the aggregate accrued but unpaid dividends on shares held by each such holder.

(d) Distribution of Other Dividends. After the satisfaction of the Preferred Dividends, the Corporation may, at the discretion of the Board of Directors, and subject to legally available funds, declare and pay other dividends to all of the holders of the Common Stock of the Corporation pro rata among the holders of the shares of the Corporation's Common in proportion to the number of shares of Common Stock held by them respectively.

Section 3. Liquidation Preference.

(a) Preference. Subject to the satisfaction of the Class AA Preferred Dividends, at the time or from time to time outstanding, in the event of any liquidation,

dissolution, or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation Event"), any assets remaining, shall be divided:

(i) First to the holders of Class AA Shares in accordance to their proportion of all Class AA Shares owned to satisfy any unpaid Class AA Dividends;

(ii) next to the holders of Class A Shares in accordance to their proportion of all Class A Shares owned to satisfy any unpaid Class A Preferred Dividends;

(iii) next to the holders of Class B Shares in accordance to their proportion of all Class B Shares owned to satisfy any unpaid Class B Preferred Dividends; and

(iv) finally, pro rata among the holders of the shares of the Corporation's Common Stock in proportion to the number of shares of Common Stock held by them respectively regardless of class.

(b) Deemed Liquidation Events. A merger or consolidation of the Corporation (other than one in which, after the closing of such event, shareholders of the Corporation, directly or indirectly, own a majority, by voting power, of the outstanding shares of the surviving or acquiring entity) and a sale, lease, transfer, or other disposition of all or substantially all of the assets of the Corporation will be treated as a Liquidation Event thereby triggering payment of the liquidation payments described above.

(c) Insufficient Assets; Pro Rata Distribution. If upon the occurrence of any Liquidation Event, the assets of the Corporation available for distribution to the holders of the then-outstanding shares of Common Stock shall be insufficient to satisfy the payment of the Preferred Dividends, then all of the assets of the Corporation legally available for distribution shall be distributed first in accordance with Section 1(c) above, and then pro rata among the holders of the shares of the Corporation's Common Stock in proportion to the number of shares of Common Stock held by them respectively.

Section 4. Voting Rights.

(a) General. Each holder of Class AA Shares, Class A Shares, and Class C Shares of Common Stock shall have the right to one vote per share of the applicable Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. Each holder of Class B Shares of Common Stock shall have the right to ten (10) votes per share of Class B Shares of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. Notwithstanding Sections 4(a), 4(b)(i) and 4(c), the number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law.

ARTICLE V

The number of directors shall be fixed by the Bylaws of the Corporation.

ARTICLE VI

To the fullest extent permitted by the DGCL in effect from time to time and to no greater extent, no officer or member of the Board of Directors shall be liable for monetary damages for breach of fiduciary duty in his or her capacity as an officer or director in any action brought by or on behalf of the Corporation or any of its shareholders. If the DGCL is amended, after approval by the stockholders of this Article, to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended. To the fullest extent provided in the Corporation's Bylaws, the Corporation shall indemnify and advance expenses to any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she is or was an incorporator, officer or director of the Corporation or any predecessor of the Corporation or serves or served any other enterprise as an officer or director at the request of the Corporation or any predecessor of the Corporation. Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

ARTICLE VII

The duration of the Corporation shall be perpetual.

ARTICLE VIII

Subject to the power of the stockholders of the Corporation to adopt, amend, or repeal any Bylaw made by the Board of Directors, the Board of Directors is expressly authorized and empowered to adopt, amend, or repeal the Bylaws of the Corporation.

ARTICLE IX

The Corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article.

ARTICLE X

This corporation is formed pursuant to a conversion of Aquimo, LLC, a Delaware limited liability company (the "LLC"), into the Corporation. The initial capitalization table of the corporation is attached to the Bylaws of the Corporation certified of even date herewith. The membership interest units of the LLC have been converted on a one-to-one basis into the corresponding class of Shares of the Corporation, and any outstanding options or warrants shall

convert into options or warrants for the corresponding class of shares of the corporation on a one to one basis if exercised in accordance with their terms.

ARTICLE XI

The name and address of the incorporator is:

Mark Jeffery
3646 N. Julian Peak Circle
Mesa, AZ 85207

Remainder of Page Intentionally Left Blank

IN WITNESS WHEREOF, this Certificate of Incorporation has been executed by the Incorporator of this corporation on this 28th day of July, 2021.

By: Mark Jeffrey
Mark Jeffrey, Incorporator