

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT8404544

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
GEL BLASTER, LLC	04/01/2022
RECEIVING PARTY DATA	
Name:	GEL BLASTER, INC.
Street Address:	5000 PLAZA ON THE LAKE, STE. 265
City:	AUSTIN
State/Country:	TEXAS
Postal Code:	78746
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	18233021
CORRESPONDENCE DATA	
Fax Number:	(310)203-0567
<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:	310-203-8080
Email:	patentdocket@jmbm.com
Correspondent Name:	BRENNAN C. SWAIN
Address Line 1:	JEFFER MANGELS BUTLER & MITCHELL LLP
Address Line 2:	1900 AVENUE OF THE STARS, 7TH FLOOR
Address Line 4:	LOS ANGELES, CALIFORNIA 90067
ATTORNEY DOCKET NUMBER:	81232-5011
NAME OF SUBMITTER:	BRENNAN C. SWAIN
SIGNATURE:	/brennan c. swain/
DATE SIGNED:	01/26/2024
Total Attachments: 7	
source=Certificate of Conversion - LLC to Inc - certified from Texas SOS#page1.tif	
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Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Gel Blaster, Inc.
Filing Number: 804527172

Certificate of Conversion

April 01, 2022

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 12, 2024.



A handwritten signature in black ink that reads "Jane Nelson".

Jane Nelson
Secretary of State

**CERTIFICATE OF CONVERSION
OF
GEL BLASTER LLC
(a Texas Limited Liability Company)
INTO
GEL BLASTER, INC.
(a Texas Corporation)**

Pursuant to the provisions of 10.154 and 10.155 of the Texas Business Organizations Code, the undersigned adopts the following Certificate of Conversion for the purpose of converting into Gel Blaster, Inc., a Texas corporation, and hereby certifies as follows:

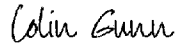
1. The name of the converting limited liability company (the “Converting Entity”) is Gel Blaster LLC.
2. The jurisdiction of formation of the Converting Entity is Texas.
3. The date of formation of the Converting Entity is July 22, 2019.
4. The file number issued to the Converting Entity by the Secretary of State of Texas (“Secretary of State”) is: 803374007.
5. The Converting Entity is converting to a Texas for-profit corporation. The name of the corporation (the “Converted Entity”) is Gel Blaster, Inc.
6. The Converted Entity will be formed under the laws of Texas.
7. Instead of attaching the plan of conversion, the Converting Entity certifies to the following statements:
 - (a) A signed Plan of Conversion is on file at the principal place of business of the Converting Entity. The address of the principal place of business of the Converting Entity is 5000 Plaza on the Lake, Suite 265, Austin, Texas 78746.
 - (b) A signed Plan of Conversion will be on file after the conversion at the principal place of business of the Converted Entity. The address of the principal place of business of the Converted Entity is 5000 Plaza on the Lake, Suite 265, Austin, Texas 78746.
 - (c) A copy of the Plan of Conversion will be on written request furnished without cost by the Converting Entity before the conversion or by the Converted Entity after the conversion to any member of the Converting Entity or shareholder of the Converted Entity.
8. The Converted Entity is a Texas corporation. The Certificate of Formation of the Converted Entity is attached to this Certificate.
9. The Plan of Conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the Converting Entity.
10. This document becomes effective when the document is accepted and filed by the Secretary of State.

11. In lieu of providing a tax certificate from the Texas Comptroller of Public Accounts, the Converted Entity is liable for the payment of any franchise taxes.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date set forth below, subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 4/1/2022

Gel Blaster LLC,
a Texas limited liability company

DocuSigned by:

By: _____
Name: Colin Guinn
Title: Manager

**CERTIFICATE OF FORMATION
OF
GEL BLASTER, INC.**

This entity is being created pursuant to a Plan of Conversion whereby Gel Blaster, LLC, a Texas limited liability company, formed on July 22, 2019, and located at 5000 Plaza on the Lake, Suite 265, Austin, Texas 78746, is being converted into a Texas for-profit corporation by the name of Gel Blaster, Inc. (the "Corporation") under the Texas Business Organizations Code (the "TBOC").

1. Name. The name of the Corporation is Gel Blaster, Inc.
2. Type of Entity. The type of entity being formed is a for-profit corporation.
3. Purpose. The purpose for which the Corporation is organized is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the TBOC.
4. Stock. The total number of shares of stock which the Corporation shall have authority to issue is 30,000,000 shares of capital stock, classified as (i) 20,000,000 shares of Class A Voting Common Stock, \$0.001 par value per share ("Class A Common Stock"), (ii) 5,000,000 shares of Class B Non-Voting Common Stock, \$0.001 par value per share ("Class B Common Stock" and together with Class A Common Stock, the "Common Stock") and (iii) 5,000,000 shares of Preferred Stock, \$0.001 par value per share ("Preferred Stock"). Preferred Stock may be issued in one or more series as may be determined from time to time by the Board of Directors. All shares of any one series of Preferred Stock will be identical except as to the date of issue and the dates from which dividends on shares of the series issued on different dates will cumulate, if cumulative. Authority is hereby expressly granted to the Board of Directors to authorize the issuance of one or more series of Preferred Stock, and to fix by resolution or resolutions providing for the issue of each such series the voting powers, designations, preferences, and relative, participating, optional, redemption, conversion, exchange or other special rights, qualifications, limitations or restrictions of such series, and the number of shares in each series, to the full extent now or hereafter permitted by law.
5. Registered Office and Agent. The business address of the registered agent and the address of the initial registered office of the Corporation is 5000 Plaza on the Lake, Suite 265, Austin, Texas 78746, and the name of its initial registered agent at such address is Colin Guinn.
6. Initial Mailing Address. The initial mailing address of the Corporation is 5000 Plaza on the Lake, Suite 265, Austin, Texas 78746.
7. Directors. The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until each such director's successor is elected and qualified or, if earlier, until each such director's death, resignation, or removal as director, are as follows:

<u>Name</u>	<u>Address</u>
Colin Guinn	5000 Plaza on the Lake, Suite 265 Austin, Texas 78746
Peyton Healey	5000 Plaza on the Lake, Suite 265 Austin, Texas 78746

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<u>Name</u>	<u>Address</u>
Tarun Nimmagadda	5000 Plaza on the Lake, Suite 265 Austin, Texas 78746

8. Indemnification. The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (a) is or was a director or officer of the Corporation or (b) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the TBOC, as the same exists or may hereafter be amended. Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the Corporation or elects to continue to serve as a director or officer of the Corporation while this Section 8 is in effect. Any repeal or amendment of this Section 8 shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the Corporation with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment of this Section 8. Such right shall include the right to be paid or reimbursed by the Corporation for expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the TBOC, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the TBOC, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof, special legal counsel, or shareholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors or any committee thereof, special legal counsel, or shareholders) that such indemnification or advancement is not permissible, shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of shareholders or directors, agreement, or otherwise.

The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law.

To the extent permitted by then applicable law, the grant of mandatory indemnification to any person pursuant to this Section 8 shall extend to proceedings involving the negligence of such person.

The Corporation shall have no obligation to fund indemnification of any person to the extent the liability is covered by insurance. The Corporation's obligation to fund indemnification of any person shall commence only after all available insurance has been exhausted.

As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an

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action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

9. Voting.

(a) Except as otherwise provided herein, each holder of the Class A Common stock is entitled to one vote for each share of Class A Common stock held by such holder at all meetings of shareholders (and written actions in lieu of meetings) and the holders of shares of Class B Common stock shall not be entitled to vote upon any matters submitted to a vote of the shareholders of the Corporation, except as otherwise required by law.

(b) Notwithstanding anything to the contrary herein, at any time that there are any shares of Class A Common stock outstanding held by shareholders who are not Directors or an affiliates of Directors (collectively, “Non-Director Shareholders”), the Corporation shall not, and shall not permit any subsidiary of the Corporation to, engage in or cause any of the following transactions or take any of the following actions, and the Board of Directors shall not permit or cause the Corporation or any subsidiary of the Corporation to engage in, take, or cause any such action except with the prior approval of the holders of a majority of the outstanding shares of Class A Common stock held by Non-Director Shareholders, voting separately as a class:

(i) the issuance of any class of Preferred Stock that are senior in any respect to the Class A Common stock (which for the avoidance of doubt shall not include Common Stock);

(ii) a merger, consolidation, conversion, or other similar transaction involving the Corporation or any subsidiary of the Corporation in which the holders of the Common Stock (or equivalent securities of any subsidiary of the Corporation) immediately prior to such transaction hold in the aggregate less than a majority of the outstanding voting equity securities of the surviving entity immediately after such transaction;

(iii) the sale, lease, or conveyance of all or substantially all of the assets of the Corporation and the subsidiaries of the Corporation on a consolidated basis;

(iv) any action that results in a liquidation or dissolution of the Corporation or any subsidiary of the Corporation;

(v) enter into, amend in any material respect, waive or terminate any agreement with any Director or any affiliate of a Director (a “Related Party Agreement”) other than the entry into a Related Party Agreement that is on an arm’s length basis and on terms no less favorable to the Corporation than those that could be obtained from an unaffiliated third party, as determined by the Board of Directors; or

(vi) amend or modify the provisions of this Section 9 in a way that is adverse to the Non-Director Shareholders.

10. Limitation of Liability. To the fullest extent permitted by applicable law, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director’s capacity as a director, except that this Section 10 does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

(a) a breach of the director’s duty of loyalty to the Corporation or its shareholders;

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(b) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;

(c) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

(d) an act or omission for which the liability of a director is expressly provided by an applicable statute.

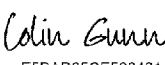
Any repeal or amendment of this Section 10 by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Section 10, a director shall not be liable to the Corporation or its shareholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the TBOC.

11. Organizer. The name and address of the organizer are as follows:

<u>Name</u>	<u>Address</u>
Colin Guinn	5000 Plaza on the Lake, Suite 265 Austin, Texas 78746

12. Consent of Shareholders. Any action which may be taken, or which is required by law or the Certificate of Formation or bylaws of the Corporation to be taken, at any annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

EXECUTED on 4/1/2022

DocuSigned by:

 E5BAD85CE522421...
 Colin Guinn, Organizer

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