

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM583100

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion to a Corporation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ecolibrium Solar LLC		11/11/2011	Limited Liability Company: OHIO
RECEIVING PARTY DATA			
Name:	Ecolibrium Solar, Inc.		
Street Address:	507 Richland Avenue		
Internal Address:	Suite 302		
City:	Athens		
State/Country:	OHIO		
Postal Code:	45701		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4265492	ECOLIBRIUM SOLAR	
CORRESPONDENCE DATA			
Fax Number:	9374436635		
<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:	937-443-6600		
Email:	trademarks@thompsonhine.com		
Correspondent Name:	Roger H. Bora		
Address Line 1:	10050 Innovation Drive, Suite 400		
Address Line 2:	Thompson Hine LLP		
Address Line 4:	Miamisburg, OHIO 45342-4934		
ATTORNEY DOCKET NUMBER:	092767-00001/AKC		
NAME OF SUBMITTER:	Roger H. Bora		
SIGNATURE:	/Roger H. Bora/		
DATE SIGNED:	06/25/2020		
Total Attachments: 10			
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State of Delaware
Secretary of State
Division of Corporations
Delivered 04:04 PM 11/14/2011
FILED 04:04 PM 11/14/2011
SRV 111193814 - 5066129 FILE

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 Ohio.
- 2.) The jurisdiction immediately prior to filing this Certificate is Ohio.
- 3.) The date the Limited Liability Company first formed is 7/02/2010.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Ecolibrium Solar LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Ecolibrium Solar, 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 11th day of November, A.D. 2011.

By: 

Name: Brian Wildes
Print or Type

Title: President
Print or Type

Delaware

PAGE 2

The First State

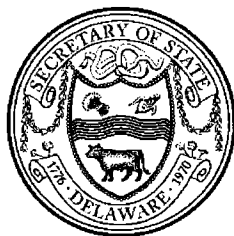
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "ECOLIBRIUM SOLAR, INC." FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2011, AT 4:04 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5066129 8100V

111193814

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9159179

DATE: 11-15-11

TRADEMARK
REEL: 006979 FRAME: 0722

CERTIFICATE OF INCORPORATION

OF

ECOLIBRIUM SOLAR, INC.

Article I.

Name

The name of the Corporation is: Ecolibrium Solar, Inc.

Article II.

Registered Office and agent

The address of its registered office in the State of Delaware is 160 Greentree Drive, Ste. 101, in the City of Dover, County of Kent, 19904. The name of its registered agent at such address is National Registered Agents, Inc.

Article III.

Purpose

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law" or "DGCL"). The Corporation shall have all powers that may now or hereafter be lawful for a corporation to exercise under the Delaware General Corporation Law.

Article IV.

Capital Stock

A. The Corporation is authorized to issue two classes of stock to be designated respectively, "common stock" and "preferred stock." The total number of shares which the Corporation is authorized to issues is 35,000 shares, 25,000 shares of which shall be common stock (the "Common Stock") and 10,000 of which shall be preferred stock (the "Preferred Stock"). The Preferred Stock shall have a par value of \$.0001 per share and the Common Stock shall have a par value of \$.0001.

B. The number of authorized shares of Common Stock and Preferred Stock may be

increased or decreased, but not below the number of shares of Common Stock or Preferred Stock then outstanding, by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

C. 10,000 of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock."

Article V. Voting Rights

A. Each holder of shares of the Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series A Preferred Stock could be converted (pursuant to Article VIII hereof) immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent and shall have voting rights and powers equal to the voting rights and powers of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Company (the "Bylaws"). Except as otherwise provided herein or as required by law, the Series A Preferred Stock shall vote together with the Common Stock at any annual or special meeting of the stockholders and not as a separate class, and may act by written consent in the same manner as the Common Stock.

B. Except where the vote or written consent of the record holders of a greater number of shares of the Corporation is required by law, and in addition to any other vote required by these Articles, without the approval of the record holders of at least two-thirds (2/3) of the outstanding shares of the Series A Preferred Stock, voting separately as a series, the Corporation will not:

1. Consent to any liquidation, dissolution or winding up of the Corporation or consolidate or merge into or with any other entity or entities or sell, lease, abandon, transfer or otherwise dispose of all or substantially all its assets;
2. Redeem any shares of capital stock (except as otherwise contemplated herein);
3. Authorize or issue any shares of any class of stock having any rights, preferences or privileges senior to, or on a parity with, the Series A Preferred Stock;
4. Incur debt financing in excess of fifty-thousand dollars (\$50,000);
5. Hire any employee with cash compensation in excess of eighty thousand dollars (\$80,000); or
6. Amend the Corporation's charter or by-laws in any manner that will adversely effect the rights, preferences or privileges of the Series A Preferred Stock.

Article VI.
Dividend Rights

A. Accrual. Dividends shall accrue on each outstanding share of Series A Preferred Stock at the annual rate of eight percent (8%) from the date on which that share of Series A Preferred Stock is issued.

B. Payment. Dividends shall be paid only out of assets legally available therefor and only when, as, and if declared by the board of directors of the Corporation or upon liquidation or winding up of the Corporation.

C. Cumulation. Accrued dividends that are unpaid shall cumulate without interest until paid.

D. Preference. No dividend shall be declared, reserved for payment or paid on any share of Common Stock or of any other class or series of Series A Preferred Stock unless and until the full amount of all accrued dividends, including those cumulated and unpaid, have been declared and either paid or reserved for payment with respect to each outstanding share of Series A Preferred.

Article VII.
Liquidation Rights

Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation Event"), before any distribution or payment shall be made to the holders of any Common Stock, the holders of Series A Preferred Stock shall be entitled to be paid out of the assets of the Corporation legally available for distribution for each share of Series A Preferred Stock held by them, an amount per share of Series A Preferred Stock equal to the Original Issue Price plus all accrued and unpaid dividends on the Series A Preferred Stock. If, upon any such Liquidation Event, the assets of the Corporation shall be insufficient to make payment in full to all holders of Series A Preferred Stock of the liquidation preference set forth in this Article, then such assets (or consideration) shall be distributed among the holders of Series A Preferred Stock at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

After the payment of the full liquidation preference of the Series A Preferred Stock as set forth in this Article, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Common Stock and Series A Preferred Stock on a per share basis, with the Series A Preferred Stock being treated as equal to the number shares of Common Stock that the Series A Preferred Stock is convertible.

Article VIII.
Conversion Rights

The holders of the Series A Preferred Stock shall have the following rights with respect to the conversion of the Series A Preferred Stock into shares of Common Stock (the "Conversion Rights"):

A. Optional Conversion

1. Subject to and in compliance with the provisions of this Article VIII, any shares of Series A Preferred Stock may, at the option of the holder, be converted into shares of Common Stock.
2. The number of shares of Common Stock into which each share of Series A Preferred Stock shall be converted ("Conversion Shares") at any time shall be determined by dividing the sum of the original purchase price of each share of Series A Preferred Stock (the "Original Purchase Price") to be converted by the conversion price. The conversion price shall be the original issue price subject to adjustment as described in Article VIII.A.3 (the "Conversion Price").
3. The Conversion Price of the Series A Preferred Stock will be subject to a weighted average adjustment to reduce dilution in the event that the Company issues additional equity securities (other than shares (i) reserved as employee shares described under the Company's option pool or (ii) shares with respect to which the holders of a majority of the outstanding Series A Preferred Stock waive their anti-dilution rights) at a purchase price less than the applicable Conversion Price. The Conversion Price will also be subject to proportional adjustment for stock splits, stock dividends, combinations, recapitalizations and the like.

B. Automatic Conversion

1. Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock, based on the then-effective Conversion Price, immediately upon the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, (a "Qualified IPO") at a public offering price that is not less than five times the Original Purchase Price in an offering of not less than fifteen million dollars (\$15,000,000). Upon such automatic conversion, any declared and unpaid dividends shall be paid by the Corporation for the converted Shares.
2. Upon the occurrence of the event specified in Article VIII. B. 1. above, the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Company or its transfer agent; *provided, however*, that the Company shall not be obligated to

issue certificates evidencing the shares of Common Stock issuable upon such conversion unless the certificates evidencing such shares of Series A Preferred Stock are either delivered to the Company or its transfer agent as provided below, or the holder notifies the Company or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Company to indemnify the Company from any loss incurred by it in connection with such certificates. Upon the occurrence of such automatic conversion of the Series A Preferred Stock, the holders of Series A Preferred Stock shall surrender the certificates representing such shares at the office of the Company or any transfer agent for the Series A Preferred Stock. Thereupon, there shall be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into which the shares of Series A Preferred Stock surrendered were convertible on the date on which such automatic conversion occurred.

Article IX. Redemption Rights

On December 31, 2016, the Corporation shall redeem from the holders of the Series A Preferred Stock their respective stock, at the option of Series A Preferred Stock holder, at a price equal to either the (a) the Original Purchase Price plus any unpaid dividends or (b) the fair market value per share as determined in good faith by the Board of Directors of the Company or, if the Board of Directors cannot agree on a value, by a valuation specialist.

Article X. Incorporator

The name and mailing address of the incorporator is as follows:

Brian Wildes
CEO
Ecolibrium Solar
340 West State Street, Unit 22
Athens, OH 45701

Article XI. Board of Directors

- A. Management of Business and Affairs of the Corporation. The business and affairs of the Corporation shall be managed by or under the direction of the board of directors.

B. Initial Directors

1. The number of directors shall be set at four (4).
2. The name of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

Dan Gretsck	2800 Perimeter Park Dr., Suite A, Morrisville, NC 27560
Brian Wildes	340 West State St., Unit 22, Athens, OH 45701
Don Linder	280 E. State St., Athens, OH 45701
Jay Glazer	20 E. Circle Dr., Ohio University, Athens, OH 45701

3. All powers of each incorporator on behalf of the Corporation shall cease upon the filing of this Certificate of Incorporation.

C. Election of Directors

1. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.
2. The directors shall be elected as follows: the holders of Common Stock shall elect two (2) directors; East Central Ohio Tech Angel Fund, LLC shall elect one (1) director; and TechGROWTH Ohio Fund shall elect one (1) director.

Article XII.

Compromise or Arrangement with Creditors

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

Article XIII.
Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Article XIV.
Limitation of Liability

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law; or (iv) for any transaction from which the director derived any improper personal benefit.

Article XV.
Indemnification

The Corporation shall indemnify, and advance expenses, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, to each person that such section grants the Corporation the power to indemnify and advance expenses to.

Article XVI.
Severability

In the event that any provision of this Certificate of Incorporation (including any provision within a single Article, paragraph or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the full extent permitted by law.

Article XVII.
Section 203 of DGCL

The Corporation expressly elects not to be governed by Section 203 of the DGCL.

Dated on this 11 day of November, 2011.



Brian Wildes, Incorporator