

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM683253

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	07/20/2021

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Montucky Cold Snacks, LLC		07/20/2021	Limited Liability Company: MONTANA

## RECEIVING PARTY DATA

<b>Name:</b>	Montucky Cold Snacks, Co.
<b>Street Address:</b>	19 North 10th Ave., Suite #1
<b>City:</b>	Bozeman
<b>State/Country:</b>	MONTANA
<b>Postal Code:</b>	59715
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	5357395	MONTUCKY COLD SNACK
Registration Number:	5468570	MONTUCKY
Registration Number:	5468713	MONTUCKY
Registration Number:	5468719	MONTUCKY COLD SNACKS
Registration Number:	5553416	DON'T BE A JERK
Registration Number:	5584807	
Serial Number:	87874475	DRINKING HORSE
Registration Number:	5575988	MT
Registration Number:	5689247	MT
Registration Number:	6205082	COLD SNACK
Registration Number:	6421842	MONTUCKY
Registration Number:	6421843	COLD SNACK
Serial Number:	90154022	
Registration Number:	6328427	MT

## CORRESPONDENCE DATA

Fax Number:

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent*

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*using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 916-838-6688  
**Email:** rfk.innovate@gmail.com  
**Correspondent Name:** Robert Kramer  
**Address Line 1:** 3941 Park Dr., Suite 20-299  
**Address Line 4:** El Dorado Hills, CALIFORNIA 95762

<b>NAME OF SUBMITTER:</b>	Robert Kramer
<b>SIGNATURE:</b>	/Robert Kramer/
<b>DATE SIGNED:</b>	10/24/2021

**Total Attachments: 6**

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**ARTICLES OF MERGER**  
**OF**  
**MONTUCKY COLD SNACKS, LLC,**  
**a Montana limited liability company,**  
**INTO**  
**MONTUCKY COLD SNACKS, CO.,**  
**a Delaware corporation**

The undersigned authorized persons acting on behalf of Montucky Cold Snacks, Co., a Delaware corporation (the “Surviving Corporation”), do hereby certify that Montucky Cold Snacks, LLC, a Montana limited liability company (the “Company”), has been merged into the Surviving Corporation, with a effective date of July 20, 2021 (the “Effective Date”), the date that the Certificate of Merger, attached hereto as Exhibit “1” and incorporated herein by this reference, was filed with the Delaware Secretary of State’s office.

The undersigned authorized persons acting on behalf of Surviving Corporation, further certify the following:

1. Merger. Upon the terms and subject to the conditions set forth in the Agreement of Merger entered into by and between and the Company and the Surviving Corporation, and dated July 20, 2021, and in accordance with Section 264 of the Delaware General Corporation Law (the “DGCL”), the Company was merged with and into the Surviving Corporation as of the Effective Date, and the separate existence of the Company ceased to exist at that time (the “Merger”).

2. Filing of Formation Documents. The Articles of Organization for the Company were filed with the Montana Secretary of State’s office on February 14, 2012. The Certificate of Incorporation for the Surviving Corporation was filed with the Delaware Secretary of State’s office on July 13, 2021, and amended on July 20, 2021.

3. Effect of the Merger. The Merger has the effects set forth in the DGCL, including, without limitation, Section 259 of the DGCL. Without limiting the generality of the foregoing, from the Effective Date: (i) all the properties, rights, privileges, immunities, powers, and franchises of the Company vested in the Surviving Corporation, and (ii) all debts, liabilities, obligations, and duties of the Company became the debts, liabilities, obligations, and duties of the Surviving Corporation.

4. Organizational Documents. The Bylaws of the Surviving Corporation in effect as of the Effective Date became the Bylaws of the Surviving Corporation, and shall remain so until thereafter amended as provided therein or by the DGCL, and the Certificate of Incorporation of the Surviving Corporation in effect as of the Effective Date, as amended pursuant to the Certificate of Merger, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided therein or by the DGCL.

5. Federal Employer Identification Number. The Company’s existing Federal Employer Identification Number shall carry-through and be associated with the Surviving Corporation.

6. Tax Treatment of Reorganization. For U.S. federal income tax purposes, the parties intend that the Merger shall qualify as a tax-deferred exchanged under Section 351 of the Internal Revenue Code of 1986, as amended.

7. Registered Agent and Addresses for the Surviving Corporation. The registered agent for service of process in the State of Delaware for the Surviving Corporation is Capitol Services, Inc., whose address is 1675 S. State St., Suite B, Dover, DE 19901. The principal place of business and primary mailing address for the Surviving Corporation is 19 North 10th Ave., Suite #1, Bozeman, MT 59715. The Surviving Corporation has, or will file as soon as is reasonably practicable, a foreign registration statement with the Montana Secretary of State's office.

8. Directors and Officers. The directors and officers of the Surviving Corporation immediately prior to the Effective Date became the directors and officer of the Surviving Corporation and shall continue to hold office until the earlier of their respective death, resignation, or removal, or their respective successors are duly elected or appointed and qualified in the manner provided for in the Certificate of Incorporation and Bylaws of the Surviving Corporation or as otherwise provided by the DGCL.

9. Issuance of Stock. The Surviving Corporation is authorized to issue two classes of stock designated, respectively, common stock and preferred stock.

10. The total number of shares (common stock and preferred stock) that the Surviving Corporation is authorized to issue is 5,000,000. The total number of shares of common stock issued is 3,089,750, par value \$0.00001 per share (the "Common Stock"). The total number of shares of preferred stock issued is 13,249, par value \$0.00001 per share (the "Preferred Stock"), all of which is designated as the "Series A-1 Preferred Stock."

11. Conversion of Securities. As of the Effective Date:

(a) Each unit of membership interest in the Company designated as a Class A Membership Interest, issued and outstanding immediately prior to the Merger converted into five (5) validly issued, fully paid, and non-assessable shares of Common Stock (as defined in the Certificate of Incorporation), par value \$0.00001 per share, of the Surviving Corporation;

(b) Each unit of membership interest in the Company designated as a Class B Membership Interest, issued and outstanding immediately prior to the Merger converted into five (5) validly issued, fully paid, and non-assessable shares of Common Stock (as defined in the Certificate of Incorporation), par value \$0.00001 per share, of the Surviving Corporation; and

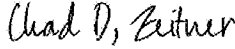
(c) Each unit of membership interest in the Company designated as a Class C Membership Interest, issued and outstanding immediately prior to the Merger converted into five (5) validly issued, fully paid, and non-assessable shares of Preferred Stock, par value \$0.00001 per share, of the Surviving Corporation and designated as Series A-1 Preferred Stock (as defined in the Certificate of Incorporation).


12. Montana Protections. The Surviving Corporation has agreed to accept service of process in the State of Montana and shall be subject to liability in any action or proceeding for the enforcement of any liability or obligation of the Company previously subject to suit in Montana and for the enforcement of the right of members of the Company to receive payment for their interest against the surviving entity.

13. Availability of Agreement of Merger. The Surviving Corporation shall furnish a copy of the Agreement of Merger, on request and without cost, to any former member of the Company, and a copy of Agreement of Merger is kept on-file and available at the Surviving Corporation's **principal place** of business.

IN WITNESS WHEREOF, the undersigned authorized persons acting on behalf of the Surviving Corporation have executed these Articles of Merger as of the 20<sup>th</sup> day of July 2021.

**MONTUCKY COLD SNACKS, CO.**

DocuSigned by:  
  
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97A645CB94B3469...  
Chad Zeitner  
President/Chief Executive Officer

DocuSigned by:  
  
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EF6766549FAF445...  
Jeremy Gregory, Secretary and  
Treasurer/Chief Financial Officer

**EXHIBIT "1"**  
**CERTIFICATE OF MERGER**

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MONTUCKY COLD SNACKS, LLC", A MONTANA LIMITED LIABILITY COMPANY,

WITH AND INTO "MONTUCKY COLD SNACKS CO." UNDER THE NAME OF "MONTUCKY COLD SNACKS CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JULY, A.D. 2021, AT 3:29 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

5945397 8100M  
SR# 20212778248

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203752421  
Date: 07-23-21

**TRADEMARK**  
**REEL: 007470 FRAME: 0625**

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION AND  
FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Montucky Cold Snacks Co., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is Montucky Cold Snacks, LLC a (list jurisdiction) Montana limited liability company.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

**THIRD:** The name of the surviving corporation is Montucky Cold Snacks Co.

**FOURTH:** The merger is to become effective on filing and acceptance of this certificate.

**FIFTH:** The Agreement of Merger is on file at 19 North 10th Ave., Suite #1, Bozeman, MT 59715, the place of business of the surviving corporation.

**SIXTH:** A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

**SEVENTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**IN WITNESS WHEREOF**, said Corporation has caused this certificate to be signed by an authorized officer, the 20th day of July, A.D., 2021.

DocuSigned by:  
Chad Zeitner  
By: \_\_\_\_\_  
Authorized Officer

Name: Chad Zeitner  
Print or Type

Title: President