

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM332761

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Latch LLC		12/28/2012	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Latch Inc.		
Street Address:	4202 DOUGLAS BLVD #200		
City:	Granite Bay		
State/Country:	CALIFORNIA		
Postal Code:	95746		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4531622	LATCH	
CORRESPONDENCE DATA			
Fax Number:	5308857122		
<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:	5308856695		
Email:	dshafer@shaferlawgroup.com		
Correspondent Name:	David Shafer		
Address Line 1:	210 Magnolia Avenue		
Address Line 4:	Auburn, CALIFORNIA 95603		
NAME OF SUBMITTER:	David Shafer		
SIGNATURE:	/David Shafer/		
DATE SIGNED:	02/20/2015		
Total Attachments: 6			
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Delaware

PAGE 1

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 THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "LATCH, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "LATCH, LLC" TO "LATCH, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2012, AT 6:54 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2012, AT 11:59 O'CLOCK P.M.

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

5186712 8100V

121404862



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0115054

DATE: 01-03-13

TRADEMARK
REEL: 005463 FRAME: 0196

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 was first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company was first formed is July 19, 2012.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is LATCH, LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is LATCH, INC.
- 6.) The effective time of the conversion pursuant to this Certificate of Conversion, shall be 11:59 p.m. (Eastern) on December 31, 2012.

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 December, 2012.

By: /s/ Donald Yoakum

Name: Donald Yoakum

Title: Manager

Delaware

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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 "LATCH, INC." FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2012, AT 6:54 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2012, AT 11:59 O'CLOCK P.M.

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

5186712 8100V

121404862




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0115054

DATE: 01-03-13

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

TRADEMARK
REEL: 005463 FRAME: 0198

CERTIFICATE OF INCORPORATION

OF

LATCH, INC.

ARTICLE I

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

ARTICLE II

The registered agent and the address of the registered office in the State of Delaware are:

The Corporation Trust Company
1209 Orange Street
Wilmington, Delaware 19801
County of New Castle

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

ARTICLE IV

The Corporation is authorized to issue one class of stock to be designated Common Stock ("Common Stock"). The total number of shares of Common Stock this Corporation shall have authority to issue is twenty million (20,000,000). The Common Stock shall have a par value of \$0.001 per share.

ARTICLE V

The Board of Directors is authorized to adopt, amend or repeal the Bylaws of the Corporation. Election of directors need not be by ballot.

ARTICLE VI

The name and mailing address of the incorporator is:

Ian B. Carter
621 Capitol Mall, 18th Floor
Sacramento, CA 95814

ARTICLE VII

The Corporation reserves the right to adopt, repeal, rescind or amend in any

respect any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE VIII

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that the director is found liable (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 General Corporation Law of Delaware, or (iv) for any transaction for which the director derived an improper personal benefit. If either the General Corporation Law of Delaware or any other applicable Delaware statute hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by such amended act.

ARTICLE IX

The Corporation shall indemnify its directors and may indemnify its officers, employees or agents to the full extent permitted by law if any such person was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The Corporation shall pay or reimburse reasonable expenses incurred by a director and may pay or reimburse reasonable expenses incurred by an officer who was, is or is threatened to be made a named defendant or respondent in any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of stockholders or otherwise.

Neither any amendment nor repeal of this Article IX or Article VIII nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article IX or Article VIII, shall eliminate or reduce the effect of this Article IX or Article VIII in respect of any matter occurring, or action or proceeding accruing or arising, or that, but for this Article IX or Article VIII, would accrue or arise, out of events occurring prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE X

The effective time to this Certificate of Incorporation shall be 11:59 p.m. (Eastern) on December 31, 2012.

I, THE UNDERSIGNED, being the incorporator herein before named, for the purpose of forming a corporation pursuant to the General Corporation Laws of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 27th day of December, 2012.

/s/ Ian B. Carter

Ian B. Carter, Incorporator