

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM492443

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OOFOS LLC		09/01/2018	Corporation: NEVADA
RECEIVING PARTY DATA			
Name:	OOFOS, INC.		
Street Address:	350 Granite Street		
Internal Address:	Building 2, 2nd Floor		
City:	Braintree		
State/Country:	MASSACHUSETTS		
Postal Code:	02184		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Serial Number:	86319224	FEEL THE OO	
Serial Number:	85572899	OO	
Serial Number:	85572894	OOFOAM	
Serial Number:	85976474	OOFOS	
Serial Number:	87408950	OOFOS	
Serial Number:	87501678	OOMG	
Serial Number:	87501683	OORIGINAL	
Serial Number:	87019901	ORIGINAL RECOVERY FOOTWEAR	
CORRESPONDENCE DATA			
Fax Number:	617443004		
<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:	6174439292		
Email:	trademarks@sunsteinlaw.com		
Correspondent Name:	Steven A. Abreu		
Address Line 1:	125 Summer Street		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	4005/001		

CH \$215.00 86319224

NAME OF SUBMITTER:	Steven A. Abreu
SIGNATURE:	/Steven Abreu/
DATE SIGNED:	10/03/2018
Total Attachments: 9 source=DE Cert of Conv and Cert of Inc-as filed copy#page1.tif source=DE Cert of Conv and Cert of Inc-as filed copy#page2.tif source=DE Cert of Conv and Cert of Inc-as filed copy#page3.tif source=DE Cert of Conv and Cert of Inc-as filed copy#page4.tif source=DE Cert of Conv and Cert of Inc-as filed copy#page5.tif source=DE Cert of Conv and Cert of Inc-as filed copy#page6.tif source=DE Cert of Conv and Cert of Inc-as filed copy#page7.tif source=NV Articles of Conversion-as filed#page1.tif source=NV Articles of Conversion-as filed#page2.tif	

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 CONVERSION OF A NEVADA LIMITED LIABILITY COMPANY UNDER THE NAME OF "OOFOS LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "OOFOS LLC" TO "OOFOS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 2018, AT 12:21 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF SEPTEMBER, A.D. 2018 AT 12 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

7027322 8100F
SR# 20186320041

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


Authentication: 203322001
Date: 08-28-18

TRADEMARK
REEL: 006500 FRAME: 0461

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 Nevada.
- 2.) The jurisdiction immediately prior to filing this Certificate is Nevada.
- 3.) The date the Limited Liability Company first formed is August 13, 2011.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Oofos LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Oofos, Inc..
- 6.) The effective date and time of filing is September 1, 2018 at 12:00 am.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 17th day of August, A.D. 2018.

By: 

Name: Charles H. Boisseau
Print or Type

Title: Assistant Secretary and
Authorized Signatory
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 "OOFOS, INC." FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 2018, AT 12:21 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF SEPTEMBER, A.D. 2018 AT 12 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

7027322 8100F
SR# 20186320041

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Authentication: 203322001
Date: 08-28-18

TRADEMARK
REEL: 006500 FRAME: 0463

CERTIFICATE OF INCORPORATION
OF

OOFOS, INC.

ARTICLE I

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

ARTICLE II

The address of the Corporation's registered office in the state of Delaware is 1209 Orange Street, City of Wilmington, State of Delaware, County of New Castle, Zip Code 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

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

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 5,000,000 shares of capital common stock, par value of \$0.0001 per share, which shall be comprised of 4,000,000 shares of voting common stock ("Common Stock") and 1,000,000 shares of non-voting common stock ("Non-Voting Common Stock").

ARTICLE V

The preferences, limitations and relative rights in respect of the Corporation's shares shall be as follows:

A. Common Stock.

1. Voting. The Common Stock shall have the exclusive right to vote for the election of directors and on all other matters in which shareholders are generally entitled to vote. Each Common Share shall have one vote per share on matters on which holders of Common Stock are entitled to vote.

2. Dividends.

(a) The holders of Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors.

(b) No dividend will be paid or authorized and set apart for payment on any Common Stock for any period unless the Corporation has paid or authorized and set aside

for payment in the same period, or contemporaneously pays or authorizes and sets aside for payment, an equal amount to be paid as a dividend on Non-Voting Common Stock.

3. Distributions. The holders of Common Stock and Non-Voting Common Stock shall be entitled to receive, upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, all of its remaining assets, tangible and intangible, of whatever kind available for distribution to the shareholders, ratably in proportion to the number of Common Stock and Non-Voting Common Stock held by each, with each share being proportionally equal in relation to the sum total of the two classes.

B. Non-Voting Common Stock.

1. Same Rights as Common Stock. Except with respect to voting rights and as otherwise specifically provided in these Articles of Incorporation, Non-Voting Common Stock shall have the same preferences, limitations, and relative rights as, and shall be identical in all respects to, the Common Stock.

2. No Voting Rights. Non-Voting Common Stock shall not have the right to vote on any matter submitted to a vote at a meeting of shareholders of the Corporation.

3. Dividends.

(a) The holders of Non-Voting Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors.

(b) No dividend will be paid or authorized and set apart for payment on any Non-Voting Common Stock for any period unless the Corporation has paid or authorized and set aside for payment in the same period, or contemporaneously pays or authorizes and sets aside for payment, an equal amount to be paid as a dividend on Common Stock.

4. Distributions. The holders of Non-Voting Common Stock and Common Stock shall be entitled to receive, upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, all of its remaining assets, tangible and intangible, of whatever kind available for distribution to the shareholders, ratably in proportion to the number of Non-Voting Common Stock and Common Stock held by each, with each share being proportionally equal in relation to the sum total of the two classes.

5. Automatic Conversion. Each issued and outstanding Non-Voting Common Share shall automatically be converted into one (1) share of Common Stock immediately prior to the earlier of (i) the consummation of the Corporation's first underwritten public offering of its Common Stock under the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder; or (ii) the date specified by written consent or agreement of the holders of a majority of the issued and outstanding Common Stock.

6. Adjustments. The one-to-one conversion of the Non-Voting Common Stock into Common Stock in accordance with item 5 above of this Article V.B. shall in all events

be equitably adjusted in the event of (a) any recapitalization of the Corporation by means of a stock dividend on, or a stock split or combination of, outstanding Common Stock and Non-Voting Common Stock, or (b) any merger, consolidation or other reorganization of the Corporation with another corporation.

7. Reservation. The Corporation shall at all times reserve and keep available out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the Non-Voting Common Stock, such number of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Non-Voting Common Stock.

8. Retirement. If any Non-Voting Common Stock shall be converted pursuant to this Article V, the Shares so converted shall be retired and become authorized but unissued Non-Voting Common Stock.

9. Redesignation. Upon the conversion of all of the outstanding Non-Voting Common Stock into Common Stock, the Non-Voting Common Stock shall be automatically redesignated as "Common Stock."

ARTICLE VI

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation. In furtherance of and not in limitation of the powers conferred by the laws of the state of Delaware, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal Bylaws of the Corporation.

ARTICLE VII

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, 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.

The Corporation shall indemnify to the fullest extent permitted by law 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, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

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

ARTICLE VIII

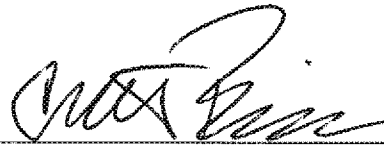
Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (C) any action or proceeding asserting a claim against the Corporation arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's Certificate of Incorporation or Bylaws, or (D) any action or proceeding asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

ARTICLE IX

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

Charles H. Boisseau, Esq.
Boisseau & Dean LLP
155 South Main Street, Suite 405
Providence, RI 02903

Executed on August 17, 2018, effective September 1, 2018 at 12:00am.



Charles H. Boisseau, Incorporator



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov



140304

Articles of Conversion
 (PURSUANT TO NRS 92A.205)
 Page 1

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number 20180372971-00
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time 08/23/2018 11:06 AM
	Entity Number E0458082011-7

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

PLEASE NOTE: The charter document for the resulting entity *must* be submitted/ filed simultaneously with the articles of conversion.

Articles of Conversion
 (Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

Oofos LLC

Name of constituent entity

Nevada

Jurisdiction

limited liability company

Entity type *

and,

Oofos, Inc.

Name of resulting entity

Delaware

Jurisdiction

corporation

Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 1
 Revised: 1-5-15



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvso.gov

Articles of Conversion
 (PURSUANT TO NRS 92A.205)
Page 2

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn:

c/o:

5. Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: Time:

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Name of constituent entity

X

Signature Louis Paladone

Title

Date

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

FILING FEE: \$350.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.