

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM630188

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Legends Brands and Products LLC		02/01/2021	Limited Liability Company: OREGON
RECEIVING PARTY DATA			
Name:	Legends Brands and Products Inc.		
Street Address:	11565 SW 67th Avenue		
City:	Portland		
State/Country:	OREGON		
Postal Code:	97223		
Entity Type:	Corporation: OREGON		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	88871344	RAISE YOUR GAME	
Serial Number:	88871393	LEGENDS	
Serial Number:	88871413	LEGENDS	
CORRESPONDENCE DATA			
Fax Number:			
<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:	5038449009		
Email:	docketing@ganzlaw.com		
Correspondent Name:	Ganz Pollard, LLC		
Address Line 1:	P.O. Box 2200		
Address Line 4:	Hillsboro, OREGON 97123		
NAME OF SUBMITTER:	Rachel A. Townsend		
SIGNATURE:	/Rachel A. Townsend/		
DATE SIGNED:	03/05/2021		
Total Attachments: 9			
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Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
www.filinginoregon.com

Registry Number: 1532865-97
Type: DOMESTIC BUSINESS CORPORATION

Next Renewal Date: 03/06/2021

THE HARRELL LAW FIRM, LLC
11565 SW 67TH AVENUE
TIGARD OR 97223

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

Document
ARTICLES OF CONVERSION

Filed On
02/01/2021

Jurisdiction
OREGON

Name
LEGENDS BRANDS AND PRODUCTS INC.

Principal Place of Business
11565 SW 67TH AVENUE
TIGARD OR 97223

Registered Agent
THE HARRELL LAW FIRM, LLC
11565 SW 67TH AVENUE
TIGARD OR 97223

FILED
FEB 01 2021
OREGON
SECRETARY OF STATE

SECRETARY OF STATE
Corporation Division - Business Registry
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327
(503) 986-2200
Facsimile (503) 378-4381

ARTICLES OF CONVERSION
OF
LEGENDS BRANDS AND PRODUCTS LLC

1. The name and type of business entity before the conversion is Legends Brands and Products LLC, an Oregon limited liability company.
2. The name and type of business entity after the conversion will be Legends Brands and Products Inc., an Oregon corporation (the "Corporation").
3. The Articles of Incorporation for the Corporation are attached hereto as Exhibit A.
4. These Articles of Conversion shall be effective upon filing with the Oregon Secretary of State.
5. The Plan of Conversion is on file at the principal office of the Corporation, which is located at: 11565 SW 67th Avenue, Portland, Oregon 97223. A copy of the Plan will be provided to any owner/shareholder of the Corporation upon request and at no cost.
6. The address of the principal place of business of the Corporation is:

11565 SW 67th Avenue
Portland, Oregon 97223

7. The name and address of an individual who has direct knowledge of the operations and business activities of the Corporation is:

Antonio L. Harvey
11565 SW 67th Avenue
Portland, Oregon 97223

Articles of Conversion
LEGENDS BRANDS AND PRODUCTS INC



153286597-21859144 CNV

TRADEMARK

REEL: 007213 FRAME: 0371

I declare, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the individual with direct knowledge of the Corporation, or any officers, directors, employees or agents of the corporation. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. I understand that making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Dated: January 29, 2021

**LEGENDS BRANDS AND PRODUCTS
LLC**

DocuSigned by:
By: 
Antonio E. Harvey, Manager

Person to contact about this filing:
Charles E. Harrell
(503) 577-0774

Articles of Conversion
Legends Brands and Products LLC into
Legends Brands and Products Inc.
Page 2 of 2

TRADEMARK
REEL: 007213 FRAME: 0372

EXHIBIT A
ARTICLES OF INCORPORATION

[Attached]

Articles of Conversion
Legends Brands and Products LLC into
Legends Brands and Products Inc.
Exhibit A

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TRADEMARK
REEL: 007213 FRAME: 0373

STATE OF OREGON
CORPORATION DIVISION
255 Capitol St. NE, Suite 151
Salem, Oregon 97310-1327

Registry No.: 1532856-97

LEGENDS BRANDS AND PRODUCTS INC.

ARTICLES OF INCORPORATION

Business Corporation

ARTICLE 1.

The name of the corporation is Legends Brands and Products Inc. (the "Corporation").

ARTICLE 2.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Oregon Business Corporation Act.

ARTICLE 3.

3.1 The total number of shares of all classes of stock the Corporation has the authority to issue is Twenty-Five Million (25,000,000) shares, consisting of (i) Twenty Million (20,000,000) shares of common stock, each share of which has a par value of \$0.0001 (the "**Common Stock**"), and (ii) Five Million (5,000,000) shares of preferred stock, each share of which has a par value of \$0.0001 ("**Preferred Stock**").

3.2 The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of Common Stock and Preferred Stock of the Corporation entitled to vote, voting together as a single class and without a separate class vote by the holders of the Common Stock, irrespective of the provisions of the Act.

3.3 The holders of Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). On dissolution of the Corporation, and after any preferential amount with respect to the Preferred Stock has been paid or set aside, the holders of Common Stock and the holders of any series of Preferred Stock entitled to participate in the distribution of assets are entitled to receive the net assets of the Corporation. The voting, dividend, and liquidation rights of the holders of Common Stock are subject to and qualified by the rights, powers, and preferences of the holders of any series of Preferred Stock provided for by the Board of Directors of the Corporation (the "**Board of Directors**") pursuant to subsection 3.4 of this Article 3.

3.4 The Board of Directors is expressly authorized, subject to the limitations prescribed in the Act, to provide, out of the unissued shares of Preferred Stock, for one or more series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting that series, the voting powers (if any) of the shares of that series, and the preferences and relative, participating, optional, or other special rights (if any) and qualifications, limitations, or restrictions of that series. Without limiting the generality of the foregoing, the authority of the Board of Directors with respect to each series of Preferred Stock includes, without limitation, determining:

3.4.1 the number of shares in and the distinguishing designation of that series;

3.4.2 whether shares of that series shall have full, special, conditional, limited, or no voting rights, except to the extent otherwise provided by the Act;

3.4.3 whether shares of that series shall be convertible and the terms and conditions of the conversion, including provisions for adjustment of the conversion rate in circumstances determined by the Board of Directors;

3.4.4 whether shares of that series shall be redeemable and the terms and conditions of redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions or at different redemption dates;

3.4.5 the dividend rate (if any) on the shares of that series, the manner of calculating any dividends, and the preferences of any dividends;

3.4.6 the rights of shares of that series in the event of voluntary or involuntary dissolution of the Corporation and the rights of priority of that series relative to the Common Stock and any other series of Preferred Stock on the distribution of assets on dissolution; and

3.4.7 any other powers, preferences, rights, qualifications, limitations, or restrictions of that Series that are permitted by law to vary.

The powers, preferences, and relative, participating, optional, and other special rights of each series of preferred stock, and the qualifications, limitations, or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

ARTICLE 4.

The name and business mailing address of the registered agent is:

The Harrell Law Firm LLC
11565 S.W. 67th Avenue
Portland, Oregon 97223

ARTICLE 5.

The name and address of the Incorporator who has direct knowledge of the operations and business activities of the Corporation is:

Antonio L. Harvey
11565 SW 67th Avenue
Portland, Oregon 97223

ARTICLE 6.

The principal place of business of the Corporation is:

11565 SW 67th Avenue
Portland, Oregon 97223

ARTICLE 7.

7.1 The Corporation will indemnify to the fullest extent permitted by law any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. The Corporation may indemnify to the fullest extent permitted by law any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was an officer, employee or agent of the Corporation.

Any indemnification provided pursuant to this Article 7 will not be exclusive of any rights to which the person indemnified may otherwise be entitled under any provision of articles of incorporation, bylaw, agreement, statute, policy of insurance, vote of shareholders or board of directors, or otherwise.

7.2 To the fullest extent permitted by law, no director of the Corporation will be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director. Without limiting the generality of the preceding, if after this Article 7 becomes effective the Oregon Revised Statutes are amended to authorize corporate action further eliminating or limiting the personal liability of directors of the Corporation, then the liability of directors of the Corporation will be eliminated or limited to the fullest extent permitted by the Oregon Revised Statutes, as so amended.


7.3 No amendment or repeal of this Article 7, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article 7, nor a change in the law will adversely affect any right or protection that is based upon this Article 7 and that pertains to conduct that occurred prior to the time of such amendment, repeal, adoption or change. No change in the law will reduce or eliminate the rights and protections set forth in this Article 7 unless the change in the law specifically requires such reduction or elimination.

ARTICLE 8.

In addition to any other method provided for in the Bylaws, the shareholders may act by written consent without a meeting if (a) the action is taken by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shareholders entitled to vote on the action were present and voted and (b) the written consent is delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The Corporation must give written notice of any action taken pursuant to this Article 8 to all shareholders who did not sign the written consent. The notice provided to such shareholders must contain or be accompanied by any information required by ORS 60.211 or any other applicable provision of the Act.

[signature page follows]

I declare, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the individual with direct knowledge of the Corporation, or any officers, directors, employees or agents of the corporation. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. I understand that making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

DocuSigned by:

Antonio L. Harvey, Incorporator

Person to contact about this filing:

Charles E. Harrell
(503) 577-0774

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