

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM685907

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/29/2021

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Mad Dogg Athletics, Inc.		04/29/2021	Corporation: CALIFORNIA

RECEIVING PARTY DATA

Name:	Mad Dogg Athletics, Inc.
Street Address:	2111 Narcissus Ct.
City:	Venice
State/Country:	CALIFORNIA
Postal Code:	90291
Entity Type:	Corporation: NEVADA

PROPERTY NUMBERS Total: 78

Property Type	Number	Word Mark
Serial Number:	90354274	SPINNING
Serial Number:	90551290	CHRONO
Serial Number:	90551286	CHRONO
Serial Number:	90551292	CHRONO
Serial Number:	90551283	CHRONO
Registration Number:	6172190	RESIST-A-BALL
Registration Number:	6124881	SPIN
Registration Number:	6113972	SPINTV
Registration Number:	6061732	CHRONO
Registration Number:	5915749	ARTISTRY
Registration Number:	5603392	SPINTV
Registration Number:	5603224	INDUSTRY
Registration Number:	5594781	MVE
Registration Number:	5379398	
Registration Number:	5233230	SPINNER PRO
Registration Number:	5193833	EDGE
Registration Number:	5133125	SPINNER NXT
Registration Number:	5133124	SPINNER BLADE

OP \$1965.00 90354274

Property Type	Number	Word Mark
Registration Number:	5102828	SPINNING
Registration Number:	5101508	R3
Registration Number:	5101507	R1
Registration Number:	5095659	SPINTECH
Registration Number:	5062142	AERO
Registration Number:	5028823	SPORT
Registration Number:	4963258	FUSION DRIVE
Registration Number:	4941851	ENERGY ZONES
Registration Number:	4941048	S1
Registration Number:	4941047	BLACK BELT
Registration Number:	4827361	ION
Registration Number:	4760978	XSPIN
Registration Number:	4664069	SPIN YOGA
Registration Number:	4649825	REVELO
Registration Number:	4507647	SPINPOWER
Registration Number:	4401416	SPINNING NATION
Registration Number:	4376737	UGI
Registration Number:	4318573	TRIO
Registration Number:	4315179	MAD DOGG ATHLETICS
Registration Number:	4246140	SPINNING
Registration Number:	4221948	SPINNING NATION
Registration Number:	4211915	MAD DOGG ATHLETICS
Registration Number:	4184091	CROSSCORE 180 TURN YOUR GAME AROUND
Registration Number:	4184090	CROSSCORE 180 TURN YOUR GAME AROUND
Registration Number:	4140957	SPINCIRCUIT
Registration Number:	4051866	SPINTECH
Registration Number:	4036676	MAD DOGG ATHLETICS
Registration Number:	4007086	UGI
Registration Number:	3990274	SPIN PILATES
Registration Number:	3990273	SPIN PILATES
Registration Number:	3990272	SPIN FITNESS
Registration Number:	3986020	SPIN YOGA
Registration Number:	3981791	SPIN YOGA
Registration Number:	3974848	SPINFITNESS
Registration Number:	3974847	SPINFITNESS
Registration Number:	3962020	SPIN FITNESS
Registration Number:	3836142	CROSSCORE
Registration Number:	3528187	SPIN PILATES

Property Type	Number	Word Mark
Registration Number:	3521332	SPIN FITNESS
Registration Number:	3334266	SPINGYM
Registration Number:	3298552	SPINNING
Registration Number:	3286726	SPINNING
Registration Number:	3040063	PEAK PILATESYSTEM
Registration Number:	2997341	PEAKPILATES
Registration Number:	2917892	PEAK PILATES
Registration Number:	2721952	SPIN
Registration Number:	2606696	THE POWER CIRCLE
Registration Number:	2516918	TOTAL WORKOUT SYSTEM
Registration Number:	2475595	SPIN BODY
Registration Number:	2424295	SPINNING
Registration Number:	2336564	SPINERVALS
Registration Number:	2173202	SPIN
Registration Number:	2103574	SPINNING
Registration Number:	2062912	
Registration Number:	2003922	SPINNING
Registration Number:	1977743	JOHNNY G. SPINNER
Registration Number:	1972363	SPINNER
Registration Number:	1961393	SPIN
Registration Number:	1808045	JOHNNY G'S SPINNING
Registration Number:	1780650	SPINNING

CORRESPONDENCE DATA

Fax Number:

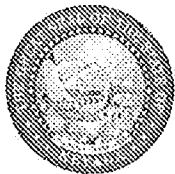
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 4243020717
Email: uspto@keatsgatien.com
Correspondent Name: Konrad Gatien
Address Line 1: 120 S. El Camino Dr., Suite 207
Address Line 2: Keats Gatien, LLP
Address Line 4: Beverly Hills, CALIFORNIA 90212

NAME OF SUBMITTER:	Konrad Gatien
SIGNATURE:	/s/
DATE SIGNED:	11/04/2021

Total Attachments: 10
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BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov
 www.nvsilverflume.gov

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: Conversion Exchange Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity Information:
 (Constituent, Acquired or Merging)

Entity Name:

Mad Dogg Athletics, Inc.

Jurisdiction: California

Entity Type*: corporation

If more than one entity being acquired or merging please attach additional page.

2. Entity Information:
 (Resulting, Acquiring or Surviving)

Entity Name:

Mad Dogg Athletics, Inc.

Jurisdiction: Nevada

Entity Type*: corporation

3. Plan of Conversion, Exchange or Merger:
 (select one box)

- The entire plan of conversion, exchange or merger 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 entire plan of exchange or merger is on file at the registered office of the acquiring corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the acquiring entity (NRS 92A.200).
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330. (Conversion only)

4. Approval:
 (If more than one entity being acquired or merging please attach additional approval page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- A. Owner's approval was not required from the:
- Acquired/merging
 - Acquiring/surviving
- B. The plan was approved by the required consent of the owners of:
- Acquired/merging
 - Acquiring/surviving
- C. Approval of plan of exchange/merger for Nevada non-profit corporation (NRS 92A.160):
- Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.
- Acquired/merging
 - Acquiring/surviving

Mad Dogg Athletics, Inc.

Name of acquired/merging entity

Mad Dogg Athletics, Inc.

Name of acquiring/surviving entity

5. Effective Date and Time: (Optional)

Date:

Time:

(must not be later than 90 days after the certificate is filed)

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

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 Revised: 1/1/2019



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NRS 92A.200 and 92A.205

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4. Approval

Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- A. Owner's approval was not required from the:
- Acquired/merging
 - Acquiring/surviving

- B. The plan was approved by the required consent of the owners of:
- Acquired/merging
 - Acquiring/surviving

- C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

- Acquired/merging
- Acquiring/surviving

Mad Dogg Athletics, Inc.

Name of acquired/merging entity

Mad Dogg Athletics, Inc.

Name of acquiring/surviving entity

4. Approval

Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- A. Owner's approval was not required from the:
- Acquired/merging
 - Acquiring/surviving

- B. The plan was approved by the required consent of the owners of:
- Acquired/merging
 - Acquiring/surviving

- C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

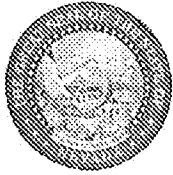
- Acquired/merging
- Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity

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

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 Revised: 11/1/2019



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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

6. Forwarding Address for Service of Process:
 (Conversion and Mergers only, if resulting/surviving entity is foreign)

N/A

Name _____ Country _____

Care of: _____

Address _____ City _____ State _____ Zip/Postal Code _____

7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200):
 (Merger only) **

** Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

8. Declaration:
 (Exchange and Merger only)

Exchange:

The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).

Merger: (Select one box)

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

9. Signature Statement: (Required)

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

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

Form will be returned if unsigned.
 This form must be accompanied by appropriate fees.



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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

9. Signature Statement
 Continued: (Required)

Exchange:
 Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers; A trustee of each Nevada business trust (NRS 92A.230)
 Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.
 The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

Merger:
 Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada 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 (NRS 92A.230).
 The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

10. Signature(s):
 (Required)

Mad Dogg Athletics, Inc.		
Name of acquired/merging entity		
X <u></u> Signature (Exchange/Merger)	President Title	04/29/2021 Date
<i>If more than one entity being acquired or merging please attach additional page of information and signatures.</i>		
Mad Dogg Athletics, Inc.		
Name of acquiring/surviving entity		
X <u></u> Signature (Exchange/Merger)	President Title	04/29/2021 Date
X _____ Signature of Constituent Entity (Conversion)	_____ Title	_____ Date

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

Form will be returned if unsigned.
 This form must be accompanied by appropriate fees.

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 Revised: 1/1/2019

AGREEMENT AND PLAN OF MERGER OF

MAD DOGG ATHLETICS, INC.,
A CALIFORNIA CORPORATION,

AND

MAD DOGG ATHLETICS, INC.,
A NEVADA CORPORATION

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of April 1, 2021, by and among Mad Dogg Athletics, Inc., a California corporation ("MD California"); Mad Dogg Athletics, Inc., a Nevada corporation ("MD Nevada" and, together with MD California, the "Constituent Corporations"; and John Robert Baudhuin, an individual (the "Shareholder") as the sole shareholder of each of the Constituent Corporations.

RECITALS:

A. MD California is a corporation duly incorporated and existing under the laws of the State of California. Pursuant to its Articles of Incorporation, MD California is authorized to issue only one class of stock, in a total of 100,000 shares of no par value (the "MD California Stock").

B. MD California is an "S corporation" within the meaning of Section 1361(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code") with a valid election in effect under Section 1362(a) of the Code (the "MD California S Election").

C. MD Nevada was formed on December 22, 2020 (the "MD Nevada Formation"). MD Nevada is authorized to issue 1,000 shares at \$1 par value (the "MD Nevada Stock").

D. As of the date hereof, and before giving effect to the transactions contemplated hereby, 5,000 shares of MD California Stock are issued and outstanding, all of which are held by the Shareholder; and 1,000 shares of MD Nevada Stock are issued and outstanding, all of which are held by the Shareholder.

E. The respective Boards of Directors of the Constituent Corporations have determined that, for the purpose of effecting the reincorporation of MD California in the State of Nevada, it is advisable and in the best interests of MD California and the Shareholder that MD California merge with and into MD Nevada upon the terms and conditions herein provided (the "Merger").

F. The effect of the Merger and the effective time of the Merger are as prescribed by law.

G. The respective Boards of Directors of the Constituent Corporations and the Shareholder have approved this Agreement and have directed that this Agreement be executed by the undersigned officers of the Constituent Corporations.

H. Immediately following the Merger, all of the Shareholder's shares of MD California Stock shall be converted into 1,000 shares of MD Nevada Stock, the separate existence of MD California will cease, MD Nevada shall inherit all of the liabilities of MD California, title to all real estate and other property owned by MD California will be vested in MD Nevada without reversion or impairment; the Shareholder will be liable for all the obligations of MD California existing at the time of the Merger, but only to the extent the Shareholder was liable before the Merger; and any proceeding pending against either Constituent Corporation may be continued as if the Merger had not occurred or MD Nevada may be substituted in the proceeding for MD California.

I. Immediately after the Transactions, (i) the Shareholder will hold 1,000 shares of MD Nevada Stock and no other MD Nevada Stock shall be issued and outstanding, (ii) no corporation other than MD Nevada will hold the property that was held by MD California immediately before the Merger and (iii) MD Nevada will not hold any property that it acquired from a corporation other than MD California.

J. The Merger is intended to occur as part of a "plan of reorganization" as defined in Treasury Regulations section 1.368-2(g), in which MD California is undergoing a "mere change in identity, form, or place of organization" (the "F Reorg") under Section 368(a)(1)(F) of the Code, Treasury Regulations Section 1.368-2(m) and Revenue Ruling 2008-18.

K. In accordance with Revenue Ruling 64-250 and Revenue Ruling 2008-18, the MD California S Election will not terminate and will continue for MD Nevada Corp (the "MD Nevada S Election") and, together with the MD Nevada Formation, the Merger, and the F Reorg, the "Transactions").

NOW THEREFORE, in consideration of the mutual covenants set forth herein, the Shareholder and the Constituent Corporations hereby agree as follows:

AGREEMENT:

1. Recitals Incorporated. The Recitals to this Agreement are hereby incorporated into this Agreement as if fully set forth herein.

2. Transactions. The Shareholder and the Constituent Corporations hereby consent to and adopt the Transactions and agree to take all actions necessary to effect the Transactions. The Shareholder and the Constituent Corporations hereby agree to prepare and file all income tax returns in accordance with the F Reorg, and the Parties shall not take any position inconsistent with the F Reorg on any tax return, or in the course of any audit, litigation or other proceeding with respect to income taxes, except as otherwise required by applicable law following a final determination by a court of competent jurisdiction or other final administrative decision by an applicable governmental body.

3. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Nevada.

4. Counterparts/Electronic Signatures. This Agreement may be executed in counterparts, all of which, when taken together, shall constitute one and the same original. Signatures on this Agreement sent via facsimile or electronic mail shall be deemed effective as original signatures.

[SIGNATURES BEGIN ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the Effective Date.

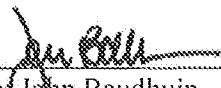
SHAREHOLDER:



JOHN ROBERT BAUDHUIN

MD CALIFORNIA:

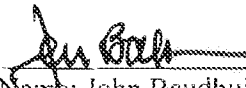
Mad Dogg Athletics, Inc.,
a California corporation

By: 

Name: John Baudhuin
Title: President and Secretary

MD NEVADA:

Mad Dogg Athletics, Inc.,
a Nevada corporation

By: 

Name: John Baudhuin
Title: President and Secretary

EXHIBIT A

Shareholders	Number of Shares of MD. California Stock	Number of Shares of MD. Nevada Shares	Shareholder Percentage
John Robert Baudhuin	5,000	1,000	100%
TOTALS	5,000	1,000	100%

Exhibit A to
Agreement and Plan of Merger of
Mad Dogg Athletics, Inc., a California corporation, and
Mad Dogg Athletics, Inc., a Nevada corporation