

ESTTA Tracking number: **ESTTA727218**

Filing date: **02/16/2016**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Proceeding	91220602
Party	Defendant Ello, Inc.
Correspondence Address	TSAN ABRAHAMSON COBALT LLP 918 PARKER STREET, BUILDING A21 BERKELEY, CA 94710-2596 UNITED STATES trademarks@cobaltlaw.com
Submission	Other Motions/Papers
Filer's Name	Vijay K. Toke
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Date	02/16/2016
Attachments	Ello PBC - Notice Recordation.pdf(66254 bytes) Ello PBC.pdf(170199 bytes)



UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

FEBRUARY 2, 2016

PTAS

COBALT LLP
918 PARKER ST., BLDG A21
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BERKELEY, CA 94710

900352065

UNITED STATES PATENT AND TRADEMARK OFFICE NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

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RECORDATION DATE: 01/28/2016

REEL/FRAME: 5718/0372
NUMBER OF PAGES: 7

BRIEF: CHANGE OF NAME

DOCKET NUMBER: CHG ELLO, INC.-ELLO, PBC

ASSIGNOR:
ELLO, INC.

DOC DATE: 10/17/2014
CITIZENSHIP: DELAWARE
ENTITY: CORPORATION

ASSIGNEE:
ELLO, PBC

CITIZENSHIP: DELAWARE
ENTITY: PUBLIC BENEFIT CORPORATION

688 PINE STREET, SUITE 2A
BURLINGTON, VERMONT 05401

SERIAL NUMBER: 86205810
REGISTRATION NUMBER:
MARK: ELLO
DRAWING TYPE: STANDARD CHARACTER MARK

FILING DATE: 02/27/2014
REGISTRATION DATE:

SERIAL NUMBER: 86496427
REGISTRATION NUMBER:
MARK: ELLO
DRAWING TYPE: STANDARD CHARACTER MARK

FILING DATE: 01/06/2015
REGISTRATION DATE:

SERIAL NUMBER: 86496430
REGISTRATION NUMBER:
MARK: ELLO
DRAWING TYPE: STANDARD CHARACTER MARK

FILING DATE: 01/06/2015
REGISTRATION DATE:

ASSIGNMENT RECORDATION BRANCH
PUBLIC RECORDS DIVISION

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:31 PM 10/17/2014
FILED 02:31 PM 10/17/2014
SRV 141305991 - 5422094 FILE

SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ELLO, INC.

Paul Budnitz hereby certifies that:

ONE: The original name of this company is ~~Ello, Inc.~~ and the date of filing the original Certificate of Incorporation of this company with the Secretary of State of the State of Delaware was October 28, 2013.

TWO: He is the duly elected and acting President and Chief Executive Officer of Ello, Inc.

THREE: The Certificate of Incorporation of this company is hereby amended and restated in its entirety to read as follows:

~~Second Amended and Restated Certificate of Incorporation of a Public Benefit Corporation~~
I.

The name of this company is Ello, PBC (the "Company" or the "Corporation").

II.

The address of the registered office of the Company in the State of Delaware is 1209 Orange Street, Wilmington, DE 19801, County of New Castle, and the name of the registered agent of the Company in the State of Delaware at such address is The Corporation Trust Company.

III.

The purpose of the Company is to engage in any lawful act or activity for which a public benefit corporation may be organized under the Delaware General Corporation Law ("DGCL") and to produce a public benefit and operate in a responsible and sustainable manner. To that end, the Company shall be managed in a manner that balances the stockholders' pecuniary interests, the best interests of those materially affected by the Company's conduct, and shall have a positive impact on society and technology. In order to accomplish the foregoing, while the Company may sell products, services, applications or engage in similar activities either alone or in conjunction with third parties, the Company shall not for pecuniary gain:

- (i) sell user-specific data to a third party; or
- (ii) enter into an agreement to display paid advertising on behalf of a third party.

(iii) In the event of an Acquisition or Asset Transfer, the Company shall require any acquiring entity to adopt these requirements with respect to the operation of Ello or its assets.

IV.

A. The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the Company is authorized to issue is 85,000,000 shares, 65,000,000 shares of which shall be Common Stock (the "Common Stock") and 20,000,000 shares of which shall be Preferred Stock (the "Preferred Stock"). The Preferred Stock shall have a par value of \$0.0001 per share and the Common Stock shall have a par value of \$0.0001 per share.

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Company entitled to vote (voting together as a single class on an as-if-converted basis), irrespective of the provisions of Section 242(b)(2) of the DGCL.

C. 5,100,000 of the authorized shares of Preferred Stock are hereby designated "Series Seed Preferred Stock." 14,900,000 of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock." The Series Seed Preferred Stock and the Series A Preferred Stock, together with any series of Preferred Stock designated hereafter, shall be referred to as the "Series Preferred."

D. The rights, preferences, privileges, restrictions and other matters relating to the Series Preferred shall be as set forth in a Certificate of Designation to be approved and adopted by the Board of Directors of the Company in accordance with the DGCL. Capitalized terms used but not defined herein shall have the meaning given to such term in the Certificate of Designation.

V.

A. The liability of the directors of the Company for monetary damages shall be eliminated to the fullest extent under applicable law.

B. To the fullest extent permitted by applicable law, the Company is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Company (and any other persons to which applicable law permits the Company to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL. If the DGCL or any other law of the State of Delaware is amended after approval by the stockholders of this Article V to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the Company shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

C. The provisions of Section III hereof are not intended to be for the benefit of any third party and do not provide any rights to any person that is not a stockholder of the Company. Any disinterested failure to satisfy DGCL Section 365 shall not, for the purposes of DGCL Section 102(b)(7) or DGCL Section 145, constitute an act or omission not in good faith, or in breach of the duty of loyalty. For clarity, an Acquisition or Asset Transfer shall not constitute a sale of user-specific data to a third party as set forth in Section III(i).

D. Any repeal or modification of this Article V shall only be prospective and shall not affect the rights or protections or increase the liability of any director under this Article V in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

E. In the event that a member of the Board who is also a partner or employee of an entity that is a holder of Preferred Stock and that is in the business of investing and reinvesting in other entities, or an employee of an entity that manages such an entity (each, a "Fund") acquires knowledge of a potential transaction or other matter in such individual's capacity as a partner or employee of the Fund or the manager or general partner of the Fund (and other than directly in connection with such individual's service as a member of the Board) and that may be an opportunity of interest for both the Company and such Fund (a "Corporate Opportunity"), then the Company (a) renounces any expectancy that such director or Fund offer an opportunity to participate in such Corporate Opportunity to the Company and (b) to the fullest extent permitted by law, waives any claim that such opportunity constituted a Corporate Opportunity that should have been presented by such director or Fund to the Company or any of its affiliates; provided, however, that such director acts in good faith.

VI.

For the management of the business and for the conduct of the affairs of the Company, and in further definition, limitation and regulation of the powers of the Company, of its directors and of its stockholders or any class thereof, as the case may be, it is further *provided* that:

A. The management of the business and the conduct of the affairs of the Company shall be vested in its Board. The number of directors which shall constitute the whole Board shall be fixed by the Board in the manner provided in the Bylaws, subject to any restrictions which may be set forth in this Amended and Restated Certificate of Incorporation.

B. The Board is expressly empowered to adopt, amend or repeal the Bylaws of the Company, subject to any restrictions that may be set forth in this Amended and Restated Certificate of Incorporation. The stockholders shall also have the power to adopt, amend or repeal the Bylaws of the Company; provided however, that, in addition to any vote of the holders of any class or series of stock of the Company required by law or by this Amended and Restated Certificate of Incorporation, the affirmative vote of the holders of a majority of the voting power of all of the then-outstanding shares of the capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the Bylaws of the Company.

C. The directors of the Company need not be elected by written ballot unless the Bylaws so provide.

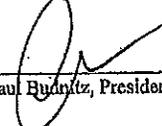
* * * *

FOUR: This Amended and Restated Certificate of Incorporation has been duly approved by the Board.

FIVE: This Amended and Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the DGCL. This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242, 245 and 362 of the DGCL by the stockholders of the Company.

IN WITNESS WHEREOF, the undersigned officer has caused this Second Amended and Restated Certificate of Incorporation to be signed this 17 day of October, 2014.



By: 
Paul Rudnitz, President and CEO