

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT6599999

| | |
|---|---|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION |
| CONVEYING PARTY DATA | |
| Name | Execution Date |
| ASHLEY FURNITURE INDUSTRIES, INC. | 12/18/2020 |
| RECEIVING PARTY DATA | |
| Name: | ASHLEY FURNITURE INDUSTRIES, LLC |
| Street Address: | ONE ASHLEY WAY |
| City: | ARCADIA |
| State/Country: | WISCONSIN |
| Postal Code: | 54612 |
| PROPERTY NUMBERS Total: 4 | |
| Property Type | Number |
| Application Number: | 16877949 |
| Application Number: | 16877985 |
| Application Number: | 16525539 |
| Application Number: | 16777489 |
| CORRESPONDENCE DATA | |
| Fax Number: | (612)315-4321 |
| <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: | 612-315-4100 |
| Email: | russek@cfid-ip.com |
| Correspondent Name: | CHRISTENSEN, FONDER, DARDI & HERBERT PLLC |
| Address Line 1: | 11322 86TH AVENUE NORTH |
| Address Line 4: | MAPLE GROVE, MINNESOTA 55369 |
| ATTORNEY DOCKET NUMBER: | 2374.000001 |
| NAME OF SUBMITTER: | THERESA RUSSEK |
| SIGNATURE: | /Theresa Russek/ |
| DATE SIGNED: | 03/15/2021 |
| Total Attachments: 9 | |
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FORM **1000**

CERTIFICATE OF CONVERSION

Sec. 178.1144, 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats.

1. Before conversion:

| | | |
|--|---|---|
| Company Name: Ashley Furniture Industries, Inc. | | |
| Indicate (X) Entity Type | <input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.) | Organized under the laws of <u>Wisconsin</u> (state or country *) |

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. After conversion:

| | | |
|---|---|---|
| Company Name: Ashley Furniture Industries, LLC | | |
| Indicate (X) Entity Type | <input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.) | Organized under the laws of <u>Wisconsin</u> (state or country) |

3. A Plan of Conversion containing all the following parts is required to be attached as Exhibit A.
 (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 178.0114, 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the statement of partnership authority, registration statement, articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. If converting the entity to another state or country, the governing document is not required. (NOTE: Templates for each are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

4. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.


5. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

| | |
|---|--|
| Registered Agent (Agent for Service of Process): CORPORATION SERVICE COMPANY | Registered Office: 8040 EXCELSIOR DR STE 400 MADISON, WI 53717-2915 |
| Additional Entry for a Limited Partnership or General Partnership only → | Record/Principal Office: |

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION:**

| | |
|---|---|
| Registered Agent (Agent for Service of Process): CORPORATION SERVICE COMPANY | Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 8040 EXCELSIOR DR STE 400 MADISON, WI 53717-2915 |
| Additional Entry for a Limited Partnership or General Partnership only → | Record/Principal Office: |

7. Executed on December 18, 2020 (date) by the business entity PRIOR TO ITS CONVERSION.



(Signature)

Mark (X) below the title of the person executing the document.

Stephen R. Calkins

(Printed Name)

For a corporation

Title: President OR Secretary
or other officer title _____

(Printed Name)

For a limited liability company

Title: Member OR Manager

For a limited partnership/general partnership/
limited liability partnership

Title: General Partner Partner

This document was drafted by _____

This document was not executed in Wisconsin.

INSTRUCTIONS (Ref. Sec. 178.1141, 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, (fees not yet set by rule), payable to the department. Filing fee is non-refundable. (If sent by Express or Priority U.S. mail, please visit www.wdfl.org/contact-us/ for current physical address). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 711 for TTY.

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity prior to conversion. Definitions of foreign entity types are set forth in ss. 178.0102(4) (5) & (6), 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Enter the company name, type of business entity, and state of organization of business entity after conversion.

EXHIBIT A

PLAN OF CONVERSION

See attached.

PLAN OF CONVERSION

1. Background. Ashley Furniture Industries, Inc., a Wisconsin corporation (the "Converting Corporation"), its sole shareholder and its directors have determined that it is in their best interests, and have unanimously approved, the conversion (the "Conversion") of the Converting Corporation from a Wisconsin corporation into Ashley Furniture Industries, LLC, a Wisconsin limited liability company (the "Converted Company"). In connection with the Conversion, the Converting Corporation will file a Certificate of Conversion and Articles of Organization with the Division of Corporate & Consumer Services of the Department of Financial Institutions of the State of Wisconsin to convert the Converting Corporation into the Converted Company.

2. Effective Time. The effective date and time of the Conversion shall be December 26, 2020, at 11:58 p.m. (Eastern Time) (the "Effective Time"). At the Effective Time, the Converting Corporation shall be converted from a Wisconsin corporation into a Wisconsin limited liability company under the applicable Wisconsin statutes.

3. Terms and Conditions. Certain terms and conditions of the Conversion are as follows:

(a) The Operating Agreement of the Converted Company, as approved by the Converted Company's member and managers, will remain the Operating Agreement of the Converted Company until it is altered, amended or repealed as provided in the Operating Agreement.

(b) The Converted Company will be a manager-managed limited liability company. The managers of the Converted Company may appoint officers of the Converted Company as specified in the resolutions of the managers of the Converted Company made in connection with the Conversion.

(c) At the Effective Time, all of the Converting Corporation's rights, privileges, and powers, all assets, tangible and intangible, and all property, real, personal, and mixed, and all debts due to the Converting Corporation, as well as all other things and causes of action belonging to the Converting Corporation, shall be vested in the Converted Company into which it was converted and shall thereafter be the property of the Converted Company as they were of the Converting Corporation, and the title to any real property vested by deed or otherwise in the Converting Corporation shall not revert or be in any way impaired by reason of the Conversion, but all rights of creditors and all liens upon any property of the Converting Corporation shall be preserved unimpaired, and all debts, liabilities, and duties of the Converting Corporation shall thenceforth attach to the Converted Company and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by the Converted Company. At any time, or from time to time, after the Effective Time, the manager(s) or officer(s) of the Converted Company may, in the name of the Converting Corporation, execute and deliver or cause to be executed and delivered any instruments or documents and take or cause to be taken such further or other action as the Converted Company may deem necessary, appropriate or convenient to vest in and conform to the Converted Company title to and possession of any property of the Converting Corporation acquired or to be acquired by reason of or as a result of the Conversion and otherwise to carry out the intents and purposes of this Plan of Conversion.

4. Conversion. As a result of the Conversion, all of the outstanding shares of capital stock of the Converting Corporation will be collectively converted into one membership unit of the Converted Company and the sole shareholder of the Converting Corporation will become the sole member of the Converted Company.

5. Filing of Articles of Organization of Converted Company. The board of directors of the Converting Corporation has authorized the preparation, execution, and filing of the Converted Company's articles of organization, which are attached as Exhibit A to this Plan of Conversion, with the Division of Corporate & Consumer Services of the Department of Financial Institutions of the State of Wisconsin.

6. Miscellaneous.

(a) This Plan of Conversion is intended to be a tax-free plan of liquidation and the conversion is intended to qualify as tax-free liquidation within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

(b) This Plan of Conversion shall be governed by and construed in accordance with the laws of the State of Wisconsin.

(c) This Plan of Conversion shall be binding upon and shall inure to the benefit of the Converting Corporation and its successors and assigns.

(d) This Plan of Conversion contains the entire plan of conversion with respect to the transactions contemplated by this Plan of Conversion, and supersedes all prior agreements and understandings, whether written or oral, with respect to the subject matter of this Plan of Conversion.

EXHIBIT B

ARTICLES OF ORGANIZATION

See attached.

**ARTICLES OF ORGANIZATION
OF ASHLEY FURNITURE INDUSTRIES, LLC**

ARTICLE I. NAME: The name of the limited liability company is Ashley Furniture Industries, LLC.

ARTICLE II. ORGANIZATION: The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.

ARTICLE III. MANAGEMENT: The management of the limited liability company shall be vested in a manager or managers.

ARTICLE IV. REGISTERED AGENT NAME: The registered agent is Corporation Service Company.

ARTICLE V. REGISTERED AGENT ADDRESS: The registered agent's street address is 8040 Excelsior Dr., Ste. 400, Madison, WI 53717-2915.



For Office



State of Wisconsin

Department of Financial Institutions

Endorsement

CERTIFICATE OF CONVERSION - Ch. 180

ASHLEY FURNITURE INDUSTRIES, INC.

Received Date: 12/22/2020

Filed Date: 12/23/2020

Filing Fee: \$150.00

Expedited Fee: \$25.00

Total Fee: \$175.00

Entity ID#: 1A13888

Converts from DOM BUS (chap. 180) to DOM LLC (chap. 183)

Name Change

Effective: 12/26/2020