

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM550108

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Strauss Brands Incorporated		06/19/2019	Corporation: WISCONSIN
RECEIVING PARTY DATA			
Name:	Strauss Brands LLC		
Street Address:	9775 South 60th Street		
City:	Franklin		
State/Country:	WISCONSIN		
Postal Code:	53132		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	87699329	IN YOUR STORE OR DIRECT TO YOUR DOOR	
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:	4142775407		
Email:	andrew.dupree@quarles.com		
Correspondent Name:	Andy Dupree		
Address Line 1:	411 East Wisconsin Avenue		
Address Line 4:	Milwaukee, WISCONSIN 53202		
NAME OF SUBMITTER:	Andrew Dupree		
SIGNATURE:	/Andrew Dupree/		
DATE SIGNED:	11/20/2019		
Total Attachments: 10			
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DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, Mary Ann McCoshen, Administrator, Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

A handwritten signature in cursive script that reads "Mary Ann McCoshen".

MARY ANN McCOSHEN, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

DATE: JUN 20 2019

BY:

A handwritten signature in cursive script, likely of the same person as the signature above, but more stylized and less legible.



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.

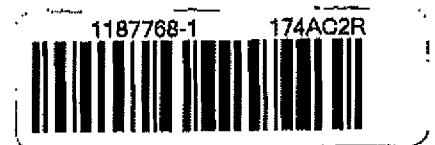
1. Before conversion:

Company Name: Strauss Brands Incorporated		
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: Strauss Brands 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>Delaware</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.

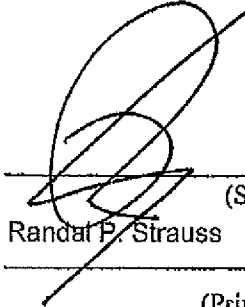
5. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

Registered Agent (Agent for Service of Process): Randal P. Strauss	Registered Office: 5129 West Franklin Drive, Franklin, Wisconsin 53132
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): Capitol Corporate Services, Inc.	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 901 S. Whitney Way Madison, Wisconsin 53711
Additional Entry for a Limited Partnership or General Partnership only →	Record/Principal Office:

7. Executed on June 19, 2019 (date) by the business entity PRIOR TO ITS CONVERSION.



(Signature)
Randal P. Strauss

(Printed Name)

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

For a corporation

Title: President OR Secretary
or other officer title _____

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 _____

Patrick H. Taylor

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.wdfi.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(4t) (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
OF
STRAUSS BRANDS INCORPORATED**

The terms and conditions of the conversion of Strauss Brands Incorporated, a Wisconsin corporation, into Strauss Brands LLC, a Delaware limited liability company, (the "Conversion") are as follows:

**ARTICLE I
CONVERSION; EFFECTIVE TIME**

At the Effective Time of the Conversion (as hereinafter defined), Strauss Brands Incorporated shall be converted into Strauss Brands LLC, a Delaware limited liability company, which shall be the converted business entity (the "Converted Entity"). The effective time of the Conversion shall be at 1:00 p.m. on June 19, 2019 the ("Effective Time of the Conversion").

**ARTICLE II
CONVERSION OF STOCK**

At the Effective Time of the Conversion, all of the issued and outstanding shares of stock of Strauss Brands Incorporated shall be converted into the sole membership interest of the Converted Entity.

**ARTICLE III
CERTIFICATE OF FORMATION AND
LIMITED LIABILITY COMPANY AGREEMENT**

A copy of the Certificate of Formation of the Converted Entity is attached hereto as Annex I. Immediately following the Effective Time of the Conversion, the sole member of the Converted Entity shall adopt a Limited Liability Company Agreement to govern the operations of the Converted Entity.

**ARTICLE IV
EFFECT OF CONVERSION**

The effect of the Conversion shall be as provided in Section 180.1161(4) of the Wisconsin Business Corporation Law and Section 18-214(f) of the Delaware Limited Liability Company Act.

* * * * *

STRAUSS BRANDS INCORPORATED

**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 18-214 OF THE
LIMITED LIABILITY COMPANY ACT**

1. The jurisdiction where the corporation first formed is Wisconsin, and the jurisdiction immediately prior to the filing of this Certificate of Conversion is Wisconsin.

2. The date the corporation first formed is July 5, 1955.

3. The name of the corporation immediately prior to the effective time of this Certificate of Conversion is Strauss Brands Incorporated.

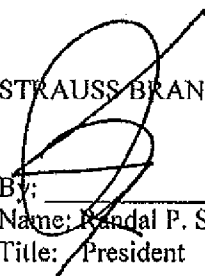
4. The name of the limited liability company into which the corporation is hereby being converted is Strauss Brands LLC.

5. The effective time and date of this Certificate of Conversion shall be as of 1:00 p.m. on June 19, 2019.

[signature appears on next page]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this 19th day of June, 2019.

STRAUSS BRANDS INCORPORATED

By: 
Name: Randal P. Strauss
Title: President

Signature Page to Strauss Brands Incorporated Certificate of Conversion

TRADEMARK
REEL: 006799 FRAME: 0663

CERTIFICATE OF FORMATION
OF
STRAUSS BRANDS LLC

1. The name of the limited liability company is Strauss Brands LLC.
2. The registered office of the limited liability company in the State of Delaware is located at 1675 S. State Street, Suite B, Dover, Kent County, Delaware 19901. The name of the registered agent at such address is Capitol Services, Inc.
3. The effective time and date of this Certificate of Formation shall be as of 1:00 p.m. on June 19, 2019.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 19th day of June, 2019.

/s/ Randal P. Strauss
Randal P. Strauss, Authorized Person

CERTIFICATE OF CONVERSION

Alena Martinez
Quarles & Brady LLP
411 E Wisconsin Ave Suite 2350
Milwaukee, WI 53202

▲ Please provide an email or postal mailing address for the filed copy of the document.

Your phone number during the day: 414-277-5104

INSTRUCTIONS (Cont'd)

3. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may either use the template Plan of Conversion provided in this form or may draft a Plan by other means.
4. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.
5. Except for general partnerships, provide the name of the business entity's registered agent and the address of its registered office **prior** to conversion. If the business entity is a domestic limited partnership or general partnership, provide the address of its record or principal office.
6. Except for general partnerships, provide the name of the business entity's registered agent and the address of its registered office **after** conversion. If the business entity after conversion will be a domestic limited partnership or general partnership, also provide the address of its record or principal office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.
7. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

CERTIFICATE OF CONVERSION - Ch. 180

STRAUSS BRANDS INCORPORATED

Received Date: 6/19/2019

Filed Date: 6/20/2019

Filing Fee: \$150.00

Expedited Fee: \$25.00

Total Fee: \$175.00

Entity ID#: 1S08953

FILING #1

Certificate of Conversion, converting a WI domestic Corp (Chap 180) into a foreign LLC

Effective Date: June 19, 2019