

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM584187

| | | | |
|---|--------------------------------------|-----------------------|------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Systems, Inc. | | 01/18/2018 | Corporation: WISCONSIN |
| RECEIVING PARTY DATA | | | |
| Name: | Systems, LLC | | |
| Street Address: | W194 M11481 McCormick Drive | | |
| City: | Germantown | | |
| State/Country: | WISCONSIN | | |
| Postal Code: | 53022 | | |
| Entity Type: | Limited Liability Company: WISCONSIN | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5429364 | UNILOCK | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 3125777007 | | |
| <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: | 3125777000 | | |
| Email: | trademark@fitcheven.com | | |
| Correspondent Name: | Edward E. Clair | | |
| Address Line 1: | 120 S. LaSalle Street | | |
| Address Line 2: | Suite 2100 | | |
| Address Line 4: | Chicago, ILLINOIS 60603 | | |
| ATTORNEY DOCKET NUMBER: | 20935-142955 | | |
| NAME OF SUBMITTER: | Edward E. Clair | | |
| SIGNATURE: | /Edward E. Clair/ | | |
| DATE SIGNED: | 07/01/2020 | | |
| Total Attachments: 9 | | | |
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FILING FEE \$150.00
 OPTIONAL EXPEDITED SERVICE + \$25.00

DO NOT STAPLE

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

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



CERTIFICATE OF CONVERSION

1. Before conversion:

| |
|--------------------------------|
| Company Name: SYSTEMS, INC. |
|--------------------------------|

| | | |
|-----------------------------|---|---|
| Indicate (X) Entity Type | <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) | Organized under the laws of <u>WI</u> (state or country *) |
| | <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.) | |

2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

Yes No

IMPORTANT – If you answer yes, the entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the conversion.

NOTE: Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internet/merger.html>

* 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.

3. After conversion:

| |
|-------------------------------|
| Company Name: SYSTEMS, LLC |
|-------------------------------|

| | | |
|-----------------------------|--|---|
| Indicate (X) Entity Type | <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) | Organized under the laws of <u>WI</u> (state or country) |
| | <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.) | |

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TRADEMARK
REEL: 006986 FRAME: 0987

4. A Plan of Conversion containing all the following parts is **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. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the 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 certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is **optional**.)
- G. Other provisions relating to the conversion, as determined by the business entity.

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

6. 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): Michael J. Pilgrim | Registered Office: W194N11481 McCormick Dr Germantown, WI 53022-3035 |
| Additional Entry for a Limited Partnership only → | Record Office: |

7. 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): CT Corporation System | Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 301 S. Bedford St. Suite 1 Madison, Wisconsin 53703 |
| Additional Entry for a Limited Partnership only → | Record Office: |

8. Executed on 01/18/2018 (date) by the business entity PRIOR TO ITS CONVERSION.

Brendan Gilboy
(Signature)

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

For a **limited partnership**

Title: General Partner

For a **limited liability company**

Title: Member OR Manager

BRENDAN GILBOY

(Printed Name)

For a **corporation**

Title: President OR Secretary
or other officer title

Executive Vice President

INSTRUCTIONS (Ref. Sec. 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 along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the " Department of Financial Institutions ". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats. | | |
| Mailing Address: State of WI – Dept. of Financial Institutions Box 93348 Milwaukee WI 53293-0348 | Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 201 W. Washington Ave – Suite 300 Madison WI 53703 | Phone: 608-261-7577 TTY: 711 |

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. 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. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

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

EXHIBIT "A"

PLAN OF CONVERSION

CONVERTING

SYSTEMS, INC., a Wisconsin corporation

INTO

SYSTEMS, LLC, a Wisconsin limited liability company

1. Name and State of Formation before Conversion

The name of the company is Systems, Inc. (the "Company") and is a corporation governed by and incorporated in accordance with the laws of the State of Wisconsin.

2. Name and State of Formation after Conversion

The Company shall convert into a limited liability company to be known as Systems, LLC (the "LLC"), and it is to be a limited liability company governed by and organized in accordance with the laws of the State of Wisconsin.

3. The Conversion

a. The Company shall convert into Systems, LLC (the "LLC") and shall exist as a limited liability company governed by and organized in accordance with the laws of the State of Wisconsin (the "Conversion").

b. From and after the Effective Date (as defined below), the existence, purpose, powers, franchises, rights and immunities of the Company shall continue unaffected and unimpaired by the Conversion, and it shall continue its existence as Systems, LLC, a limited liability company, governed by and organized in accordance with the laws of the State of Wisconsin. From and after the Effective Date, Systems, LLC shall continue to be vested with full title to all properties and assets owned by the Company, unaffected and unimpaired by the Conversion. Upon the Effective Date, the Company shall cease to exist as a corporation in accordance with the Wisconsin Business Corporation Law (the "WBCL") and shall continue as a limited liability company in accordance with the Wisconsin Limited Liability Company Law (the "WLLCL").

c. The Company shall not be required to wind up its affairs, or pay its liabilities and distribute its assets, as a result of the Conversion, and the Conversion shall not constitute a dissolution of the Company, but shall constitute a continuation of the existence of the Company in the form of Systems, LLC.

4. **Manner of Converting Shares**

On the Effective Date, as a result of the Conversion, the outstanding common shares of the Company shall be converted into membership interests in Systems, LLC. Upon the Conversion, (a) such outstanding common shares of the Company shall be deemed to be cancelled and no longer outstanding, (b) any and all issued and outstanding certificates representing such common shares of the Company shall be automatically canceled, shall no longer represent any interest in the Company and shall be deemed to be null and void and of no further force or effect, and (c) the sole shareholder of the Company shall be deemed to own 100% of the membership interests in Systems, LLC.

5. **Effective Date**

The Conversion shall become effective (the "Effective Time") at 11:59 P.M. CST, upon the date of filing of the Certificate of Conversion of the Company into the LLC and the Articles of Organization of the LLC with the Department of Financial Institutions of the State of Wisconsin.

6. **Articles of Organization**

The Articles of Organization of Systems, LLC is attached hereto as Annex I.

7. **Approval of Plan**

Upon the approval and adoption by the Company's Board of Directors of this Plan of Conversion and any other documents, instruments and agreements required, necessary or appropriate to effectuate the Conversion, the Certificate of Conversion shall be executed, filed and recorded in accordance with the WBCL and the WLLCL.

8. **Abandonment of Plan**

Notwithstanding anything contained herein to the contrary, this Plan of Conversion may be terminated and abandoned by the Board of Directors of the Company at any time prior to the filing of the Certificate of Conversion and Plan of Conversion, if the Board of Directors of the Company should decide that it would not be in the best interest of the Company to effectuate such Conversion.

ANNEX I
ARTICLES OF ORGANIZATION
OF
SYSTEMS, LLC

Article 1. The name of the limited liability company formed hereby is Systems, LLC.

Article 2. The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.

Article 3. The address of the registered office of the Company in the State of Wisconsin is 301 S. Bedford St., Suite 1, Madison, WI 53703.

Article 4. The name and address of the registered agent for service of process on the Company in the State of Wisconsin is CT Corporation System, 301 S. Bedford St., Suite 1, Madison, WI 53703.

Article 5. These Articles of Organization shall be effective upon filing with the Department of Financial Institutions of the State of Wisconsin.

Article 6. The management of the limited liability company shall be vested in a manager or managers.

AM [Central Standard Time] PRD 082676813

Fee simple ownership interest Yes No (for DFI use only)
CERTIFICATE OF CONVERSION

CT Corp
PICK UP BASKET
Attn: Tricia Trainor
608-251-4712

L

J

▲ Enter your return address within the bracket above.

Phone number during the day: (312) 609 - 7523

INSTRUCTIONS (Cont'd)

4. 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 use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is optional.

5. 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.

6. 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, also provide the address of its record office.

7. 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, also provide the address of its record 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.

8. 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.

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