

05-04-2000

FORM PTO-1594

RECO

U.S. Department of Commerce

(Rev. 6-93)

TI



Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

101344643

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party(ies):

Academy Corp.

4-13-00

Individual(s) Association
General Partnership Limited Partnership
X Corporation-State (Texas)
Other

Additional name(s) of conveying party(ies) attached? Yes No X

3. Nature of conveyance:

Assignment Merger
Security Agreement Change of Name
X Other Conversion

Execution Date:

2. Name and address of receiving party(ies):

Name: Academy Ltd.

APR 13 2000

Internal Address

Street Address: 1800 North Mason Road

City: Katy State: Texas Zip: 77449

Individual(s) citizenship
Association
General Partnership
X Limited Partnership Texas
Corporation-State
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):
B. Trademark Registration No.(s): 1,911,968

Additional numbers attached? Yes No X

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Randolph B. Houston, Jr.

Internal Address: Fulbright & Jaworski, L.L.P.

Street Address: 600 Congress Avenue, Suite 2400

City: Austin State: Texas Zip: 78701

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. 3.41) \$40.00

X Enclosed
X Authorized to be charged to deposit account if check insufficient or inadvertently omitted

8. Deposit account number: 50-1212/ACAD001/HOU
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Randolph B. Houston, Jr.

Name of Person Signing

Signature

April 10, 2000

Date

Total number of pages including cover sheet, attachments and documents: 5

Mail documents to be recorded with required cover sheet information to:

U.S. Patent and Trademark Office
Office of Public Records
Crystal Gateway 4, Room 335
Washington, D.C. 20231

05/03/2000 JSHABAZZ 00000106 1911968

01 FC:481

40.00 OP

A: 250774(5DHY011.DOC)

CERTIFICATE OF MAILING
37 C.F.R 1.8

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as First Class Mail in an envelope addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231, on the date below:

April 10, 2000
Date

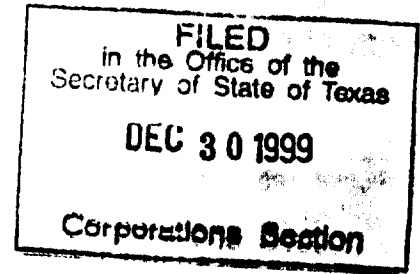
Signature of Randolph B. Houston, Jr.

Randolph B. Houston, Jr.

TRADEMARK
REEL: 002065 FRAME: 0652

**ARTICLES OF CONVERSION**

**OF  
ACADEMY CORP.  
INTO  
ACADEMY, LTD.**



Pursuant to the provisions of Article 5.17 of the Texas Business Corporation Act and Section 2.15 of the Texas Revised Limited Partnership Act, the undersigned converting entity certifies the following Articles of Conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Corporation Act and the Texas Revised Limited Partnership Act.

1. A Plan of Conversion was approved and adopted in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act providing for the conversion of Academy Corp., a corporation incorporated under the Texas Business Corporation Act into Academy, Ltd., a Texas limited partnership.

2. An executed Plan of Conversion is on file at the principal place of business of the converting entity, Academy Corp., which is 1800 North Mason Road, Katy, Texas 77449. An executed Plan of Conversion will be on file from and after the conversion at the principal place of business of the converted entity, Academy, Ltd., which is 1800 North Mason Road, Katy, Texas 77449.

3. A copy of the Plan of Conversion will be furnished by the converting entity, Academy Corp., (prior to the conversion), or the converted entity, Academy, Ltd. (after the conversion), on the request and without cost to any shareholder of the converting entity or any partner of the converted entity.

4. The converting entity, Academy Corp., has 1,000,000 shares outstanding of common stock.

5. The holders of all of the shares outstanding and entitled to vote (1,000,000 shares of common stock) on the Plan of Conversion have signed a consent in writing pursuant to Article 9.10 of the Texas Business Corporation Act adopting the Plan of Conversion and any written notice required by Article 9.10 has been given.

6. Two copies of the certificate of limited partnership of Academy, Ltd. which is to be created pursuant to the Plan of Conversion are being filed with the Secretary of State with these Articles of Conversion.



**CERTIFICATE OF LIMITED PARTNERSHIP**

1. Name of Partnership: Academy, Ltd.
2. Address of Principal Office: 1800 North Mason Road  
Katy, Texas 77449
3. Name and Address of Registered Agent: David E. Gochman  
1800 North Mason Road  
Katy, Texas 77449
4. Address of Registered Office: 1800 North Mason Road  
Katy, Texas 77449
5. General Partner:
- Name: Academy Managing Co., L.L.C.  
a Texas limited liability company
- Mailing and Street Address: 1800 North Mason Road  
Katy, Texas 77449

6. Conversion: The Partnership is being created pursuant to a Plan of Conversion adopted by Academy Corp., a Texas corporation. Academy Corp. was incorporated under the laws of the State of Texas under the name Sell, Inc. on September 3, 1970. The address of Academy Corp., the converting entity, is 1800 North Mason Road, Katy, Texas 77449, and its prior form of organization was that of a corporation.

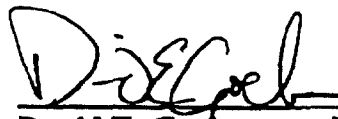
7. Effective Time: This certificate of limited partnership will become effective at 11:59 p.m. on February 29, 2000 in accordance with Section 2.12 of the Texas Revised Limited Partnership Act.

EXECUTED this 30<sup>th</sup> day of December, 1999.

**GENERAL PARTNER:**

**ACADEMY MANAGING CO., L.L.C.**

By:

  
\_\_\_\_\_  
David E. Gochman, a Manager

**CERTIFICATE OF LIMITED PARTNERSHIP**

1. **Name of Partnership:** Academy, Ltd.
2. **Address of Principal Office:** 1800 North Mason Road  
Katy, Texas 77449
3. **Name and Address of Registered Agent:** David E. Gochman  
1800 North Mason Road  
Katy, Texas 77449
4. **Address of Registered Office:** 1800 North Mason Road  
Katy, Texas 77449
5. **General Partner:**
- Name:** Academy Managing Co., L.L.C.  
a Texas limited liability company
- Mailing and Street Address:** 1800 North Mason Road  
Katy, Texas 77449

6. **Conversion:** The Partnership is being created pursuant to a Plan of Conversion adopted by Academy Corp., a Texas corporation. Academy Corp. was incorporated under the laws of the State of Texas under the name Sell, Inc. on September 3, 1970. The address of Academy Corp., the converting entity, is 1800 North Mason Road, Katy, Texas 77449, and its prior form of organization was that of a corporation.

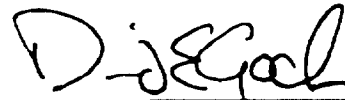
7. **Effective Time:** This certificate of limited partnership will become effective at 11:59 p.m. on February 29, 2000 in accordance with Section 2.12 of the Texas Revised Limited Partnership Act.

EXECUTED this 30<sup>th</sup> day of December, 1999.

**GENERAL PARTNER:**

**ACADEMY MANAGING CO., L.L.C.**

By:



**David E. Gochman, a Manager**