

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Articles of Organization including Articles of Conversion

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Pike Electric, Inc.		09/21/2010	CORPORATION: NORTH CAROLINA

**RECEIVING PARTY DATA**

Name:	Pike Electric, LLC
Street Address:	100 Pike Way
Internal Address:	P.O. Bx 868
City:	Mt. Airy
State/Country:	NORTH CAROLINA
Postal Code:	27030
Entity Type:	LIMITED LIABILITY COMPANY: NORTH CAROLINA

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	3126286	PIKE
Registration Number:	2316744	PIKELINE
Registration Number:	2259952	PIKE ELECTRIC
Registration Number:	1676118	
Registration Number:	1676117	PIKE
Serial Number:	77923389	PIKE ENERGY SOLUTIONS
Serial Number:	77923375	PIKE ENERGY SOLUTIONS

**CORRESPONDENCE DATA**

Fax Number: (704)353-3246  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: mike.tobin@klgates.com  
 Correspondent Name: Michael A. Tobin, K&L Gates LLP  
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OP \$190.00 3126286

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ATTORNEY DOCKET NUMBER:	2930422.00034
NAME OF SUBMITTER:	Michael A. Tobin
Signature:	/Michael A. Tobin/
Date:	11/02/2010

Total Attachments: 3  
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State of North Carolina  
Department of the Secretary of State

ARTICLES OF ORGANIZATION  
INCLUDING ARTICLES OF CONVERSION

Pursuant to §§ 57C-2-21, 57C-9A-01 and 57C-9A-03 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Organization Including Articles of Conversion for the purpose of forming a limited liability company.

1. The name of the limited liability company is: Pike Electric, LLC (the "Resulting Entity"). The limited liability company is being formed pursuant to a conversion of another business entity.
2. The name of the converting business entity is: Pike Electric, Inc. (the "Converting Entity") and the organization and internal affairs of the converting business entity are governed by the laws of the state or country of North Carolina. A plan of conversion has been approved by the converting business entity as required by law.

The converting business entity is a domestic corporation.

3. The limited liability company shall have perpetual duration.
4. The name and address of each person executing these articles of organization is as follows: (State whether each person is executing these articles of organization in the capacity of a member, organizer or both).

James R. Fox, Secretary and Organizer  
100 Pike Way, PO Box 868  
Mt. Airy, NC 27030

5. The name of the initial registered agent and the street address, mailing address and county of the registered office are:  
Corporation Service Company  
327 Hillsborough Street  
Raleigh, NC 27603 County: Wake

6. The street and mailing address and county of the principal office are:  
100 Pike Way  
PO Box 868  
Mt. Airy, NC 27030 County: Surry

7. Check one of the following:

(i) *Member-managed LLC*: all members by virtue of their status as members shall be managers of this limited liability company.

(ii) *Manager-managed LLC*: except as provided by N.C.G.S. Section 57C-3-20(a), the members of this limited liability company shall not be managers by virtue of their status as members.

8. The authorized purposes of the Resulting Entity are: (i) subject to obtaining any license required by applicable law (including, with respect to North Carolina, any required license from the North Carolina Board of Examiners for Engineers and Surveyors or its successors), to engage in every aspect of professional engineering, including, without limitation, the practice of electrical and structural engineering; and (ii) to engage in any and all other lawful business in which a limited liability company organized under Chapter 57C of the General Statutes of North Carolina may engage.

9. Section 55B-15(a)(1) of the North Carolina Professional Corporation Act (the "**Professional Corporation Act**") states that the Professional Corporation Act does not apply to "a corporation which prior to June 5, 1969, was permitted by law to render professional services or the corporate successor of that corporation or otherwise by operation of law, provided there is no substantial change in the direct or indirect beneficial ownership of the shares of that corporation as the result of the merger or other transaction. For purposes of this subdivision, a change of twenty percent (20%) or less shall not be considered substantial."

Pursuant to §55B-15(a)(1) of the Professional Corporation Act (and as confirmed in a legal opinion from the North Carolina Board of Examiners for Engineers and Surveyors), the Converting Entity was the corporate successor by merger to a corporation which prior to June 5, 1969 was itself permitted by law to render professional services and there was no substantial change in the direct or indirect beneficial ownership of the shares of that corporation as the result of the merger (the "**Pre-69 Merger**"). The Pre-69 Merger was accomplished pursuant to Articles of Merger that were filed with the Secretary of State of the State of North Carolina on July 31, 2008. Accordingly, pursuant to §89C-24 of the General Statutes of North Carolina and Section 55B-15(a)(1) of the Professional Corporation Act, the Converting Entity is licensed by the North Carolina Board of Examiners for Engineers and Surveyors without an obligation to comply with the Professional Corporation Act.

Pursuant to the plan of conversion, the shareholders of the Converting Entity shall become members (as defined in §57C-1-03 of the North Carolina Limited Liability Company Act) of the Resulting Entity and the shares of stock of the Converting Entity held by each shareholder shall be automatically converted into a membership interest in the Resulting Entity entitling the holder thereof to the same percentages in the capital and profits of the Resulting Entity as such holder was entitled to in the Converting Entity immediately prior to the Conversion. Consequently, there is no change in the direct or indirect beneficial ownership of the Converting Entity as a result of the conversion.

10. Pursuant to Section 57C-2-01(c)(i) of the North Carolina Limited Liability Company Act, for purposes of applying the provisions, conditions and limitations of the Professional Corporation Act to limited liability companies, all references to a "corporation" should be treated as references to a "limited liability company." Accordingly, after substituting the phrase "limited liability company" for the term "corporation" in 55B-15(a)(1) when describing the successor entity, the Resulting Entity is the limited liability company successor to the Converting Entity by operation of law.

Accordingly, all statutory requirements have been met and pursuant to §55B-15(a)(1) of the Professional Corporation Act (and as confirmed in a legal opinion from the North Carolina Board of Examiners for Engineers and Surveyors), the Converting Entity is not subject to or governed by the Professional Corporation Act as a professional corporation. Further, as a result of this conversion and pursuant to §55B-15(a)(1) of the Professional Corporation Act (and as confirmed by a legal opinion from the North Carolina Board of Examiners for Engineers and Surveyors), (i) the Resulting Entity is the

limited liability company successor to the Converting Entity by operation of law, (ii) the Resulting Entity is governed solely by the North Carolina Limited Liability Company Act found in Chapter 57C of the General Statutes of North Carolina, (iii) the ownership of the Resulting Entity's membership interests (whether identified as units or otherwise) is not restricted by the provisions of the Professional Corporation Act, and (iv) the Resulting Entity is and may be licensed by the North Carolina Board of Examiners for Engineers and Surveyors without an obligation to comply with the Professional Corporation Act and without an obligation for the Resulting Entity to be a professional limited liability company.

11. The Resulting Entity's members do not elect pursuant to Section 55B-15(b) of the Professional Corporation Act to bring the company within the provisions of the Professional Corporation Act.

12. These articles will be effective at 11:59 p.m. EDT on September 22, 2010.

This is the 21st day of September, 2010.

**PIKE ELECTRIC, INC.**

By: James R. Fox  
Name: James R. Fox  
Title: Secretary and Organizer