

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Certificate of Conversion

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Nature's Way Products, Inc.		12/31/2011	CORPORATION: UTAH

**RECEIVING PARTY DATA**

<b>Name:</b>	Nature's Way Products, LLC
<b>Street Address:</b>	825 Challenger Drive
<b>City:</b>	Green Bay
<b>State/Country:</b>	WISCONSIN
<b>Postal Code:</b>	54311
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: WISCONSIN

**PROPERTY NUMBERS Total: 20**

Property Type	Number	Word Mark
Registration Number:	2587694	MIGRAIDE
Registration Number:	2590873	ALLERAIDE
Registration Number:	2633373	MYCO DEFENSE
Registration Number:	2637476	COMPLETIA
Registration Number:	2641107	SELECTWISE
Registration Number:	3201098	METABOLIC RESET
Registration Number:	2691208	SYSTEMWELL
Registration Number:	2692068	FLORASONE
Registration Number:	2741805	NATURE'S WAY
Registration Number:	2042173	NATURE'S WAY
Registration Number:	2272150	ALLERMED
Registration Number:	1578596	EXTRENERGY
Registration Number:	2124204	HEARTSURE
Registration Number:	2108226	NATURE'S COLDCARE

OP \$515.00 2587694

Registration Number:	1578595	NATURE'S SELECT
Registration Number:	1578597	NEW ENERGY
Registration Number:	1909127	OCEAN GREENS
Registration Number:	2089633	PHYTOCLEANSE
Registration Number:	1591680	PROSTACTIVE
Registration Number:	2098243	ULTRA ACTIVE

**CORRESPONDENCE DATA**

Fax Number: 6169578196  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 616-949-9610  
Email: jraleigh@priceheneveld.com  
Correspondent Name: Kevin T. Grzelak  
Address Line 1: 695 Kenmoor SE, PO Box 2567  
Address Line 4: Grand Rapids, MICHIGAN 49501

ATTORNEY DOCKET NUMBER:	SCH054 A320
NAME OF SUBMITTER:	Kevin T. Grzelak
Signature:	/Kevin T. Grzelak/
Date:	05/08/2012

Total Attachments: 5  
source=Nature's Way Certificate of Conversion#page1.tif  
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Sec.179.76(3) & (5),  
180.1161(3) & (5),  
181.1161(3) & (5),  
183.1207(3) & (5), Wis Stats.

**State of Wisconsin**  
**Department of Financial Institutions**  
Division of Corporate & Consumer Services  
**Certificate of Conversion**



**Converting Entity**

Name: NATURE'S WAY PRODUCTS, INC.  
Org ID: N028502  
Entity Type: Business Corporation  
Jurisdiction: UT

**Real Estate**

Converting Entity Name	Does the entity have a fee simple ownership interest in any Wisconsin real estate immediately prior to the conversion?
NATURE'S WAY PRODUCTS, INC.	No

**Converted Entity**

Name: NATURE'S WAY PRODUCTS, LLC  
Entity Type: Limited Liability Company  
Jurisdiction: WI

**Plan of Conversion**

[Plan Of Conversion](#)

**Articles/Certificate**

[Articles of Organization](#)

**Certificate of Status**

[Certificate of Status](#)

**Method Of Approval**

The plan of conversion is approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

**Registered Agent and Registered Office Address Before Conversion**

C T CORPORATION SYSTEM  
8040 EXCELSIOR DR STE 200  
MADISON, WI 53717  
United States of America

**Registered Agent and Registered Office Address After Conversion**

**CHAD WIEGAND**

825 CHALLENGER DRIVE  
GREEN BAY, WI 54311  
United States of America

**Drafter**

This document is drafted by:  
ATTORNEY JAMES M. LEDVINA

**Signature**

**Signature:** CHAD WIEGAND  
**Title:** SECRETARY

**Endorsement**

Received Date: 12/23/2011 9:26:25 AM  
Filed Date:12/27/2011  
Filing Fee:\$150.00  
Expedite Fee:\$25.00  
**Total Fee:\$175.00**  
Comments:

Certificate of Conversion, converting a licensed Utah Corporation (Chap. 180) into a WI domestic LLC (Chap 183)  
Name Change  
Changes Registered Agent and Registered Office Address  
Effective Date: Dec. 31, 2011 (Date of Incorporation 11/13/1979)  
OOS# 201112222822730 \$150.00 & \$25.00 Exp Fee

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



## PLAN OF CONVERSION

**1. Before conversion:**

Company Name: NATURE'S WAY PRODUCTS, INC.
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Indicate (X) Entity Type	<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 UTAH <hr style="width: 50%; margin: 0 auto;"/> (state or country)
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**2. After conversion:**

Company Name: NATURE'S WAY PRODUCTS, LLC
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Indicate (X) Entity Type	<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 WI <hr style="width: 50%; margin: 0 auto;"/> (state or country)
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**3. The terms and conditions of the conversion.**

THE SHARES OF STOCK IN NATURE'S WAY PRODUCTS, INC. SHALL BE CONVERTED TO MEMBERSHIP UNITS IN NATURE'S WAY PRODUCTS, LLC, ON A ONE TO ONE BASIS.
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4. The manner and basis of converting the shares or other ownership interests of the business entity that is to be converted into shares or other ownership interests of the new form of business entity.

THE SHARES OF STOCK IN NATURE'S WAY PRODUCTS, INC. SHALL BE CONVERTED TO MEMBERSHIP UNITS IN NATURE'S WAY PRODUCTS, LLC, ON A ONE TO ONE BASIS.

5. Other provisions relating to the conversion, as determined by the business entity.

NONE

6. (OPTIONAL) Effective Date and Time of Conversion

The effective date and time of conversion shall be Dec 31, 2011 (date) at 11:59 p.m. (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the business entity prior to conversion.)

7. The articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion is attached as Exhibit B.

(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**)

( **Attach** the appropriate governing document after conversion as Exhibit B )

For a Wisconsin Limited Liability Company (Ch. 183)

Article 1. Name of the limited liability company: NATURE'S WAY PRODUCTS, LLC  
(Must end with "LLC" or contain other appropriate words or abbreviations. See sec. 183.0103, Wis. Stats.)

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

Article 3. The management of the limited liability company shall be vested in:

a manager or managers **OR**  Its members

Article 4. Name of the registered agent:

CHAD WIEGAND

Article 5. Street address (in Wisconsin) of the registered office:

825 CHALLENGER DRIVE  
GREEN BAY, WI 54311