

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Conversion to LLC

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Alabama Thrift Stores, Inc.		10/05/2012	CORPORATION: ALABAMA

**RECEIVING PARTY DATA**

<b>Name:</b>	ATS/Alpine, LLC
<b>Street Address:</b>	1525 Lake Site Drive
<b>City:</b>	Birmingham
<b>State/Country:</b>	ALABAMA
<b>Postal Code:</b>	35235
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: ALABAMA

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Serial Number:	78941414	ALABAMA THRIFT STORE
Serial Number:	76256692	AMERICA'S THRIFT STORE
Serial Number:	74623156	AMERICA'S THRIFT STORE
Serial Number:	74431748	AMERICA'S THRIFT STORES OF GEORGIA, INC.
Serial Number:	74067031	
Serial Number:	78949977	WHERE EVERY PURCHASE HELPS OTHERS

**CORRESPONDENCE DATA**

Fax Number: 2052445714  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 205-458-5284  
 Email: [ivincent@burr.com](mailto:ivincent@burr.com)  
 Correspondent Name: India E. Vincent  
 Address Line 1: 420 North 20th Street  
 Address Line 2: Suite 3400  
 Address Line 4: Birmingham, ALABAMA 35203

CH \$165.00 78941414

**TRADEMARK**

ATTORNEY DOCKET NUMBER:	60220-4
NAME OF SUBMITTER:	India E. Vincent
Signature:	/India vincent/
Date:	12/26/2012
<p>Total Attachments: 16 source=ATS Conversion#page1.tif source=ATS Conversion#page2.tif source=ATS Conversion#page3.tif source=ATS Conversion#page4.tif source=ATS Conversion#page5.tif source=ATS Conversion#page6.tif source=ATS Conversion#page7.tif source=ATS Conversion#page8.tif source=ATS Conversion#page9.tif source=ATS Conversion#page10.tif source=ATS Conversion#page11.tif source=ATS Conversion#page12.tif source=ATS Conversion#page13.tif source=ATS Conversion#page14.tif source=ATS Conversion#page15.tif source=ATS Conversion#page16.tif</p>	

Beth Chapman  
Secretary of State

P. O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Conversion filed on behalf of ATS/Alpine LLC, as received and filed in the Office of the Secretary of State on 10/09/2012.



2012122000001484

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

12/20/2012

Date


*Beth Chapman*

Beth Chapman

Secretary of State

04/001  
 Total \$125.00  
 Exp \$100.00  
 Flee \$25.00  
 121018  
 Time 17:01  
 Date 10/09/2012  
 100-759  
 Entity Change  
 Sec. of State  
 Alabama

**CERTIFICATE OF FORMATION AND CONVERSION**  
**OF**  
**ATS/ALPINE, LLC**  
**AND**  
**TERMINATION AND CONVERSION**  
**OF**  
**ALABAMA THRIFT STORES, INC.**

  
 20121005001000990 1/5  
 Bk: LR201216 Pg:929  
 Jefferson County, Alabama  
 I certify this instrument filed on:  
 10/05/2012 01:12:00 PM INC  
 Judge of Probate- Alan L. King

THE UNDERSIGNED, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Law, as the same now exists or as may hereafter be amended (the "Law"), does hereby adopt the following Certificate of Formation and Conversion:

**ARTICLE I.**

The name of the Company is "ATS/Alpine, LLC" (the "Company") and the Alabama Secretary of State's Entity ID Number is 100-759.

**ARTICLE II.**

The purpose for which the Company is formed is to transact any lawful business for which limited liability companies may be organized under the Law.

**ARTICLE III.**

The existence of the Company shall commence upon the filing of this Certificate of Formation in the Office of the Judge of Probate of Jefferson County, Alabama, and shall be terminated upon the earlier to occur of (i) the written consent of all the members to terminate the Company; (ii) as provided in the Operating Agreement; or (iii) as may be required under the Law.

**ARTICLE IV.**

The street address of the initial registered office of the Company is 1525 Lake Site Drive, Birmingham, AL 35235. The name of the initial registered agent at the said registered office is James Buford Salmon.

**ARTICLE V.**

The name of the Organizer is James Buford Salmon, and his address is 1525 Lake Site Drive, Birmingham, AL 35235.

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ARTICLE VI.

The Company is formed under a plan of conversion. The name of the converting entity is Alabama Thrift Stores, Inc. ("ATS, Inc."), an Alabama corporation, and its address is 1248 Centerpoint Parkway, Birmingham, AL 35215. The Articles of Incorporation of ATS, Inc. were filed in the Jefferson County Probate Court on October 25, 1984. The Company was, and hereby is, converted from ATS, Inc. pursuant to and in accordance with Section 10A-1-8.01 et al. of the Alabama Business and Nonprofit Entity Code, as may be amended from time to time. **The Alabama Secretary of State's Entity ID Number is 100-759 and shall remain the same after the conversion.** This conversion was approved by the sole shareholder of the Company in accordance with Section 10A-1-8.01 of the Alabama Business and Nonprofit Entity Code. **This Certificate is also a Certificate of Termination for ATS, Inc.** The termination of ATS, Inc. pursuant to the conversion is to be effective upon filing.

ARTICLE VII.

The Company shall admit additional members only upon the terms and conditions set forth in the Operating Agreement.

ARTICLE VIII.

The cessation of membership of one or more members will result in termination of the Company if there are no remaining members, unless the legal existence and business of the Company is continued and one or more new members is appointed in the manner provided in the Operating Agreement.

ARTICLE IX.

The name and mailing address of the initial member of the Company are as follows:

Salmon Holding Company, Inc.

1525 Lake Site Drive  
Birmingham, AL 35235

**ARTICLE X.**

The Company shall be managed by one or more managers. The name and address of the initial manager of the Company are as follows:

James Buford Salmon

1525 Lake Site Drive  
Birmingham, AL 35235

**ARTICLE XI.**

The Company has the same powers as an individual to take action and do all things necessary or convenient to carry out its business and affairs, except as otherwise provided by the Alabama Limited Liability Company Law or the Company's governing documents, including without limitation, all entity powers provided in Sections 10A-1-2.11, 10A-1-2.12 and 10A-1-2.13 of the Law. It is hereby expressly provided that the foregoing reference to entity powers shall not be held to limit or restrict in any manner the powers of the Company otherwise granted by law.

**ARTICLE XII.**

**NO SECURITIES; UNCERTIFICATED**

In no event shall a membership interest or interests in the Company at any time be deemed to be a "security" or "securities" for purposes of the Uniform Commercial Code-- Investment Securities of the Code of Alabama, Title 7, Article 8, §§ 7-8-101 et seq. ("Article 8"). The membership interests in the Company shall not be represented by a certificate or be deemed "certificated securities" for purposes of Article 8.

[SIGNATURE APPEARS ON THE FOLLOWING PAGE]

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IN WITNESS WHEREOF, the undersigned Organizer does hereby make this Certificate of Formation and Conversion and does hereby affirm that the facts stated herein are true, and accordingly signs this Certificate of Formation and Conversion this 5<sup>th</sup> day of October, 2012.

  
James Buford Salmon

This instrument prepared by:

J. Lance Webster  
Dominick Feld Hyde, P.C.  
2121 Highland Avenue South  
Birmingham, AL 35205

Beth Chapman  
Secretary of State

P. O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Beth Chapman, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*  
1975, and upon an examination of the entity records on file in this office, the  
following entity name is reserved as available:

**ATS/Alpine LLC**

This domestic limited liability company is proposed to be formed in Alabama and  
is for the exclusive use of J. Lance Webster, P. O. Box 1387, Birmingham, AL  
35201 for a period of one hundred twenty days beginning October 4, 2012 and  
expiring February 1, 2013.

201210050010000000 5/E  
Bk: LR201218 Pg: 929  
Jefferson County, Alabama  
10/05/2012 01:12:00 PM INC  
Fee - \$63.00

Total of Fees and Taxes-\$63.00  
HATCHERK

In Testimony Whereof, I have hereunto set my  
hand and affixed the Great Seal of the State, at the  
Capitol, in the city of Montgomery, on this day.



612-370

October 4, 2012

Date

*Beth Chapman*

Beth Chapman

Secretary of State



Jefferson County

I, the Undersigned, as Judge of Probate in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of

record in this office in volume 201218 page 929

Given under my hand and official seal, this the 5th

day of October, 2012.

Alan J. King

Judge of Probate

Alabama  
Sec. Of State

Entity Change  
100-759  
Date 10/09/2012  
Time 17:01  
121018 6 Pg

File \$25.00  
Ackn \$.00  
Exp \$100.00

Total \$125.00  
04/001

Beth Chapman  
Secretary of State

P. O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Registered Agent Change filed on behalf of ATS/Alpine LLC, as received and filed in the Office of the Secretary of State on 02/23/2001.



20121220000001484

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

12/20/2012

Date

*Beth Chapman*

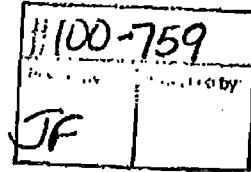
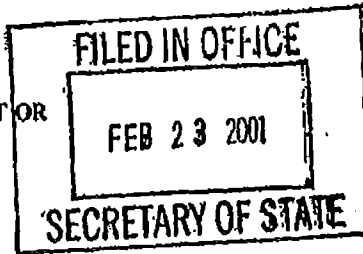
Beth Chapman

Secretary of State

STATE OF ALABAMA

STATEMENT OF CHANGE OF REGISTERED AGENT OR REGISTERED OFFICE OR BOTH

CHECK ONE: FOREIGN CORPORATION
[X] DOMESTIC PROFIT CORPORATION



PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT FOR THE PURPOSE OF CHANGING ITS REGISTERED AGENT, ITS REGISTERED OFFICE, OR BOTH IN THE STATE OF ALABAMA.

State of Incorporation: ALABAMA

1. The name of the corporation: ALABAMA THRIFT STORES, INC.

2. The name of the present registered agent: JAMES BUFORD SALMON

3. The street address of the present registered office: 948 BROOKRIDGE DRIVE GARDENDALE, ALABAMA 35071

4. The name of its successor registered agent: JAMES BUFORD SALMON

5. The street address (NO PO BOX) to which the registered office is to be changed (street address of registered agent and registered office must be identical): 1248 CENTERPOINT PARKWAY, BIRMINGHAM, ALABAMA 35215

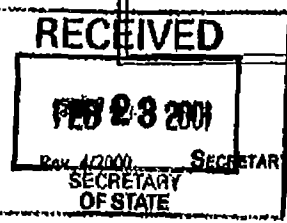
6. If you are changing the street address of the registered agent, you are required to notify the corporation in writing of the change in the registered agent's address.

7. Date: 02-20-01

\$5 Filing Fee

ALABAMA THRIFT STORES, INC.
Name of Corporation
JAMES B. SALMON, PRESIDENT
Type, or Print Corporate Officer's Name and Title
James B. Salmon
Signature of Officer

I, JAMES BUFORD SALMON, consent to serve as registered agent to the above named corporation on this the 20th day of FEBRUARY, 20 01.
James B. Salmon
Signature of Registered Agent



MAIL ORIGINAL APPLICATION WITH THE FILING FEE OF \$5.00 TO: SECRETARY OF STATE, CORPORATIONS DIVISION, PO Box 5616, MONTGOMERY, ALABAMA 36103-5616

Beth Chapman  
Secretary of State

P. O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a  
true, accurate, and literal copy of the Articles of Formation filed on behalf of  
ATS/Alpine LLC, as received and filed in the Office of the Secretary of State on  
10/25/1984.



20121220000001484

In Testimony Whereof, I have hereunto set my  
hand and affixed the Great Seal of the State, at the  
Capitol, in the city of Montgomery, on this day.

12/20/2012

Date

*Beth Chapman*

Beth Chapman

Secretary of State

ARTICLES OF INCORPORATION  
OFALABAMA THRIFT STORES, INC.

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is ALABAMA THRIFT STORES, INC.

**SECOND:** The period of its duration is perpetual.

**THIRD:** The purpose or purposes for which the corporation is organized are:

- A. To own and operate thrift stores including the buying and selling of new and used goods and merchandise.
- B. Any and all other lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

**FOURTH:** The corporation shall have and may exercise in pursuit of its corporate purposes these powers:

A. Statutory Powers. To have and exercise all the powers conferred on corporations in the Alabama Business Corporation Act, and the restatement in this section of some of those powers shall not be construed as an exclusion of any powers so conferred or as a limitation on the exercise of all powers conferred by the Alabama Business Corporation Act.

B. Incorporate and Manage Other Corporations. To be an incorporator, promoter, or manager of other corporations of any type or kind.

C. Purchase Its Own Shares. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, with the right to purchase its own shares, whether direct or indirect, to the extent of its capital surplus avail-

RECEIVED

NOV - 5 1984

SECRETARY  
OF STATE

able therefor, subject to the additional limitations provided for in Section 10-2A-22 of the Alabama Business Corporation Act.

**D. Acquisition of Other Businesses.** To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights property, and business of any domestic or foreign corporations, associations, partnerships, individuals or other entities.

**E. Borrow or Raise Money.** To borrow or raise monies from time to time, without limit as to amount; to execute, accept, endorse and deliver as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and performance of the obligations thereunder by mortgage on, pledge of, or other security interest in the whole or any part of the assets of the corporation, whether at the time owned or afterward acquired.

**F. Make Guaranties.** To make any guaranty or contract of guaranty or surety respecting stocks, dividends, securities, indebtedness, interest, contracts, leases or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals or other entities.

**G. Establish Deferred Compensation Plans.** To pay pensions and establish and carry out pension, profit sharing, stock option, stock purchase, stock bonus, retirement, benefit, incentive and compensation plans, trusts and provisions for any or all of its directors, officers and employees, and for any or all of the directors, officers and employees of its subsidiaries.

**H. Provide Life Insurance.** To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by a stockholder.

I. Patents. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters, patent and applications for them, licenses, formulas, privileges, processes, copyrights and applications therefor, trademarks and applications therefor.

J. Pursuit and Exercise of Powers in Other Jurisdictions. The corporation may pursue its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of that state, territory, district or possession of the United States, or by the law of that country, and the corporation may limit the purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or in any foreign country.

FIFTH: The aggregate number of shares which the corporation shall have the authority to issue is 100 shares with a par value of \$10.00 per share for a total par value of \$1,000.00.

No preemptive rights are to be associated with the capital shares of the corporation.

SIXTH: There are no provisions for the regulation of the internal affairs of the corporation other than those created by law in the Alabama Business Corporation Act.

SEVENTH: The address of the initial registered office of the corporation is 948 Brookridge Drive, Gardendale, Alabama 35071, and the name of its initial registered agent at such address is James Buford Salmon.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
James Buford Salmon	948 Brookridge Drive Gardendale, Alabama 35071

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
James Buford Salmon	948 Brookridge Drive Gardendale, Alabama 35071

DATED: October 24, 1984.

  
JAMES BUFORD SALMON

THIS INSTRUMENT PREPARED BY:

G. William Noble  
Barnett, Tingle, Noble & Sexton  
1600 City Federal Building  
Birmingham, AL 35203  
(205) 322-0471



STATE OF PA. JEFFERSON CO.  
CERTIFICATE OF REGISTRATION

OCT 25 2 57 PM '84

REGISTERED TRADEMARK  
OFFICE OF REGISTER

~~TRADEMARK~~

REEL: 004929 FRAME: 0017

State Of Alabama  
Jefferson County

CERTIFICATE OF INCORPORATION

OF

Alabama Thrift Stores, Inc.

The undersigned, as Judge of Probate of Jefferson County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of Alabama Thrift Stores, Inc., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of Alabama Thrift Stores, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 25th day of October, 1984.



O. A. Stovence  
Judge of Probate