

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	entity conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
North American Marine Underwriters LLC		01/01/2011	LIMITED LIABILITY COMPANY: MASSACHUSETTS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	North American Marine Underwriters Inc.		
<b>Street Address:</b>	7 Kimball Lane, Building E		
<b>City:</b>	Lynnfield		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	01940		
<b>Entity Type:</b>	CORPORATION: MASSACHUSETTS		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3443628	NORTH AMERICAN MARINE UNDERWRITERS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6036255650		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
<b>Phone:</b>	603-628-1311		
<b>Email:</b>	mark.wright@mclane.com		
<b>Correspondent Name:</b>	Mark A. Wright		
<b>Address Line 1:</b>	900 Elm Street		
<b>Address Line 4:</b>	Manchester, NEW HAMPSHIRE 03101		
<b>ATTORNEY DOCKET NUMBER:</b>	79331		
<b>NAME OF SUBMITTER:</b>	Mark A. Wright		
<b>Signature:</b>	/Mark A. Wright/		

OP \$40.00 3443628

Date:

10/28/2013

**Total Attachments: 5**

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# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM NUMBER TYPE

## Articles of Entity Conversion of a Domestic Other Entity to a Domestic Business Corporation (General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

FORM NUMBER TYPE

(1) Exact name of other entity: North American Marine Underwriters LLC

(2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:  
North American Marine Underwriters Inc.

(3) The plan of entity conversion was duly approved in accordance with the organic law of the other entity.

(4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

### ARTICLE I

The exact name of the corporation upon conversion is:

North American Marine Underwriters Inc.

### ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

The general character of the corporation is to act exclusively as an insurance agent or broker in accordance with M.G.L. c 175 s 174 and Acts in Amendment thereof.

\*Professional corporations governed by G.L. Chapter 156C must specify the professional activities of the corporation

156D-953550-11.130 07/13/05

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Name approved by  
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**ARTICLE III**

State the total number of shares and par value, \* if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
CNP	275,000			

**ARTICLE IV**

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

**ARTICLE V**

The restrictions, if any, imposed by the articles of organization upon the transfer of shares of any class or series of stock are:

**ARTICLE VI**

Other lawful provisions, and if there are no such provisions, this article may be left blank.

*Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.*

*\*G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*

ARTICLE VII

The effective date of organization of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time proscribed by law. If a later effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing:

JANUARY 1, 2011

ARTICLE VIII

The information contained in this article is not a permanent part of the articles of organization.

- a. The street address of the initial registered office of the corporation in the commonwealth:  
7 Kimball Lane, Lynnfield, MA 01940
- b. The name of its initial registered agent at its registered office:  
David E. Sargent
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

Chief Executive Officer: David E. Sargent

President: Stephen H. Macquarrie

Treasurer: David E. Sargent

Secretary: Stacy Munroe Danahy

Director(s): (i) David E. Sargent and (ii) Stephen H. Macquarrie

If a professional corporation, include a list of shareholders with residential addresses and attach certificates of the appropriate regulatory board.

- d. The fiscal year end of the corporation:  
December 31st
- e. A brief description of the type of business in which the corporation intends to engage:  
The general character of the corporation is to act exclusively as an insurance agent or broker.
- f. The street address of the principal office of the corporation:  
7 Kimball Lane, Lynnfield, MA 01940
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

7 Kimball Lane, Lynnfield, MA 01940, which is  
(number, street, city or town, state, zip code)

- its principal office;
- an office of its transfer agent;
- an office of its secretary/assistant secretary;
- its registered office.

Signed by:

*David E. Sargent*

(signature of authorized individual)

- Chairman of the board of directors.
- President.
- Other officer.
- Court-appointed fiduciary.

on this 10th day of December, 2010

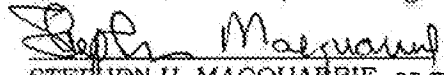
**CERTIFICATE OF CONVERSION / CANCELLATION**

The undersigned hereby certify as follows:

1. **Name of the Limited Liability Company and its Federal Employer Identification Number:** The limited liability company to be converted is North American Marine Underwriters LLC ("LLC"), which has a federal employer identification number of 043537994.
2. **Jurisdiction:** The LLC is to be converted into a domestic Massachusetts corporation.
3. **Name of New Entity:** The new entity into which LLC is converting shall be known as North American Underwriters Inc.  
*Marine*
4. **Effective Date of Conversion:** The LLC shall convert to North American Marine Underwriters Inc. **effective January 1, 2011.**

IN WITNESS WHEREOF, the undersigned hereby affirm under the penalties of perjury that the facts stated herein are true, as of the 16<sup>th</sup> day of December, 2010.

  
\_\_\_\_\_  
DAVID E. SARGENT, as manager

  
\_\_\_\_\_  
STEPHEN H. MACQUARRIE, as manager

  
\_\_\_\_\_  
STACEY MUNROE DANEHY, as manager

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

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*3348*

Articles of Entity Conversion of a  
Domestic Other Entity  
to a Domestic Business Corporation  
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles, and the filing fee in the amount of \$48 having been paid, said articles are deemed to have been filed with me this 20 day of Dec, 2010, at 3:47 a.m./p.m.  
*time*

Effective date: January 1, 2011  
*(must be within 90 days of date submitted)*

*[Handwritten signature of William Francis Galvin]*

1132080

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

Filing fee: Minimum \$250

*[Handwritten initials]*  
*[Handwritten initials]*  
\_\_\_\_\_  
Executive  
*[Handwritten initials]*  
Name approved  
\_\_\_\_\_  
C  
\_\_\_\_\_  
M  
*[Handwritten signature]*

TO BE FILLED IN BY CORPORATION  
Contact Information:

Christopher Latham, Esq.

Latham Law Offices LLC

643 Main Street, Reading, MA 01867

Telephone: 781-944-0505

Email: chrislatham@lathamesq.com

SECRETARY OF THE  
COMMONWEALTH  
2010 DEC 20 PM 3:47  
CORPORATIONS DIVISION

Upon filing, a copy of this filing will be available at [www.sec.state.ma.us/ceor](http://www.sec.state.ma.us/ceor). If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.