

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Change in State of Incorporation

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Timberco, Inc.		10/10/2013	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Timberco, Inc.
Street Address:	1507 Matt Pass
Internal Address:	Suite 2
City:	Cottage Grove
State/Country:	WISCONSIN
Postal Code:	53527
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3347207	BUILDING CONFIDENCE
Registration Number:	3347230	TECO BUILDING CONFIDENCE
Registration Number:	3347229	TECO
Registration Number:	0701546	TECO TESTED
Registration Number:	1922749	SHEATHING SPAN
Registration Number:	3849462	SHEATHING SPAN
Registration Number:	1918623	FLOOR SPAN
Registration Number:	2674611	FLOOR SPAN
Registration Number:	1918622	SPECIALTY SIDING
Registration Number:	3354786	TECO TESTED

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

OP \$265.00 3347207

via US Mail.

Phone: 414-271-6560
Email: madipdocket@michaelbest.com
Correspondent Name: Michael Best & Friedrich LLP
Address Line 1: 100 E. Wisconsin Avenue
Address Line 2: Suite 3300
Address Line 4: Milwaukee, WISCONSIN 53202-4108

ATTORNEY DOCKET NUMBER:	VARIOUS
NAME OF SUBMITTER:	Laura M. Konkel
Signature:	/laura m. konkel/
Date:	12/04/2013

Total Attachments: 7

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2013 OCT 11

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name: Timberco, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of Florida (state or country *)
	<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.)	

2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

Yes No

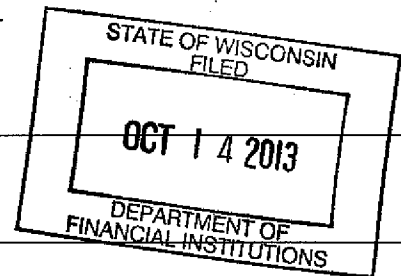
IMPORTANT – If you answer yes, the entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the conversion.

NOTE: Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://ww2.revenue.wi.gov/internet/merger.html>

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called “certificate of existence” or “certificate of good standing”) issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

3. After conversion:

Company Name: Timberco, Inc.



Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of Wisconsin (state or country)
	<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.)	

FILING FEE - \$150.00 Use of this form is mandatory.

DFI/CORP/1000(R11/12)

4. A Plan of Conversion containing all the following parts is **attached** as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is **optional**.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion 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**.)
- G. Other provisions relating to the conversion, as determined by the business entity.

5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION**:

Registered Agent (Agent for Service of Process): CT Corporation System	Registered Office: 1200 S. Pine Island Road Plantation, FL 33324
Additional Entry for a Limited Partnership only →	Record Office:

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION**:

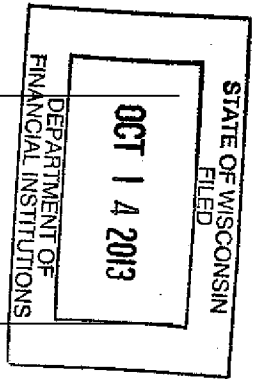
Registered Agent (Agent for Service of Process): Steve G. Winistorfer	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 1507 Matt Pass, Suite 2 Cottage Grove, WI 53527
Additional Entry for a Limited Partnership only →	Record Office:

8. Executed on 10/10/2013 (date) by the business entity PRIOR TO ITS CONVERSION.

Steve G. Winstorfer
(Signature)

Mark (X) below the title of the person executing the document.

Steve G. Winstorfer
(Printed Name)



For a **limited partnership**
Title: General Partner

For a **corporation**

For a **limited liability company**
Title: Member OR Manager

Title: President OR Secretary
or other officer title

INSTRUCTIONS (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Submit one original and one exact copy along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.		
Mailing Address: Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7846 Madison WI 53707-7846	Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 201 W. Washington Ave – Suite 300 Madison WI 53703	Phone: 608-261-7577 FAX: 608-267-6813 TTY: 608-266-8818

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity **prior to conversion**. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity **after conversion**.

Exhibit A to the Certificate of Conversion
PLAN OF CONVERSION
OF
TIMBERCO, INC. (a Florida Corporation)
INTO
TIMBERCO, INC. (a Wisconsin Corporation)

PLAN OF CONVERSION, made and entered into as of the 10th day of October, 2013, by Timberco, Inc., a Florida corporation (the "Converting Entity") in order to convert into Timberco, Inc., a Wisconsin Business Corporation (the "Surviving Entity"). The Converting Entity and the Surviving Entity are sometimes collectively referred to herein as the "Constituent Entities."

1. The exact name, entity type, and jurisdiction of the Converting Entity before conversion is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
Timberco, Inc.	Corporation	Florida

2. The exact name, entity type, and jurisdiction of the Surviving Entity after conversion is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
Timberco, Inc.	Corporation	Wisconsin

3. Effective upon October 11, 2013 (the "Effective Date"), the Converting Entity shall be converted into the Surviving Entity.

4. The manner and basis of converting the shares of stock of the Converting Entity into shares of stock in the Surviving Entity shall be as follows:

The sole shareholder's 100,000 shares of Voting Common Stock and 1,500,000 shares of Non-Voting Common Stock in the Converting Entity on the Effective Date shall, without any action on the part of the Constituent Entities or the shareholder, be converted into 1,000 shares of Common Stock in the Surviving Entity upon the conversion.

5. The Articles of Incorporation of the Surviving Entity after conversion are attached hereto as Exhibit B.

6. The officers and director of the Converting Entity shall be the officers and director of the Surviving Entity after the conversion.

7. Upon the Effective Date, the conversion shall have the effect provided in the Wisconsin and Florida Statutes including, but not limited to, the following:

- (a) The Converting Entity converts into the Surviving Entity.
- (b) The Surviving Entity continues to be vested with title to all property owned by the Converting Entity without reversion or impairment.
- (c) The Surviving Entity continues to have all liabilities and obligations of the Converting Entity.
- (d) A civil, criminal, administrative or investigatory proceeding pending by or against the Converting Entity may be continued by or against the Surviving Entity after the effective date of conversion.
- (e) The shares of stock in the Converting Entity that are to be converted into shares of the Surviving Entity are converted, and the former holder of such shares is entitled only to the rights provided in the Certificate of Conversion or to such shareholder's rights under law.

8. This Plan of Conversion shall be submitted to the sole director and the sole shareholder of the Converting Entity for approval in accordance with the applicable provisions of law, and the consummation of this Plan of Conversion and the conversion herein provided for are conditioned by such approval.

TIMBERCO, INC.

By:


Steve G. Winistorfer, CEO and President

Drafted by: Teresa A. Noeske

Return to: Gretchen E. Cleveland
Whyte Hirschboeck Dudek S.C.
PO Box 1379
Madison, WI 53701-1379
(608) 255-4440
gcleveland@whdlaw.com

WHD/9660769.2

TRADEMARK
REEL: 005177 FRAME: 0028

Exhibit B to the Certificate of Conversion

**ARTICLES OF INCORPORATION
OF
TIMBERCO, INC.**

A Wisconsin Corporation organized under Chapter 180 of the Wisconsin Statutes.

ARTICLE I.

Name

The name of the corporation is Timberco, Inc.

ARTICLE II.

Capital Stock

This corporation shall have the authority to issue 10,000 shares of Common Stock with \$0.01 par value. All shares of Common Stock will be evidenced by certificates in the form provided in the by-laws.

ARTICLE III.

Shareholder Action

A. The by-laws may provide for a greater or lower quorum requirement or a greater voting requirement for shareholders or voting groups of shareholders than is provided by Wisconsin law.

B. Action required or permitted to be taken at a shareholders' meeting may be taken without a meeting in either of the ways specified in Section 180.0704(1)(a) or (b) of the Wisconsin Business Corporation Law.

ARTICLE IV.

Registered Office and Agent

The registered office of the corporation is located at 1507 Matt Pass, Suite 2, Cottage Grove, WI 53527, and the name of the registered agent at such office is Steve G. Winistorfer.

ARTICLE V.

Directors

The number of directors may be fixed from time to time by the by-laws but shall not be less than the minimum number allowed by Wisconsin law. The by-laws may provide for staggered terms of directors as permitted under Wisconsin law.

Fee simple ownership interest Yes No (for DFI use only)
CERTIFICATE OF CONVERSION

┌
Gretchen E. Cleveland
c/o Whyte Hirschboeck Dudek S.C.
PO Box 1379
Madison, WI 53701-1379

└
▲ Enter your return address within the bracket above.

Phone number during the day: (608) 255 - 4440

INSTRUCTIONS (Cont'd)

4. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is **optional**.

5. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

6. Provide the name of the business entity's registered agent and the address of its registered office **prior** to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.

7. Provide the name of the business entity's registered agent and the address of its registered office **after** conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

8. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.