

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Northwest Tire Factory LLC		12/31/2013	LIMITED LIABILITY COMPANY: OREGON
RECEIVING PARTY DATA			
Name:	Tire Factory, Inc.		
Street Address:	6102 N Marine Drive		
City:	Portland		
State/Country:	OREGON		
Postal Code:	97203		
Entity Type:	Cooperative: OREGON		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2314658	TIRE FACTORY	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	tbc@bhlaw.com		
Correspondent Name:	Timothy B. Crippen		
Address Line 1:	805 SW Broadway, Suite 1900		
Address Line 4:	Portland, OREGON 97211		
ATTORNEY DOCKET NUMBER:	003833-0010		
NAME OF SUBMITTER:	Timothy B. Crippen		
Signature:	/Timothy B. Crippen/		
Date:	02/01/2014		

OP \$40.00 2314658

Total Attachments: 9

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Articles of Conversion - Business Entities

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

FILED

DEC 05 2013

REGISTRY NUMBER: 694907-88

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

OREGON SECRETARY OF STATE For office use only

Please Type or Print Legibly in Black Ink.

1) NAME OF BUSINESS ENTITY PRIOR TO CONVERSION:

Northwest Tire Factory LLC

2) TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION:

Oregon limited liability company

3) NAME OF BUSINESS ENTITY AFTER CONVERSION:

Tire Factory, Inc.

4) TYPE OF BUSINESS ENTITY AFTER CONVERSION:

Oregon cooperative corporation

5) WILL THE CONVERTED ENTITY HAVE CONTINUED EXISTENCE IN OREGON? YES NO

6) IF NO, WHERE WILL THE JURISDICTION BE?

7) A COPY OF THE PLAN OF CONVERSION IS ATTACHED.

8) PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE

See attached Articles of Incorporation

9) EXECUTION:(Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Printed Name:

David P. Roy, attorney in fact for

Title:

John Kreidel, CEO

CONTACT NAME: (To resolve questions with this filing.)

Linda Leach

TIRE FACTORY, INC.



69490788-14798152

CNV

FEES

Domestic Required Processing Fee \$100
Foreign Required Processing Fee \$275

Confirmation Copy (Optional) \$5

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

TRADEMARK

REEL: 005206 FRAME: 0083

**ARTICLES OF CONVERSION
OF
NORTHWEST TIRE FACTORY LLC
INTO
TIRE FACTORY, INC.**

Pursuant to Oregon Revised Statutes Sections 63.476 and 62.611, the undersigned, being the Chief Executive Officer of Northwest Tire Factory LLC, an Oregon limited liability company (the "*Company*"), hereby certifies that:

1. Attached hereto is the Plan of Conversion of Northwest Tire Factory LLC.
2. The name of the converting organization immediately before the filing these Articles of Conversion is Northwest Tire Factory LLC.
3. The name to which the converting organization is to be changed will be Tire Factory, Inc.
4. The converted organization will be an Oregon cooperative corporation governed by Oregon Revised Statutes, Chapter 62, the Oregon Cooperative Corporation Act.
5. The Plan of Conversion has been approved by Northwest Tire Factory LLC pursuant to Section 63.473 of the Oregon Revised Statutes.
6. Attached are the Articles of Incorporation of Tire Factory, Inc.
7. **These Articles of Conversion shall become effective as of 11:59 p.m. on December 31, 2013.**

IN WITNESS WHEREOF, these Articles of Conversion, having first been duly approved by the management committee and the members of the Company, are hereby executed on behalf of the Company.

NORTHWEST TIRE FACTORY LLC



David P. Roy
Attorney in fact for John Kreidel, Chief Executive
Officer

**PLAN OF CONVERSION
OF
NORTHWEST TIRE FACTORY LLC
INTO
TIRE FACTORY, INC.**

The undersigned enter into this Plan of Conversion (the "*Plan*") based on the terms and conditions set forth below:

1. Parties to the Conversion.

The name of the converting organization is Northwest Tire Factory, LLC (the "*Company*"). The name of the converted organization is Tire Factory, Inc. (the "*Cooperative*"). The converted organization is an Oregon cooperative corporation.

2. Effective Time.

The conversion contemplated by the Plan shall be effective as of 11:59 p.m. on December 31, 2013 (the "*Effective Time*").

3. Terms and Conditions of Conversion.

a. The conversion of the Company into the Cooperative is being consummated pursuant to Oregon Revised Statutes Sections 63.470 and 62.607. The management committee of the Company and the individuals who are appointed as the Initial Board of Directors of the Cooperative pursuant to the Articles of Incorporation of Tire Factory, Inc., the form of which is attached hereto as **Exhibit A** (the "*Articles*"), are hereby authorized to file Articles of Conversion in accordance with Oregon Revised Statutes Sections 63.476 and 62.611 with the Oregon Secretary of State.

b. At the Effective Time, each member's equity in the Company, as exhibited by such member's then outstanding capital account in the Company ("**Capital Account**"), shall be converted into (i) one share of Class A Membership Stock of the Cooperative, with a par value of \$5,000, and (ii) a non-interest-bearing debenture with a value equal to the amount, if any, by which such member's Capital Account exceeds \$5,000 as of the Effective Time, representing patronage equity in the Cooperative, in each case, with substantially similar economic rights.

c. At the Effective Time, pursuant to Oregon Revised Statutes Sections 63.479 and 62.613, (i) the Cooperative shall continue its existence despite the conversion; (ii) title to all real estate and other property owned by the Company is vested in the Cooperative without reversion or impairment; (iii) all obligations of the Company including, without limitation, contractual, tort, statutory and administrative obligations are obligations of the Cooperative; (iv) an action or proceeding pending against the Company or its owners may be continued as if the conversion had not occurred, or the Cooperative may be

substituted as a party to the action or proceeding; (v) the ownership interests of each owner that are to be converted into ownership interests or obligations of the Cooperative, or into cash or other property, are converted as provided in this Plan; (vi) the registration of any assumed business name of the Company shall continue as the assumed business name of the Cooperative; and (vii) all rights, privileges, immunities, and powers of the Company shall remain vested in the Cooperative.

4. Articles of Incorporation.

The Initial Board of Directors of the Cooperative is hereby authorized to file Articles of Incorporation of the Cooperative, substantially in the form attached hereto as **Exhibit A**, simultaneously with the filing of the Articles of Conversion with the Oregon Secretary of State.

5. Governing Documents.

The Articles of Organization and the Second Restated Operating Agreement of the Company shall be terminated as of the Effective Time, and the affairs of the Cooperative shall thereafter be governed by the Articles and the Bylaws which shall be dated and effective as of the Effective Time, subject to such amendments as the Cooperative's board of directors and members may make to the Articles or the Bylaws after the Effective Time.

6. Termination.

The Plan may be amended or terminated with the written consent of the Initial Board of Directors of the Cooperative at any time prior to the filings described in Sections 3 and 4 of the Plan.

7. Other Actions.

The Initial Board of Directors of the Cooperative, or any one of them, are hereby authorized to execute and deliver any and all documents and instruments and to take any and all such actions on behalf of the Cooperative and the members thereof as they may deem necessary or desirable in order to carry out the intent and purposes of the Plan, the execution and delivery of such documents or instruments or the taking of such actions to be conclusive evidence that such execution and delivery or the taking of such actions was authorized by this Plan.

**ARTICLES OF INCORPORATION
FOR
TIRE FACTORY, INC.**

**ARTICLE I
NAME**

The name of this cooperative corporation (the "Cooperative") is Tire Factory, Inc. It is a cooperative organized under the Oregon Cooperative Corporation Act, Oregon Revised Statutes, Chapter 62 (the "Oregon Cooperative Corporation Act").

**ARTICLE II
PURPOSE**

A. The Cooperative is organized: (i) to provide volume purchasing of tires, accessories, and related equipment for resale to its retail tire dealer members (the or its "Members"), (ii) for the establishment and promotion of a unified market image for Members; (iii) for the cooperative marketing of products and services in the retail tire market; (iv) to be operated on a cooperative basis for the mutual benefit of its Members; and (v) to engage in any lawful activity for which cooperatives may be organized under the Oregon Cooperative Corporation Act.

B. The Cooperative may engage in any other activity, including performance of related services for its Members, for which a cooperative corporation may be organized under the Oregon Cooperative Corporation Act.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The address of the registered office of the Cooperative for service of process and to which the Oregon Secretary of State may mail all notices required by the Act is:

BH Service Co., Inc.
805 SW Broadway, Suite 1900
Portland, Oregon 97205

and its registered agent at that address is BH Service Co., Inc.

**ARTICLE IV
MEMBERSHIP**

A. Authorized Capital Stock. The Cooperative is organized with capital stock. The authorized capital stock of the Cooperative consists of three classes of stock: (1) 5,000 shares of membership common stock, ("Class A (Membership) Stock"), with a stated value of \$5,000 per share, (2) 5,000 shares of non-voting class B stock ("Class B Stock"), without par value, which shall be issued for consideration as may be fixed by the board of directors of the Cooperative (the "Board of Directors"), and (3) 100,000 shares of non-voting class C stock, ("Class C Stock"), without par value, which shall be issued for consideration as may be fixed by the board

of directors. Except as may be limited by applicable law, these Articles of Incorporation (these "Articles") or the Cooperative's bylaws (the "Bylaws"), the Board of Directors has the authority and power to establish and issue one or more than one series of stock within a class, to set forth the designation of such stock, to fix the relative rights (including dividend rights), preferences, privileges and limitations of each such series of stock; and to establish and maintain such capital reserve, nonstock revolving capital, unit retains, and other types of equity credits as further provided in these Articles and the Bylaws.

B. Membership and Membership Stock.

(1) Membership in the Cooperative is restricted to the holders of the Class A (Membership) Stock. Each Member of the Cooperative must purchase one and only one share of Class A (Membership) Stock at its stated value. Only holders of Class A (Membership) Stock have voting power in the Cooperative (other than statutory rights of other stockholders). Holders of the Class A (Membership) Stock must meet the requirements and conditions of membership as provided in the Bylaws and in any membership or other agreement between the Member and the Cooperative. Each holder of Class A (Membership) Stock is entitled to one and only one vote in the affairs of the Cooperative.

(2) Shares of Class A (Membership) Stock are transferable only with the approval of the Board of Directors and then only to persons eligible to hold Class A (Membership) Stock. No purported assignment or transfer of any membership stock to any person not eligible to hold such stock passes any rights or privileges on account of such stock. No holder of Class A (Membership) Stock has any right whatsoever to require the redemption of its Class A (Membership) Stock. The Board of Directors has the authority to establish a redemption policy on terms and conditions it deems advisable in its sole discretion.

(3) The Board of Directors has the authority to establish such additional terms and conditions, qualifications, methods of acceptance, duties, rights and privileges of holding Class A (Membership) Stock of the Cooperative as it may from time to time deem advisable. The Board of Directors may refuse membership or provide conditional membership to an applicant in its sole discretion.

C. Class B Stock and Class C Stock. Each of Class B Stock and Class C Stock is non-voting stock and holders of such stock have no voting rights derived therefrom. The Board of Directors has the authority and power to establish and issue one or more than one series of within each such class of stock, to set forth the designation of series of such stock, and to fix the relative rights (including dividend rights), preferences, privileges and limitations of each series of such class and series of stock.

D. Member Classes. The Cooperative is a membership cooperative that shall have at least one class of Members. The Board of Directors shall have discretion to create such additional classes of Members, with such designations, and such relative rights, preferences, privileges and limitations pursuant to procedures detailed in the Bylaws.

ARTICLE V DIRECTORS

A. The government of the Cooperative shall be vested in the Board of Directors as prescribed in the Bylaws.

B. The initial Board of Directors ("Initial Board") shall consist of the directors (the "Initial Directors") as set forth on Exhibit A. Each member of the Initial Board shall serve until such time as a replacement member shall be elected by the Members as set forth in the Bylaws.

C. Vacancies in the Board of Directors may be filled by the remaining directors on the Board of Directors. The person or persons so appointed shall hold office only until the next annual meeting of the Members or until their successors have been elected and qualified.

D. As permitted by the Oregon Cooperative Corporation Act, a director of the Cooperative shall not be personally liable to the Cooperative, its Members or its stockholders for monetary damages for breach of fiduciary duty as a director. It is the intention of the Members to eliminate or limit the personal liability of the directors of the Cooperative to the greatest extent permitted under Oregon law. If amendments to the Oregon Revised Statutes are passed after this section becomes effective which authorize cooperatives to act to further eliminate or limit personal liability of directors, then the liability of the directors of the Cooperative shall be eliminated or limited to the extent permitted by the Oregon Revised Statutes, as amended. Any repeal or modification of this section by the Members of the Cooperative shall not adversely affect any right of or any protection available to a director of the Cooperative which is in existence at the time of such repeal or modification. It is the intention of the Members for the provisions of this Article V, Section D to apply to officers of the Cooperative in the same manner in which such provisions apply to directors.

ARTICLE VI LIQUIDATION PREFERENCE

Upon any voluntary or involuntary liquidation, all proceeds from liquidation shall be applied in the following order of priority:

- First: To the payment of debts and liabilities of the Cooperative, including any loans or advances to the Cooperative by any Member (excluding buying deposit certificates, promissory notes or any other non-stock equity), and the costs and expenses of liquidation;
- Second: To the establishment of such reserves as the liquidator deems necessary or advisable;
- Third: (a) To pay all outstanding amounts (including interest accumulated thereon) with respect to any buying deposit certificates and promissory notes held by Members and former Members (b) to pay any liquidation preference as may be conferred upon any class of capital stock and (c) to return the face amount, without appreciation or goodwill, of all capital credits or other form of non-stock equity allocated to any Member not previously paid or retired (and if the liquidation

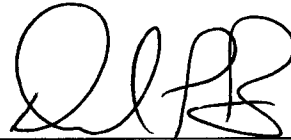
proceeds are insufficient to pay all such capital credits in full, the capital credits or other form of non-stock equity shall be paid on a first allocated, first paid basis); and

Fourth: The remaining proceeds shall be paid to the Members upon the basis of the value of business done with the Cooperative during a reasonable period of time preceding liquidation, to be determined by the Board of Directors, not to exceed the period of time from the date of incorporation of the Cooperative Corporation as a cooperative corporation to the date of dissolution. Any tax consequence resulting from any distribution to members upon liquidation shall be the sole responsibility of the recipient of that distribution.

ARTICLE VII
INCORPORATOR

The incorporator for the Cooperative is David P. Roy, whose address is 805 SW Broadway, Suite 1900, Portland, OR 97205

Dated: November 21, 2013



David P. Roy, Incorporator

694907-88

EXHIBIT A

INITIAL BOARD OF DIRECTORS

Craig Bruneel
Chris Cornelius
John Roemer
Ross Baxter
Nolan Calvin
Brad Olson
Marc Thompson
Don Fowers
Eric Gill
Bill Spencer
Bob Fox
David Daniels