

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM333507

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Organic Meat Company		02/11/2015	CORPORATION: WISCONSIN
RECEIVING PARTY DATA			
Name:	OMC LLC		
Street Address:	One Organic Way		
City:	La Farge		
State/Country:	WISCONSIN		
Postal Code:	54639		
Entity Type:	LIMITED LIABILITY COMPANY: WISCONSIN		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2970381	ORGANIC PRAIRIE	
CORRESPONDENCE DATA			
Fax Number:	6082831709		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	608-257-9521		
Email:	docket_chussin@boardmanclark.com		
Correspondent Name:	Christopher J. Hussin		
Address Line 1:	1 S. Pinckney St., Ste. 410		
Address Line 4:	Madison, WISCONSIN 53703		
ATTORNEY DOCKET NUMBER:	ORGAMEA-1		
NAME OF SUBMITTER:	Christopher J. Hussin		
SIGNATURE:	/chris hussin/		
DATE SIGNED:	02/27/2015		
Total Attachments: 11			
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DO NOT STAPLE

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



CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name: The Organic Meat Company

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

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

FILING FEE - \$150.00 Use of this form is mandatory.
DFI/CORP/1000(R09/14)

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. If converting the entity to another state or country, the governing document is not required. (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.

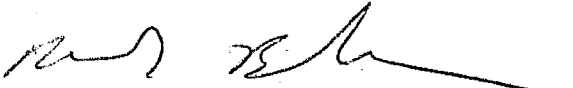
6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION**:

Registered Agent (Agent for Service of Process): Sandra Snavely	Registered Office: One Organic Way La Farge, WI 54639
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): Michael Bedessem	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): One Organic Way La Farge, WI 54639
Additional Entry for a Limited Partnership only →	Record Office:

8. Executed on Feb 11, 2015 (date) by the business entity PRIOR TO ITS CONVERSION.


(Signature)

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

For a **limited partnership**

Title: General Partner

For a **limited liability company**

Title: Member OR Manager

For a **corporation**

Title: President OR Secretary
or other officer title

Michael Bedeszen
(Printed Name)

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 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: TTY

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**.

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

Michael Bedessem
One Organic Way
La Farge, WI 54639

▲ Enter your return address within the bracket above.

Phone number during the day: (608) 625 - 3205

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.

**EXHIBIT A
PLAN OF CONVERSION**

PLAN OF CONVERSION

THIS PLAN OF CONVERSION (this "*Plan*") is made and entered into as of January 29, 2015 by The Organic Meat Company, a Wisconsin corporation (the "*Corporation*").

RECITALS

WHEREAS, the shareholders of the Corporation have approved this Plan providing for the conversion of the Corporation into a Wisconsin limited liability company (the "*Conversion*"), and thereafter the limited liability company shall be known as OMC LLC, in accordance with the applicable provisions of the Wisconsin Business Corporation Law and Chapter 183 of the Wisconsin Statutes, governing limited liability companies ("*Chapter 183*").

PLAN

NOW, THEREFORE, in accordance with the Wisconsin Business Corporation Law and Chapter 183, the Corporation shall convert from a Wisconsin corporation into a Wisconsin limited liability company, and the terms and conditions of the Conversion, the mode of carrying the same into effect and the manner and basis for converting the shares of the Corporation into membership interests of OMC LLC shall be as hereinafter set forth.

CONVERSION

1.1 Effective Time. In accordance with the Wisconsin Business Corporation Law, the Conversion shall become effective at the close of business on the date of filing of the Certificate of Conversion with the Wisconsin Department of Financial Institutions (the "*Effective Time*").

1.2 Conversion.

(a) Name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted. The Organic Meat Company, corporation, Wisconsin.

(b) Name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion. OMC LLC, limited liability company, Wisconsin.

(c) Terms and conditions of the conversion. The conversion shall be subject to satisfaction of the requirements of section 180.1161 of the Wisconsin Business Corporation Law and have the effect set forth therein.

1.3 Effect on shares of the Corporation. As of the Effective Time, by virtue of the Conversion and without any further action, all 10,000 of the issued and outstanding shares of the Corporation shall be converted into 100 percent of the membership interests in OMC LLC such that Cooperative Regions of Organic Producer Pools will own 100 percent of the membership interests in OMC LLC.

1.4 Articles of Organization. In connection with the Conversion, the Articles of Organization of OMC LLC, in the form attached hereto as Attachment A (the "**Articles of Organization**"), shall be filed with the Wisconsin Department of Financial Institutions and shall serve as the Articles of Organization of OMC LLC, until amended or repealed in accordance with the Chapter 183.

[Signature Page Follows]

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
THE ORGANIC MEAT COMPANY**

Effective: January 29, 2015 at 12:01 a.m. Central Time

The undersigned, being all of the members of the Board of Directors of The Organic Meat Company, a corporation incorporated under Chapter 180 of the Wisconsin Statutes (the "**Company**"), do hereby consent to and take the following action without a meeting:

**CONVERSION OF THE ORGANIC MEAT COMPANY TO A LIMITED LIABILITY
COMPANY**

WHEREAS the Company desires to convert to a limited liability company organized under Chapter 183 of the Wisconsin Statutes,

WHEREAS the terms of the Conversion set forth in the Plan of Conversion, Exhibit A attached hereto, have been presented to the Board of Directors for approval,

NOW, THEREFORE, be it

RESOLVED that the Board of Directors approves the Plan of Conversion as presented.

[Signature Page Follows]

The undersigned represent all of the directors of the Company.

DATED as of this 29th day of January, 2015.

BOARD OF DIRECTORS:



Arnie Trussoni, Director



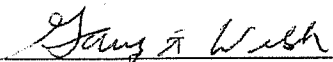
Roger Peters, Director




Alan Seelow, Director



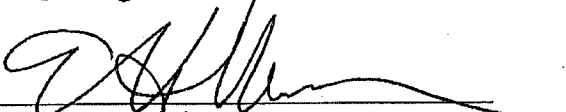
Joel Goede, Director



Gary Welsh, Director



George Siemon, Director



Eric Newman, Director

Attachment A

**Articles of Organization of
OMC LLC**

See attached.

Attachment A

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TRADEMARK
REEL: 005467 FRAME: 0875

ARTICLES OF ORGANIZATION
OF
OMC LLC,

a Wisconsin Limited Liability Company organized under Chapter 183 of the Wisconsin Statutes.

ARTICLE I

The name of the limited liability company is OMC LLC (the "Company").

ARTICLE II

The management of the Company shall be vested in its manager.

ARTICLE III

The address of the initial registered office is One Organic Way, La Farge, WI 54639 and the initial registered agent at that office is Sandra Snavelly.

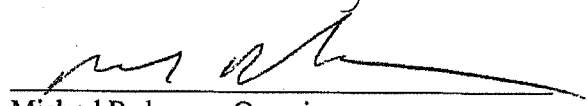
ARTICLE IV

The name and address of each organizer is:

<u>Name</u>	<u>Address</u>
Michael Bedessem	CROPP Cooperative One Organic Way La Farge, WI 54639

* * * * *

IN WITNESS WHEREOF, I have hereunto set my hand this 11TH day of February, 2015.



Michael Bedessem, Organizer