

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

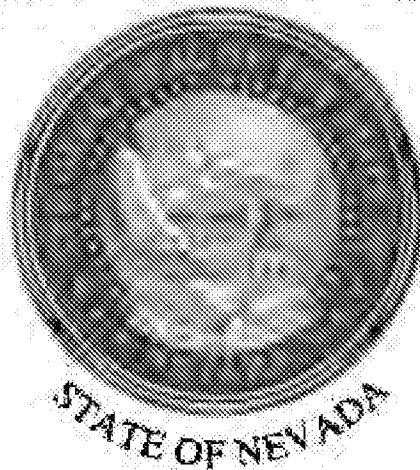
ETAS ID: TM344799

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Patton Hospitality Management, LLC		11/17/2014	LIMITED LIABILITY COMPANY: NEVADA
RECEIVING PARTY DATA			
Name:	Patton Hospitality Management, Inc.		
Street Address:	One Vance Gap Road		
City:	Asheville		
State/Country:	NORTH CAROLINA		
Postal Code:	28805		
Entity Type:	CORPORATION: NEVADA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	4745992	EXPECT MORE	
Registration Number:	4655122	PHM	
Registration Number:	4655121	PATTON HOSPITALITY MANAGEMENT	
Serial Number:	86078265	GETTING YOU THERE	
CORRESPONDENCE DATA			
Fax Number:	2526725477		
<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:	252-672-5400		
Email:	trademarks@wardandsmith.com		
Correspondent Name:	Ward and Smith, P.A.		
Address Line 1:	1001 College Court		
Address Line 2:	Post Office Box 867		
Address Line 4:	New Bern, NORTH CAROLINA 28563-0867		
ATTORNEY DOCKET NUMBER:	130335-00002		
NAME OF SUBMITTER:	Angela P. Doughty		
SIGNATURE:	/apd/		
DATE SIGNED:	06/16/2015		
Total Attachments: 8			

OP \$115.00 4745992

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SECRETARY OF STATE



I, BARBARA K. CEGAVSKE, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships and business trusts, pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that there was filed in this office on March 16, 2015.

ARTICLES OF CONVERSION

Converting

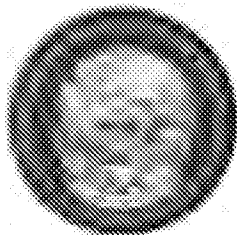
PATTON HOSPITALITY MANAGEMENT, LLC

(A Nevada Limited-Liability Company)

into

PATTON HOSPITALITY MANAGEMENT, INC.

(A Nevada Corporation)



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on March 16, 2015.

Handwritten signature of Barbara K. Cegavske in cursive script.

BARBARA K. CEGAVSKE

Secretary of State

Certified By: Christine Rakow
Certificate Number: C20150316-1083
You may verify this certificate
online at <http://www.nvsos.gov/>

TRADEMARK

REEL: 005553 FRAME: 0844



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov



140303

Articles of Conversion
 (PURSUANT TO NRS 92A.205)
 Page 1

Filed in the office of 	Document Number 20140803774-86
Ross Miller Secretary of State State of Nevada	Filing Date and Time 12/08/2014 1:02 PM
	Entity Number E0176842005-0

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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PLEASE NOTE: The charter document for the resulting entity *must* be submitted/filed simultaneously with the articles of conversion.

Articles of Conversion
 (Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

<input type="text" value="Patton Hospitality Management, LLC"/>	
Name of constituent entity	
<input type="text" value="Nevada"/>	<input type="text" value="Limited Liability Company"/>
Jurisdiction	Entity type *
and,	
<input type="text" value="Patton Hospitality Management, Inc."/>	
Name of resulting entity	
<input type="text" value="Nevada"/>	<input type="text" value="Corporation"/>
Jurisdiction	Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

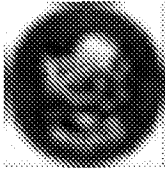
3. Location of plan of conversion: (check one)

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 1
 Revised: 8-6-14



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
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Articles of Conversion
 (PURSUANT TO NRS 92A.205)
Page 2

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attr:

c/o:

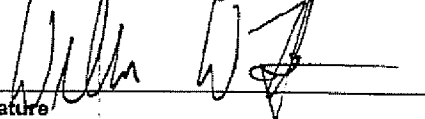
5. Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: Time:

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Name of constituent entity

X 
 Signature

Title

Date

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

FILING FEE: \$350.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 2
 Revised: 8-6-14

PLAN OF CONVERSION

This Plan of Conversion is adopted as of the 17th day of November, 2014, is entered into by Patton Hospitality Management, LLC, a Nevada limited liability company, (the "Converting Entity").

WITNESSETH:

WHEREAS, the Converting Entity is a limited liability organized and existing under Nevada Revised Statutes ("NRS") Chapter 86;

WHEREAS, the managers of the Converting Entity have determined that it is advisable and in the best interests of the Converting Entity, that the Converting Entity be converted from a limited liability company under NRS Chapter 86 to a corporation under NRS Chapter 78 (the "Conversion") on the terms and subject to the conditions set forth herein;

WHEREAS, after the Conversion, the Converting Entity will be converted to Patton Hospitality Management, Inc., a Nevada corporation, to be organized and existing under NRS Chapter 78 (the "Resulting Entity").

NOW, THEREFORE, IT IS AGREED, as follows:

ARTICLE I THE CONVERSION

Section 1. At the Effective Time (as defined in Article V), the Converting Entity shall be converted into the Resulting Entity in accordance with Chapter 92A of the Nevada Revised Statutes (the "Act"), and the separate existence of the Converting Entity shall cease, and the Resulting Entity shall thereafter continue as the surviving corporation under the laws of the State of Nevada.

ARTICLE II THE RESULTING CORPORATION

Section 1. At the Effective Time, the Articles of Organization of the Converting Entity, as in effect immediately prior to the Effective Time, shall be of no further force or effect and the Articles of Incorporation of the Resulting Entity, in the form attached hereto as Exhibit "1", shall govern the Resulting Entity, until thereafter altered, amended or repealed. The Articles of Incorporation shall be filed with the Nevada Secretary of State concurrently with the filing of the Articles of Conversion.

Section 2. At the Effective Time, the Operating Agreement of the Converting Entity, as in effect immediately prior to the Effective Time, shall be of no further force or effect and the Bylaws of the Resulting Entity, in the form attached hereto as Exhibit "2", shall govern the Resulting Entity.

Section 3. At the Effective Time, the managers and officers of the Converting Entity shall be relieved of their duties and the board of directors and officers of the Resulting Entity shall assume their duties.

Section 4. At the Effective Time, the persons named as the initial directors of the Resulting Entity shall hold this office until the first meeting of the shareholders or until otherwise replaced by a successor.

ARTICLE III
MANNER AND BASIS OF CONVERTING INTERESTS

Section 1. At the Effective Time, the membership interests of the Converting Entity held by the sole member, Zealandia Holding Company, Inc. ("Sole Member"), shall be converted by the Converting Entity and the Resulting Entity on a one-to-one basis (i.e. one membership unit in the Converting Entity will receive one share of common stock in the Resulting Entity). Thereafter, the Sole Member of the Converting Entity shall be stockholder of the Resulting Entity.

Section 2. Unless amended by the board of directors of the Resulting Entity, the maximum number of shares of stock that the Resulting Entity shall be authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
EFFECT OF CONVERSION

Section 1. At the Effective Time, the Converting Entity continues to exist without interruption in the organizational form of the Resulting Entity rather than in the organizational form of the Converting Entity.

Section 2. At the Effective Time, all property, subsidiaries, rights, privileges, powers and franchises of the Converting Entity shall vest in the Resulting Entity, and all liabilities and obligations of the Converting Entity shall become liabilities and obligations of the Resulting Entity, including, without limitation, the obligation and liability for the payment of all fees and franchise taxes, if any.

Section 3. At the Effective Time, any proceeding pending by or against the Converting Entity or by or against any of the Converting Entity's owners or members in their capacities as owners or members may be continued by or against the Resulting Entity in the new organizational form and by or against the previous owners or members without a need for substituting a party.

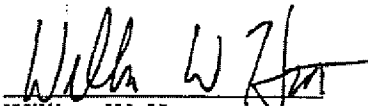
Section 4. At the Effective Time, the rights of creditors or other parties with respect to or against the previous owners or members of the Converting Entity in their capacities as owners or members in existence when the conversion takes effect continue to exist as to those liabilities and obligations and may be enforced by the creditors and obliges as if a conversion had not occurred.

ARTICLE V
EFFECTIVE TIME


Section 1. As used in this Plan of Conversion, the term "Effective Time" shall mean the 1st day of January, 2015, immediately upon the filing by the Nevada Secretary of State of the Articles of Conversion.

IN WITNESS WHEREOF, we, all of the current managers of Patton Hospitality Management, LLC, have executed this Plan of Conversion as of the date first written above. Furthermore, the foregoing Plan of Conversion is unanimously agreed to, and, adopted by all Members of Patton Hospitality Management, LLC, as evidenced below.

MANAGERS:



William W. Horton



Scott Styron

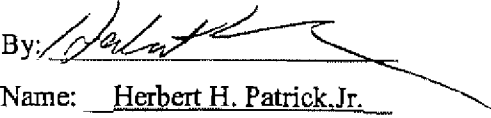


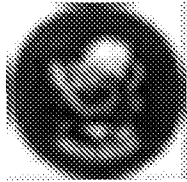
Dennis Patenotte

Accepted and Agreed to By:

SOLE MEMBER:

Zealandia Holding Company,
a Nevada corporation

By: 
Name: Herbert H. Patrick, Jr.
Its: President



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov



040104

Articles of Incorporation
(PURSUANT TO NRS CHAPTER 78)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20140800508-08
	Filing Date and Time 12/08/2014 1:02 PM
	Entity Number E0176842005-0

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	Patton Hospitality Management, Inc.		
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: National Registered Agents, Inc. of NV Name		
	<input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below)		
	Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity		
	Street Address	City	Nevada Zip Code
	Mailing Address (if different from street address)	City	Nevada Zip Code
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value:	1000	Par value per share: \$ 1.00
			Number of shares without par value: 0
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) William Horton Name		
	One Vance Gap Road Street Address	Asheville City	NC 28805 State Zip Code
	2) Scott Styron Name		
	One Vance Gap Road Street Address	Asheville City	NC 28805 State Zip Code
5. Purpose: (optional; required only if Benefit Corporation status selected)	The purpose of the corporation shall be: Property management services.		6. Benefit Corporation: (see instructions) <input type="checkbox"/> Yes
	7. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)		
I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.			
William Horton Name		 Incorporator Signature	
One Vance Gap Road Address		Asheville City	
		NC 28805 State Zip Code	
8. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity.		
	 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity		12/5/2014 Date

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles
Revised: 11-13-13

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REEL: 005553 FRAME: 0850

**Articles of Incorporation
Patton Hospitality Management, Inc.**

Article 4. Names and Addresses of the Board of Directors/Trustees: (continued)

Catherine Claussen
One Vance Gap Road, Asheville, NC 28805

Dennis Patenotte
One Vance Gap Road, Asheville, NC 28805