

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM345859

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Field Logic Inc.		05/28/2015	CORPORATION:
RECEIVING PARTY DATA			
Name:	FL Archery Holdings LLC		
Street Address:	101 Main Street		
City:	Superior		
State/Country:	WISCONSIN		
Postal Code:	54880		
Entity Type:	LIMITED LIABILITY COMPANY: MINNESOTA		
PROPERTY NUMBERS Total: 18			
Property Type	Number	Word Mark	
Registration Number:	3584290	APPLE	
Registration Number:	3577164	APPLE ARCHERY	
Registration Number:	3581298	SINCE 1992 APPLE ARCHERY	
Registration Number:	2986995	BLACK HOLE	
Registration Number:	2808385	BLOCK	
Registration Number:	4535824	BLOCK BLACK	
Registration Number:	2875444	GLENDEL	
Registration Number:	4066869	HURRICANE	
Registration Number:	3851637	IQ	
Registration Number:	2539993	LETHAL WEAPON	
Registration Number:	3614820	QC	
Registration Number:	4620799	RETINA LOCK	
Registration Number:	4565606	S4GEAR	
Registration Number:	4212747	S4GEAR	
Registration Number:	4207909	SHOOTER	
Registration Number:	2001052	SURE LOC	
Registration Number:	4066868	X-PRESS	
Serial Number:	85968149	QRAVE ARMS	

CH \$465.00 3584290

CORRESPONDENCE DATA**Fax Number:** 2123108007*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.***Phone:** 1 212 310 8305**Email:** Juan.Arias@weil.com**Correspondent Name:** Mary P. Lentowski**Address Line 1:** Weil, Gotshal & Manges LLP**Address Line 2:** 767 Fifth Avenue**Address Line 4:** New York, NEW YORK 10153**ATTORNEY DOCKET NUMBER:** MARY LENTOWSKI**NAME OF SUBMITTER:** Mary P. Lentowski**SIGNATURE:** /Mary P. Lentowski/**DATE SIGNED:** 06/25/2015**Total Attachments: 17**

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**Office of the Minnesota Secretary of State
Certificate of Conversion**

I, Steve Simon, Secretary of State of Minnesota, certify that: the documentation required to effectuate a conversion by the entity listed below from the law under which the entity was previously governed to the law under which it is governed after the issuance of this certificate, on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Name of Converting Entity:

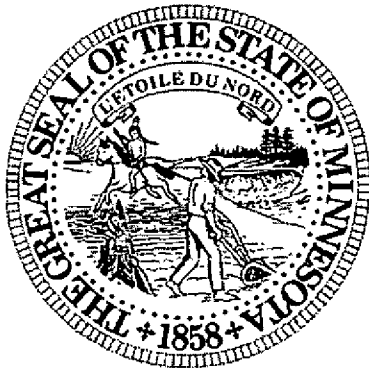
Minnesota: Field Logic Inc.

After Conversion, Entity is governed by Minnesota statutes, Chapter:
322B

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

Minnesota: FL Archery Holdings LLC

This Certificate has been issued on: 05/28/2015



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

TRADEMARK

REEL: 005560 FRAME: 0958

Office of the Minnesota Secretary of State Certificate of Organization

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

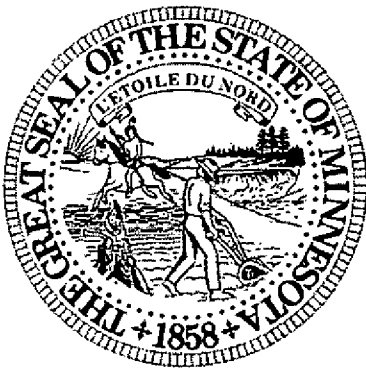
The business entity is now legally registered under the laws of Minnesota.

Name: FL Archery Holdings LLC

File Number: 828040500059

Minnesota Statutes, Chapter: 322B

This certificate has been issued on: 05/28/2015



Steve Simon
Secretary of State
State of Minnesota

10F-524



**ARTICLES OF CONVERSION
OF
FIELD LOGIC INC.**

Pursuant to the provisions of Section 302A.681 to 302A.691 of the Minnesota Business Corporation Act (the "MBCA"), Field Logic Inc., a Minnesota corporation (the "Converting Entity"), hereby executes these Articles of Conversion (these "Articles of Conversion") for the purpose of converting (the "Conversion") to a Minnesota limited liability company (the "Company") and, in connection therewith, certifies as follows:

FIRST: The name of the Converting Entity immediately before the filing of these Articles of Conversion is "Field Logic Inc." and the name to which the Converting Entity is to be changed is "FL Archery Holdings LLC".

SECOND: A plan of conversion in the form attached hereto as Exhibit A and incorporated herein by this reference (the "Plan"), has been adopted by the Board of Directors and approved by the sole shareholder of the Converting Entity pursuant to the requirements of Section 302A.685 of the MBCA.

THIRD: The Converting Entity shall be converted, pursuant to the terms and provisions of the Plan, into a Minnesota limited liability company.

FOURTH: The articles of organization of the Company, in the form attached hereto as Exhibit B (the "Articles of Organization"), are hereby filed with the Minnesota Secretary of State and shall serve as the Articles of Organization of FL Archery Holdings LLC, until amended or repealed in accordance with the Minnesota Limited Liability Company Act.

FIFTH: The Conversion shall become effective immediately upon the filing of these Articles of Conversion with the Minnesota Secretary of State's Office.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned parties have caused these Articles of Conversion to be executed on the 28th day of May, 2015.

FIELD LOGIC, INC.

By: 

Name: Larry Pulkrabek

Its: President

[Signature page to Articles of Conversion (MN)]

TRADEMARK

REEL: 005560 FRAME: 0961

EXHIBIT A

**PLAN OF CONVERSION
OF
FIELD LOGIC INC.
(a Minnesota corporation)**

INTO

**FL ARCHERY HOLDINGS LLC
(a Minnesota limited liability company)**

[see attached]

PLAN OF CONVERSION

THIS PLAN OF CONVERSION (this "Plan") is made and entered into as of May 28, 2015, by Field Logic Inc., a Minnesota corporation (the "Converting Entity").

RECITALS

WHEREAS, the Board of Directors and sole shareholder of the Converting Entity have adopted this Plan and determined that it is fair and in the best interests of the Converting Entity to consummate the conversion of the Converting Entity into a Minnesota limited liability company (the "Conversion"), and thereafter the Converting Entity shall be known as FL Archery Holdings LLC, pursuant to the terms and conditions set forth in this Plan and in accordance with the applicable provisions of the Minnesota Limited Liability Company Act, codified in Chapter 322B of the Minnesota Statutes (the "MLLCA") and the Minnesota Business Corporation Act, codified in Chapter 302A of the Minnesota Statutes (the "MBCA").

PLAN

NOW, THEREFORE, in accordance with the MLLCA and the MBCA, the Converting Entity shall convert from a Minnesota corporation into a Minnesota 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 common stock of the Converting Entity into ownership interests of FL Archery shall be an hereinafter set forth.

I. CONVERSION

1.1 Effective Time. In accordance with the MLLCA and the MBCA, the Conversion shall become effective upon filing (the "Effective Time").

1.2 Conversion. At the Effective Time, the following shall occur:

(a) The Converting Entity shall convert from a Minnesota corporation into a Minnesota limited liability company.

(b) Immediately following the Conversion, the Converting Entity shall be known as FL Archery Holdings LLC.

(c) The Conversion shall have the effects set forth in Section 302A.691 of the MBCA.

(d) All of the assets and liabilities of the Converting Entity (collectively, the "Assets and Liabilities") shall become assets and liabilities of FL Archery Holdings LLC.

1.3 Effect on Ownership Interests. As of the Effective Time, by virtue of the Conversion and without any further action, each issued and outstanding share of common stock

of the Converting Entity shall be converted into one ownership interest of FL Archery Holdings LLC.

1.4 Articles of Organization. In connection with the Conversion, the Articles of Organization of FL Archery Holdings LLC, in the form attached hereto as Exhibit A (the "Articles of Organization"), shall be filed the Minnesota Secretary of State and shall serve as the Articles of Organization of FL Archery Holdings LLC, until amended or repealed in accordance with the MLLCA.

1.5 Board of Directors. The Board of Directors of the Converting Entity immediately prior to the Effective Time shall serve as the Board of Governors of FL Archery Holdings LLC following the Conversion and until otherwise provided in accordance with the MLLCA.

1.6 Officers. The officers of the Converting Entity immediately prior to the Effective Time shall be removed in their entirety upon the Conversion. The officers of FL Archery Holdings LLC following the Conversion shall be as follows:

<u>Name</u>	<u>Title</u>
Larry Pulkrabek	Chief Manager
Jay Engstrom	Treasurer

II. GENERAL PROVISIONS

2.1 Approval. This Plan has been adopted by the Board of Directors of the Converting Entity, and has been approved by the sole shareholder of the Converting Entity, to the extent required by the applicable provisions of the MLLCA and the MBCA.

2.2 Additional Actions. The officers of the Converting Entity shall execute all such other documents and shall take all such other actions as may be necessary or advisable to consummate the Conversion and to complete the other transactions contemplated by this Plan.

2.3 Accounting Records. As of the Effective Time, the Assets and Liabilities shall be recorded in the accounting records of FL Archery Holdings LLC at the amounts at which they shall be carried at that time in the accounting records of the Converting Entity, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles.

2.4 Issuance of Shares. Between the date of this Plan and the Effective Time, the Converting Entity shall not issue or cause to be issued any additional shares, except as otherwise provided in this Plan.

2.5 Governing Law. This Plan shall be governed by the laws of the State of Minnesota (regardless of the laws that might otherwise govern under applicable principles of conflicts of law) as to all matters, including but not limited to matters of validity, construction, effect, performance and remedies.

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first set forth above.

FIELD LOGIC INC.

By: 

Name: Larry Pulkrabek

Its: President

[Signature page to Plan of Conversion]

TRADEMARK

REEL: 005560 FRAME: 0965

**EXHIBIT A
TO PLAN OF CONVERSION
ARTICLES OF ORGANIZATION
OF
FE ARCHERY HOLDINGS LLC**

[see attached]

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TRADEMARK

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**ARTICLES OF ORGANIZATION
OF
FL ARCHERY HOLDINGS LLC**

The undersigned, being of full age and for the purpose of forming a limited liability company under Minnesota Statutes Chapter 322B (the "Limited Liability Company Act"), does hereby adopt the following articles of organization:

**Article I
Name**

The name of the limited liability company is FL Archery Holdings LLC.

**Article II
Registered Office and Agent**

The registered office of the limited liability company is 2345 Rice Street, Suite 230, Roseville, Minnesota 55113, and the registered agent located at this address is Corporation Service Company.

**Article III
Period of Existence**

Unless the limited liability company is dissolved earlier in accordance with law, the period of existence of the limited liability company shall be perpetual from the date of filing of these articles of organization.

**Article IV
Membership Units**

Membership interests in the limited liability company shall be represented by membership units, which shall be equal in all rights, interests, preferences and limitations, and shall each represent one vote on each matter for which a member is entitled to vote. Such membership interests shall also be subject to any terms and conditions imposed by law, the operating agreement or any member control agreement for the limited liability company. The board of governors shall have the power and authority to fix by resolution any consideration and the terms and conditions with respect to any membership interests of the limited liability company, including but not limited to any designation, class, series, voting power, preference, right, qualification, limitation, restriction, dividend, time, price of redemption or conversion rights. Nothing herein shall prohibit a member from assigning part or all of such member's governance rights or financial rights represented by membership units to the extent not otherwise restricted by law; or any operating agreement or member control agreement of the limited liability company.

Article V
Preemptive Rights Prohibition

The members of the limited liability company shall have no preemptive rights as described in Section 33 of the Limited Liability Company Act or similar provisions of future law.

Article VI
Cumulative Voting Prohibition

The members of the limited liability company shall have no rights of cumulative voting described in Section 63 of the Limited Liability Company Act or any successor thereto.

Article VII
Limitation of Liability of Governors

To the fullest extent permitted by the Limited Liability Company Act as the same exists or may hereafter be amended, a governor of the limited liability company shall not be personally liable to the limited liability company or its members for monetary damages for breach of fiduciary duty as a member. Neither the amendment, modification or repeal of this Article, nor the adoption of any provision in these articles of organization inconsistent with this Article shall adversely affect any right or protection of a governor or officer of the limited liability company with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.

Article VIII
Governor Action by Written Consent

Any action required or permitted to be taken at a meeting of the board of governors which does not require the approval of the members may be taken by written action signed, or consented to by authenticated electronic communication, by the number of governors that would be required to take the same action at a meeting at which all governors were present. However, if the action is one which must be approved by the members, such action may be taken by written action signed, or consented to by authenticated electronic communication, by all of the governors then in office.

Article IX
Member Action by Written Consent

Any action required or permitted to be taken at a meeting of the members may be taken by written action signed, or consented to by authenticated communication, by the members who possess the voting power that would be required to take the same action at a meeting of the members at which all members were present.

**Article X
Dissenters' Rights Prohibition**

Pursuant to Section 383, subdivision 1(1) of the Limited Liability Company Act (or similar provisions of future law), a member shall have no right to dissent from, and obtain payment for, the fair value of the member's membership interest in the event of an amendment of the articles of organization which materially and adversely affects the rights or preferences of the membership interests of the dissenting member in that it: (i) alters or abolishes a preferential right of membership interests; (ii) creates, alters, or abolishes a right in respect of the redemption of the membership interests, including a provision respecting a sinking fund for the redemption or repurchase of the membership interests; (iii) alters or abolishes a preemptive right of the owner of the membership interests to make a contribution; (iv) excludes or limits the right of a member to vote on a matter or to cumulate votes; (v) changes a member's right to resign or retire; (vi) establishes or changes the conditions for or consequences of expulsion; or (vii) eliminates the right to obtain payment under Section 383 subdivision 1(1) of the Limited Liability Company Act.

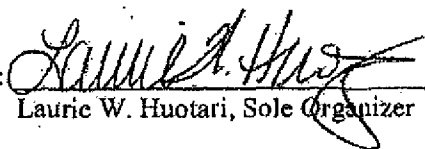
**Article XI
Indemnification**

To the fullest extent permitted by the Limited Liability Company Act as the same exists or may hereafter be amended, the limited liability company shall indemnify its officers, governors, employees and agents.

**Article XII
Organizer**

The name and address of the sole organizer of the limited liability company is Laurie W. Huotari, Stoel Rives LLP, 33 South Sixth Street, Suite 4200, Minneapolis, Minnesota 55402.

IN WITNESS WHEREOF, the undersigned has set her hand this 28th day of May, 2015.

By: 
Laurie W. Huotari, Sole Organizer

[Signature Page to FL Archery Holdings LLC - Articles of Organization]

EXHIBIT B

**ARTICLES OF ORGANIZATION
OF
FL ARCHERY HOLDINGS LLC
(a Minnesota limited liability company)**

[see attached]

**ARTICLES OF ORGANIZATION
OF
FL ARCHERY HOLDINGS LLC**

The undersigned, being of full age and for the purpose of forming a limited liability company under Minnesota Statutes Chapter 322B (the "Limited Liability Company Act"), does hereby adopt the following articles of organization:

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**Article III
Period of Existence**

Unless the limited liability company is dissolved earlier in accordance with law, the period of existence of the limited liability company shall be perpetual from the date of filing of these articles of organization.

**Article IV
Membership Units**

Membership interests in the limited liability company shall be represented by membership units, which shall be equal in all rights, interests, preferences and limitations, and shall each represent one vote on each matter for which a member is entitled to vote. Such membership interests shall also be subject to any terms and conditions imposed by law, the operating agreement or any member control agreement for the limited liability company. The board of governors shall have the power and authority to fix by resolution any consideration and the terms and conditions with respect to any membership interests of the limited liability company, including but not limited to any designation, class, series, voting power, preference, right, qualification, limitation, restriction, dividend, time, price of redemption or conversion rights. Nothing herein shall prohibit a member from assigning part or all of such member's governance rights or financial rights represented by membership units to the extent not otherwise restricted by law, or any operating agreement or member control agreement of the limited liability company.

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Article V
Preemptive Rights Prohibition

The members of the limited liability company shall have no preemptive rights as described in Section 33 of the Limited Liability Company Act or similar provisions of future law.

Article VI
Cumulative Voting Prohibition

The members of the limited liability company shall have no rights of cumulative voting described in Section 63 of the Limited Liability Company Act or any successor thereto.

Article VII
Limitation of Liability of Governors

To the fullest extent permitted by the Limited Liability Company Act as the same exists or may hereafter be amended, a governor of the limited liability company shall not be personally liable to the limited liability company or its members for monetary damages for breach of fiduciary duty as a member. Neither the amendment, modification or repeal of this Article, nor the adoption of any provision in these articles of organization inconsistent with this Article shall adversely affect any right or protection of a governor or officer of the limited liability company with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.

Article VIII
Governor Action by Written Consent

Any action required or permitted to be taken at a meeting of the board of governors which does not require the approval of the members may be taken by written action signed, or consented to by authenticated electronic communication, by the number of governors that would be required to take the same action at a meeting at which all governors were present. However, if the action is one which must be approved by the members, such action may be taken by written action signed, or consented to by authenticated electronic communication, by all of the governors then in office.

Article IX
Member Action by Written Consent

Any action required or permitted to be taken at a meeting of the members may be taken by written action signed, or consented to by authenticated communication, by the members who possess the voting power that would be required to take the same action at a meeting of the members at which all members were present.

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Pursuant to Section 383, subdivision 1(1) of the Limited Liability Company Act (or similar provisions of future law), a member shall have no right to dissent from, and obtain payment for, the fair value of the member's membership interest in the event of an amendment of the articles of organization which materially and adversely affects the rights or preferences of the membership interests of the dissenting member in that it: (i) alters or abolishes a preferential right of membership interests; (ii) creates, alters, or abolishes a right in respect of the redemption of the membership interests, including a provision respecting a sinking fund for the redemption or repurchase of the membership interests; (iii) alters or abolishes a preemptive right of the owner of the membership interests to make a contribution; (iv) excludes or limits the right of a member to vote on a matter or to cumulate votes; (v) changes a member's right to resign or retire; (vi) establishes or changes the conditions for or consequences of expulsion; or (vii) eliminates the right to obtain payment under Section 383 subdivision 1(1) of the Limited Liability Company Act.

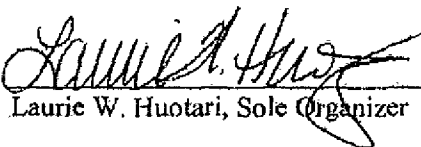
**Article XI
Indemnification**

To the fullest extent permitted by the Limited Liability Company Act as the same exists or may hereafter be amended, the limited liability company shall indemnify its officers, governors, employees and agents.

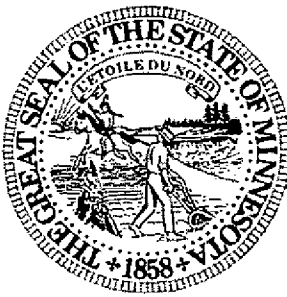
**Article XII
Organizer**

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IN WITNESS WHEREOF, the undersigned has set her hand this 28th day of May, 2015.

By: 
Laurie W. Huotari, Sole Organizer

[Signature Page to FL Archery Holdings LLC - Articles of Organization]



File Numbers

82804050003

10F-524

828040500059

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

5/28/2015 11:59:00 PM

Steve Simon

Steve Simon
Secretary of State