

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM348199

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Rook Consulting, Inc.		04/02/2015	CORPORATION: INDIANA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Rook Security, LLC		
<b>Street Address:</b>	120 East Market Street		
<b>Internal Address:</b>	Suite 100		
<b>City:</b>	Indianapolis		
<b>State/Country:</b>	INDIANA		
<b>Postal Code:</b>	46204		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: INDIANA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3944057	ROOK	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3176361507		
<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>			
<b>Phone:</b>	317-238-6248		
<b>Email:</b>	ipdocketing@kdlegal.com		
<b>Correspondent Name:</b>	Alastair J. Warr		
<b>Address Line 1:</b>	One Indiana Square		
<b>Address Line 2:</b>	Suite 2800		
<b>Address Line 4:</b>	Indianapolis, INDIANA 46204		
<b>ATTORNEY DOCKET NUMBER:</b>	ROOK.00020		
<b>NAME OF SUBMITTER:</b>	Alastair J. Warr		
<b>SIGNATURE:</b>	/Alastair J. Warr/		
<b>DATE SIGNED:</b>	07/16/2015		
<b>Total Attachments: 8</b>			
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source=2015\_04\_02\_Certificate and Articles of Entity Conversion - Rook Consulting Inc - #page8.tif

**State of Indiana  
Office of the Secretary of State**

**CERTIFICATE OF CONVERSION**

of

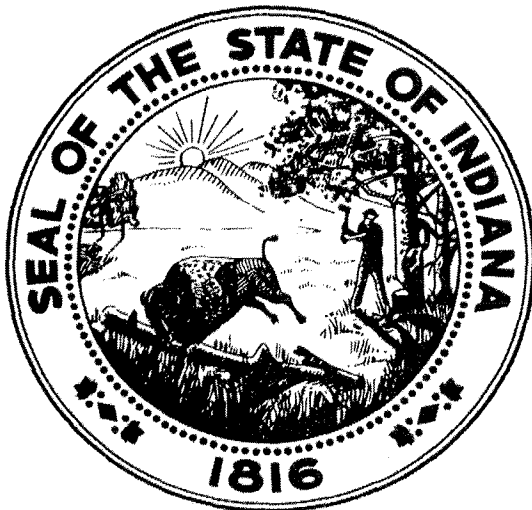
**ROOK CONSULTING, INC.**

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Conversion of the above Domestic Limited Liability Company (LLC) have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

The name following said transaction will be:

**ROOK SECURITY, LLC**

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, April 01, 2015.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, April 1, 2015.

*Connie Lawson*

CONNIE LAWSON,  
SECRETARY OF STATE

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**TRADEMARK  
REEL: 005577 FRAME: 0689**



**ARTICLES OF ENTITY CONVERSION**

Conversion of a Corporation into a Limited Liability Company

State Form 51576 (R3 / 8-14)  
Approved by State Board of Accounts, 2014

CONNIE LAWSON  
SECRETARY OF STATE  
CORPORATE DIVISION  
302 W. Washington Street, Rm. E018  
Indianapolis, IN 46204  
Telephone: (317) 232-6576  
www.sos.in.gov

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- INSTRUCTIONS:
1. Use 8 1/2" x 11" white paper for attachments.
  2. Present original and one (1) copy to the address in upper right corner of this form.
  3. Please TYPE or PRINT.
  4. Please visit our office on the web at [www.sos.in.gov](http://www.sos.in.gov)

Indiana Code 23-1-18-3  
FILING FEE: \$30.00

<p><b>ARTICLES OF CONVERSION</b> OF <b>ROOK CONSULTING, INC.</b> <i>(hereinafter "Non-surviving Corporation")</i></p>	<p><b>APPROVED AND FILED</b></p> <p><i>Connie Lawson</i> <b>IND. SECRETARY OF STATE</b></p>
<p><b>INTO</b> <b>ROOK SECURITY, LLC</b> <i>(hereinafter "Surviving LLC")</i></p>	

**ARTICLE I: PLAN OF ENTITY CONVERSION**

- a. Please set forth the Plan of Conversion, containing such information as required by Indiana Code 23-1-38.5-11 and Indiana Code 23-1-38.5-12, attach herewith, and designate it as "Exhibit A."  
The following is basic information that must be included in the Plan of Entity Conversion: (please refer to Indiana Code 23-1-38.5-12 for a more complete listing of requirements before submitting the plan).
- A statement of the type of business entity that Surviving LLC will be and, if it will be a foreign non-corporation, its jurisdiction of organization;
  - The terms and conditions of the conversion;
  - The manner and basis of converting the shares of Non-surviving Corporation into the interests, securities, obligations, rights to acquire interests or other securities of Surviving LLC following its conversion; and
  - The full text, as in effect immediately after the consummation of the conversion, of the organic document (if any) of Surviving LLC.
  - If, as a result of the conversion, one or more shareholders of Non-surviving Corporation would be subject to owner liability for debts, obligations, or liabilities of any other person or entity, those shareholders must consent in writing to such liabilities in order for the Plan of Merger to be valid.
- b. Please read and sign the following statement.  
*I hereby affirm under penalty of perjury that the plan of conversion is in accordance with the Articles of Incorporation or bylaws of Non-surviving Corporation and is duly authorized by the shareholders of Non-surviving Corporation as required by the laws of the State of Indiana.*

Signature:	Printed Name Jonathan J. Thompson	Title President & CEO
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**ARTICLE II: NAME AND DATE OF INCORPORATION OF NON-SURVIVING CORPORATION**

- a. The name of Non-surviving Corporation immediately before filing these Articles of Entity Conversion is the following:  
Rook Consulting, Inc.
- b. The date on which Non-surviving Corporation was incorporated in the State of Indiana is the following (month, day, year):  
November 5, 2010

**ARTICLE III: NAME AND PRINCIPLE OFFICE OF SURVIVING LLC**

- a. The name of Surviving LLC is the following:  
  - (Please note pursuant to Indiana Code 23-18-2-8, this name must include the words "Limited Liability Company", "L.L.C.", or "LLC".)
  - (If Surviving LLC is a foreign LLC, then its name must adhere to the laws of the state in which it is domiciled.)
Rook Security, LLC

b. The address of Surviving LLC's Principal Office is the following:

Street Address (number and street) 120 East Market Street, Suite 100	City Indianapolis	State IN	ZIP code 46204
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**ARTICLE IV: REGISTERED OFFICE AND AGENT OF SURVIVING LLC**

Registered Agent: The name and street address of Surviving LLC's Registered Agent and Registered Office for service of process are the following:

Name of Registered Agent

Jonathan J. Thompson

Address of Registered Office (number and street or building)

120 East Market Street, Suite 100

City

Indianapolis

State

Indiana

ZIP code

46204

**ARTICLE V - JURISDICTION OF SURVIVING LLC AND CHARTER SURRENDER OF NON-SURVIVING CORPORATION**

**SECTION 1: JURISDICTION**

Please state the jurisdiction in which Surviving LLC will be organized and governed.

Indiana

**SECTION 2: CHARTER SURRENDER (Please complete this section only if Surviving LLC is organized outside of Indiana.)**

If the jurisdiction stated above is not Indiana, please set forth the Articles of Charter Surrender for the Non-surviving Corporation and attach herewith as "Exhibit B."

Pursuant to *Indiana Code 23-1-38.5-14*, the Articles of Charter Surrender must include:

1. The name of Non-surviving Corporation;
2. A statement that the Articles of Charter Surrender are being filed in connection with the conversion of Non-surviving Corporation into an LLC that will be organized in a jurisdiction other than the State of Indiana;
3. A signed statement under penalty of perjury that the conversion was duly approved by the shareholders of Non-surviving Corporation in a manner required by Indiana Law and consistent with the Articles of Incorporation or the bylaws of Non-surviving Corporation;
4. The jurisdiction under which the Surviving LLC will be organized; and
5. The address of Surviving LLC's executive office.

**ARTICLE VI: DISSOLUTION OF SURVIVING LLC**

Please indicate when dissolution will take place in Surviving LLC:

- The latest date upon which Surviving LLC is to dissolve is \_\_\_\_\_, OR
- Surviving LLC is perpetual until dissolution.

**ARTICLE VII: MANAGEMENT OF SURVIVING LLC**

Surviving LLC will be managed by:

- The members of Surviving LLC, OR
- A manager or managers

In Witness Whereof, the undersigned being an officer or other duly authorized representative of Non-surviving Corporation executes these Articles of Entity Conversion and verifies, subject to penalties of perjury, that the statements contained herein are true,

this 21st day of March, 2015.

Required:

- By checking the box, the Signator(s) represent(s) that the registered agent named in the application has consented to the appointment of registered agent.

Signature

Printed name

Jonathan J. Thompson

Title

President and CEO

## EXHIBIT A

### PLAN OF ENTITY CONVERSION

Pursuant to the provisions of the Indiana Business Flexibility Act, as amended (“Act”) and the Indiana Business Corporation Law, as amended (“Law”), Rook Consulting, Inc., an Indiana corporation (“Converting Entity”), hereby sets forth the following Plan of Entity Conversion:

#### WITNESSETH:

WHEREAS, the Converting Entity was duly organized as an Indiana corporation on November 5, 2010; and

WHEREAS, the shareholder of the Converting Entity has unanimously determined for good and valid business purposes that it is in the best interest of the Converting Entity to convert into Rook Security, LLC, an Indiana limited liability company (“Surviving Entity”), pursuant to the provisions of the Law, the Act and this Plan of Entity Conversion.

### ARTICLE I

#### Name and Type of the Surviving Entity

On the Effective Date (as defined in Section 5.1 below) and in accordance with the provisions of the Law and the Act, the Converting Entity shall be converted into the Surviving Entity (the “Conversion”). On and after the Effective Date, the name of Surviving Entity shall be Rook Security, LLC, an Indiana limited liability company.

### ARTICLE II

#### Terms and Conditions of Conversion

**2.1 Effect of the Conversion.** As of the Effective Date, the Conversion shall result in the following:

- (i) Title to all real and personal property, both tangible and intangible of the Converting Entity shall remain in the Surviving Entity without reversion or impairment;
- (ii) The liabilities of the Converting Entity shall remain the liabilities of the Surviving Entity;
- (iii) An action or proceeding pending against the Converting Entity shall continue against the Surviving Entity as if the Conversion had not occurred;
- (iv) The Articles of Organization attached to this Plan of Entity Conversion as Exhibit 1 shall constitute the formation document of the Surviving Entity;
- (v) The Surviving Entity shall be considered to be an Indiana limited liability company for all purposes;

- (vi) The Surviving Entity shall be considered to be the same entity without interruption as the Converting Entity that existed before the Conversion; and
- (vii) The Surviving Entity shall be considered to have been organized on the date that the Converting Entity was originally organized.

**2.2 Converting Entity's Organization Documents.** As of the Effective Date, the Articles of Incorporation, as amended, of the Converting Entity shall be treated as having been cancelled and will no longer govern the internal management and operations of the Surviving Entity. The Articles of Organization attached to this Plan of Entity Conversion as Exhibit 1 and the Operating Agreement of the Converting Entity shall govern according to the applicable laws of the State of Indiana.

**ARTICLE III**  
**Manner and Basis of Converting the Common Stock of the Converting Entity into Membership Units in the Surviving Entity**

Following the Conversion, each share of the Converting Entity common stock issued and outstanding on the effective date shall be converted into membership interests in the Surviving Entity and shall thereupon, and without the necessity of the surrender of stock certificates or any other action, be extinguished, cancelled and returned.

**ARTICLE IV**  
**Organizational Documents of the Surviving Entity**

The Articles of Organization of the Surviving Entity, Rook Security, LLC, as in effect immediately after consummation of the Conversion, are attached hereto as Exhibit 1.

**ARTICLE V**  
**Miscellaneous**

**5.1 Effective Date and Time.** The Conversion shall become effective as of <sup>March</sup> ~~January~~ 31, 2015 after the date that the Articles of Entity Conversion are filed with the Indiana Secretary of State. The date and time upon which the Conversion becomes effective is referred to herein as the "Effective Date."

**5.2 Further Action.** From time to time on and after the Effective Date, the members or manager of the Surviving Entity may act in the name of the Converting Entity, may execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other actions as the Surviving Entity, or its successors or assigns, may deem necessary or advisable in order to vest in, perfect or confirm to the Surviving Entity and its successors and assigns, the title to and possession of all the property, rights, privileges, powers and franchises to which it is entitled and otherwise to carry out the intent and purposes of this Plan of Entity Conversion.

**5.3 Governing Law.** This Plan of Entity Conversion shall in all respects be governed

and construed under the laws of the State of Indiana, without regard to Indiana's law regarding conflicts of law.

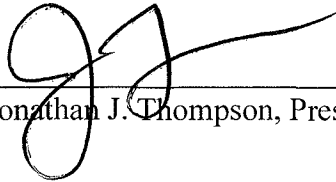
**5.4 Severability.** If any provision of this Plan of Entity Conversion is held to be invalid or unenforceable by a court of competent jurisdiction, this Plan of Entity Conversion shall be interpreted and enforceable as if such provision were severed or limited, but only to the extent necessary to render such provision and this Plan of Entity Conversion enforceable.

*[Remainder of page intentionally left blank.]*



IN WITNESS WHEREOF, the Converting Entity, by its duly authorized representatives, has executed this Plan of Entity Conversion as of this 21<sup>st</sup> day of March, 2015 to be effective as of the Effective Date.

**ROOK CONSULTING, INC.**

By:   
Jonathan J. Thompson, President and CEO

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EXHIBIT 1

ARTICLES OF ORGANIZATION  
OF  
ROOK SECURITY, LLC

The undersigned, acting as organizer (“Organizer”), hereby forms a limited liability company under the Indiana Business Flexibility Act and does hereby adopt as the Articles of Organization of such limited liability company the following:

**Article 1. Name.** The name of the limited liability company shall be Rook Security, LLC (the “Company”).

**Article 2. Registered Office and Registered Agent.**

- A. The street address of the registered office of the Company in Indiana is 120 East Market Street, Suite 100, Indianapolis, Indiana 46204.
- B. The name of the registered agent of the Company at the above registered office is Jonathan Thompson.

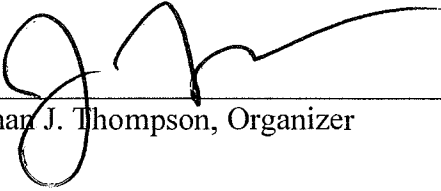
**Article 3. Effective Date and Duration.**

- A. These Articles of Organization and the formation of the Company shall be effective as of March 31, 2015, the date of filing of the Articles of Entity Conversion of Rook Consulting, Inc. with the Indiana Secretary of State (the “Effective Date”).
- B. The duration of the Company shall be perpetual until dissolution in accordance with the Company’s Operating Agreement, as amended from time to time.

**Article 4. Manager.** The Company shall be managed by one or more Managers (who may be non-Members) in accordance with the Operating Agreement of the Company.

**Article 5. Purpose.** The Company shall have unlimited power to engage in and do any lawful act covering any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Indiana, including all powers and purposes now and hereafter permitted by law to a limited liability company.

Dated: March 31, 2015

  
Jonathan J. Thompson, Organizer

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