

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM351286

<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>
Santa Cruz Bicycles, Inc.		06/30/2015	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Santa Cruz Bicycles, LLC		
<b>Street Address:</b>	2841 Mission Street		
<b>City:</b>	Santa Cruz		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	95060		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 11</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3801722		
<b>Registration Number:</b>	2756254		
<b>Registration Number:</b>	2511623	BULLIT	
<b>Registration Number:</b>	2294275	CHAMELEON	
<b>Registration Number:</b>	2150814	HECKLER	
<b>Registration Number:</b>	3223940	NOMAD	
<b>Registration Number:</b>	2212031	SANTA CRUZ	
<b>Registration Number:</b>	2786555	SWOBO	
<b>Registration Number:</b>	3308215	SWOBO	
<b>Registration Number:</b>	3631044	SYNDICATE	
<b>Registration Number:</b>	2038905	VPP	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8314597561		
<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>	831.459.7560		
<b>Email:</b>	rob@santacruz bicycles.com, mricci@santacruz bicycles.com		
<b>Correspondent Name:</b>	Rob Roskopp		
<b>Address Line 1:</b>	2841 Mission Street		
<b>Address Line 4:</b>	Santa Cruz, CALIFORNIA 95070		

CH \$290.00 3801722

<b>ATTORNEY DOCKET NUMBER:</b>	SCBIKE ART. OF CONVERSION
<b>NAME OF SUBMITTER:</b>	Rob Roskopp
<b>SIGNATURE:</b>	/Rob Roskopp/
<b>DATE SIGNED:</b>	08/13/2015
<b>Total Attachments: 4</b> source=SCB Articles of Conversion#page1.tif source=SCB Articles of Conversion#page2.tif source=SCB Articles of Conversion#page3.tif source=SCB Articles of Conversion#page4.tif	



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**Secretary of State  
Business Programs Division**

Business Entities, 1500 11th Street, 3rd Floor, Sacramento, CA 95814

## Welcome to California

Congratulations on the registration of your limited liability company with the California Secretary of State. Please see below for important information.

### Required Statement of Information

California law requires limited liability companies to keep their public record updated by filing a Statement of Information with the California Secretary of State.

Limited liability companies must file a complete Statement of Information (Form LLC-12) within the first 90 days of filing the Articles of Organization or Application to Register, and then every 2 years after that before the end of the month of the registration date.

Statements of Information for limited liability companies must be submitted on paper to the California Secretary of State, and can be mailed or delivered in person (drop off) to the Sacramento office. Additional information regarding Statements of Information, including forms, instructions and current fees is available at [www.sos.ca.gov/business/be/statements.htm](http://www.sos.ca.gov/business/be/statements.htm).

Current processing times for Statements of Information may be found at [www.sos.ca.gov/business/be/processing-times.htm](http://www.sos.ca.gov/business/be/processing-times.htm).

### Other Business Information and Resources

All business entities are subject to state and federal tax laws. You may wish to contact the following agencies to assist you with these issues:

- Internal Revenue Service – [www.irs.gov](http://www.irs.gov) or call (800) 829-1040 for forms and issues concerning Federal tax, employer identification numbers, subchapter S elections
- Franchise Tax Board – [www.ftb.ca.gov](http://www.ftb.ca.gov) or call (800) 852-5711 for forms and issues concerning franchise tax and state income tax requirements
- State Board of Equalization – [www.boe.ca.gov](http://www.boe.ca.gov) or call (800) 400-7115 for forms and issues concerning sales taxes or use taxes
- Employment Development Department – [www.edd.ca.gov](http://www.edd.ca.gov) or call (800) 300-5616 for forms and issues concerning employment and payroll taxes

Please refer to [www.sos.ca.gov/business/be/resources.htm](http://www.sos.ca.gov/business/be/resources.htm) for a list of other agencies you may need to contact to ensure proper compliance with the laws of the State of California. Please be aware that the California Secretary of State does not license limited liability companies. For licensing requirements, please contact the California city and/or county where the principal place of business is located and/or the state agency, or board with jurisdiction over the activities of the limited liability company



## Customer Alert – Misleading Certificate of Status Solicitations

Letters are being sent to businesses registered with the Secretary of State directing them to submit \$49.50, respond by a certain date, complete a form, and send the money and documentation to a private entity named "California State Corporations." According to the letter, California State Corporations will provide a "certificate of status." However, these Certificates of Status are fraudulent because only the Secretary of State can issue a Certificate of Status. An example of the form and fraudulent "certificate of status" are available through our website at [www.sos.ca.gov/business/be/alert-misleading-solicitations.htm](http://www.sos.ca.gov/business/be/alert-misleading-solicitations.htm).

A certification of the entity's status, also known as the Certificate of Status, only can be issued by the Secretary of State who is the official custodian of business entity records for the State of California. The fee for this certificate is \$5.00. The private entity has no affiliation or authorization to act on behalf of the State of California or the Secretary of State and is illegally issuing fraudulent Certificates of Status for entities registered with the California Secretary of State.

An official Certificate of Status can be obtained by submitting a request to the California Secretary of State's Sacramento office either in person or by mail. Instructions and fees for ordering a Certificate of Status can be obtained through our website at [www.sos.ca.gov/business/be/information-requests.htm](http://www.sos.ca.gov/business/be/information-requests.htm).

These solicitations are not being made by the California Secretary of State's office and are not being made by or on behalf of any governmental entity. Although a business entity can use an intermediary to submit filings, request a certificate of status, and pay fees to our office, no business is required to go through another private entity in order to obtain documents or certificates from the Secretary of State's office and no private entity can issue these documents.

### Action for Fraudulent Letters

California businesses that receive one of these fraudulent solicitation letters or that have paid the company and received a fraudulent certificate should submit a written complaint along with the entire solicitation (including the solicitation letter, the outer and return envelopes, and all related documents if available, and a copy of the fraudulent certificate) to the California Attorney General, Public Inquiry Unit, P.O. Box 944255, Sacramento, California 94244-2550. A complaint form, which can be completed online and printed to mail, is available on the California Attorney General's website at [www.oag.ca.gov/consumers](http://www.oag.ca.gov/consumers).

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State of California Secretary of State

1943906 out

Limited Liability Company Articles of Organization - Conversion

LLC-1A

File #

FILED JRP Secretary of State Day State of California

JUN 30 2015

IMPORTANT - Read all instructions before completing this form.

JCC This Space For Filing Use Only

Converted Entity Information

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

Santa Cruz Bicycles, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):

One Manager

More Than One Manager

All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Designated Office in CA City State Zip Code

2841 Mission St., Santa Cruz CA 95060

5. Initial Mailing Address of Limited Liability Company, if different from item 4 City State Zip Code

6. Name of Initial Agent For Service of Process (Item 6: List a California resident or a California registered corporate agent that agrees to be your initial agent for service of process in case the LLC is sued. You may list any adult who lives in California. You may not list an LLC as the agent. Item 7: If the agent is an individual, list the agent's business or residential street address in California. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.)

Matthew E. Dambrov

7. If an individual, Street Address of Agent for Service of Process in CA City State Zip Code

1111 Broadway, 24th Floor, Oakland CA 94607

Converting Entity Information

8. Name of Converting Entity

Santa Cruz Bicycles, Inc.

9. Form of Entity

Corporation

10. Jurisdiction

California

11. CA Secretary of State File Number, if any

1943906

12. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:

The class and number of outstanding interests entitled to vote.

AND

The percentage vote required of each class.

Class: Common; Number of shares: 86,986

51%

Additional Information

13. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

14. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person

Rob Roskopp, President, Secretary, Treasurer

Type or Print Name and Title of Authorized Person

Signature of Authorized Person

Richard Novak, CFO and Vice President

Type or Print Name and Title of Authorized Person



I hereby certify that the foregoing transcript of \_\_\_\_\_ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JUL 01 2015

Date: \_\_\_\_\_

*Alex Padilla*  
ALEX PADILLA, Secretary of State

**TRADEMARK**