

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM360723

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Horizon Homes, Ltd.		09/30/2015	LIMITED PARTNERSHIP: TEXAS
RECEIVING PARTY DATA			
Name:	Horizon Homes, LLC		
Street Address:	5601 Democracy Dr.		
Internal Address:	Suite 300		
City:	Plano		
State/Country:	TEXAS		
Postal Code:	75024		
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2856287	HORIZON HOMES	
Registration Number:	3593534	HORIZON HOMES	
CORRESPONDENCE DATA			
Fax Number:	2142105941		
<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:	214-210-5940		
Email:	docket@grspc.com		
Correspondent Name:	Schultz & Associates, P.C.		
Address Line 1:	5400 LBJ Freeway		
Address Line 2:	Suite 1200		
Address Line 4:	Dallas, TEXAS 75240		
ATTORNEY DOCKET NUMBER:	42853.0103		
NAME OF SUBMITTER:	George R. Schultz		
SIGNATURE:	/george r. schultz/		
DATE SIGNED:	10/31/2015		
Total Attachments: 6			
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Form 642
(Revised 05/11)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: See instructions



**Certificate of Conversion
of a
Limited Partnership Converting
to a
Limited Liability Company**

This space reserved for office
use.

FILED
In the Office of the
Secretary of State of Texas
OCT 01 2015
Corporations Section

Converting Entity Information

The name of the converting limited partnership is:
Horizon Homes, Ltd.

The jurisdiction of formation of the limited partnership is: Texas

The date of formation of the limited partnership is: March 4, 1997

The file number, if any, issued to the limited partnership by the secretary of state is: 9651110

Converted Entity Information

The limited partnership named above is converting to a limited liability company. The name of the limited liability company is:

Horizon Homes, LLC

The limited liability company will be formed under the laws of: Texas

Plan of Conversion

The plan of conversion is attached.

If the plan of conversion is not attached, the following section must be completed.

Alternative Statements

In lieu of providing the plan of conversion, the converting limited partnership certifies that:

1. A signed plan of conversion is on file at the principal place of business of the limited partnership, the converting entity. The address of the principal place of business of the limited partnership is:

5601 Democracy Drive, Suite 300 Plano TX USA 75024
Street or Mailing Address *City* *State* *Country* *Zip Code*

2. A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

5601 Democracy Drive, Suite 300 Plano TX USA 75024
Street or Mailing Address *City* *State* *Country* *Zip Code*

3. A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Certificate of Formation for the Converted Entity

If the converted entity is a Texas limited liability company, the certificate of formation of the Texas limited liability company must be attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C.)

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

Attached hereto is a certificate from the comptroller of public accounts that certifies that the converting entity is in good standing for purposes of conversion.

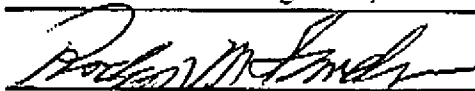
In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code to execute the filing instrument.

Date: 9/30/2015

Horizon Homes Management, Inc.



Signature of authorized person (see instructions)

By: Rodger M. Sanders, President

Printed or typed name of authorized person

Form 205
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: \$300



**Certificate of Formation
Limited Liability Company**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
OCT 01 2015
Corporations Section

Article 1 - Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

Horizon Homes, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2 - Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

Brad Gahm
First Name *M.I.* *Last Name* *Suffix*

C. The business address of the registered agent and the registered office address is:

5601 Democracy Drive, Suite 300 Plano TX 75024
Street Address *City* *State* *Zip Code*

Article 3 - Governing Authority

(Select and complete either A or B and provide the name and address of each governing person.)

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

GOVERNING PERSON 1				
NAME (Enter the name of either an individual or an organization, but not both)				
IF INDIVIDUAL				
<u>Rodger</u>	<u>M.</u>	<u>Sanders</u>		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
<u>5601 Democracy Drive, Suite 300</u>	<u>Plano</u>	<u>TX</u>	<u>USA</u>	<u>75024</u>
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

GOVERNING PERSON 2				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
Jean Ann		Brock		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
5601 Democracy Drive, Suite 300		Plano	TX	USA 75024
<i>Street or Mailing Address</i>		<i>City</i>	<i>State</i>	<i>Country Zip Code</i>

GOVERNING PERSON 3				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
<i>First Name</i>		<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
<i>Street or Mailing Address</i>		<i>City</i>	<i>State</i>	<i>Country Zip Code</i>

Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

See insert.

This certificate of formation relates to the formation of an entity pursuant to a plan of conversion. The predecessor entity (Horizon Homes, Ltd.) was formed on March 4, 1997 and was a Texas limited partnership with the same address as shown on this certificate of formation.

Dan Miller is the Chief Financial Officer of the limited liability company.

Organizer

The name and address of the organizer:

Valerie P. Thomas, Esq.

Name

2100 Ross Avenue, Suite 2600

Dallas

TX 75201

Street or Mailing Address

City

State Zip Code

Effectiveness of Filing (Select either A, B, or C.)


- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 9/30/2015



Signature of organizer

Valerie P. Thomas, Esq.

Printed or typed name of organizer

This Limited Liability Company shall indemnify its Managers and officers, any additional or successor Managers and officers, any interim manager of the Limited Liability Company and each employee, agent, director or officer of a Manager against judgments, penalties, including excise and similar taxes, fines, settlements and reasonable expenses actually incurred by the indemnitee in connection with any action, suit, inquiry, investigation or other proceeding of any kind or nature, whether civil, criminal, administrative, arbitral or investigative, including any appeal therein and any inquiry or investigation that could lead thereto, in which the indemnitee was, is or is threatened to be made a named defendant or respondent, and in connection with an indemnitee's appearance as a witness or other participation in such a proceeding at a time when the indemnitee is not a named defendant or respondent in the proceeding, because the indemnitee is or was serving in one or more of the aforementioned capacities. In connection therewith, the Limited Liability Company may advance expenses to any indemnitee and may purchase and maintain insurance or other arrangements on behalf of the indemnitee to the fullest extent permitted under the laws of the State of Texas, as the same may be modified or amended from time to time. The indemnification provided by this Section shall not be exclusive of, but shall be in addition to, any other rights to which an indemnitee may be entitled by law, agreement, vote of the Managers or Members or otherwise, to the extent permitted by law. Notwithstanding the foregoing, the indemnification shall not extend to any action or inaction on the part of any indemnitee that shall have been proved to involve fraud, deceit, gross negligence, willful misconduct or a wrongful taking by the indemnitee.