

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM363245

<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>
Buffets, Inc.		12/12/2014	CORPORATION: MINNESOTA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Buffets, LLC		
<b>Doing Business As:</b>	Ovation Brands		
<b>Street Address:</b>	1020 Discovery Road		
<b>Internal Address:</b>	Suite 100		
<b>City:</b>	Eagan		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55121		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: MINNESOTA		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4592361	OVATION BRANDS	
<b>Registration Number:</b>	4592360	OVATION BRANDS	
<b>Registration Number:</b>	3425564	OVATION	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9528855969		
<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>	952-885-5999		
<b>Email:</b>	trademarks@mmlawfirm.com		
<b>Correspondent Name:</b>	Ryan R. Palmer		
<b>Address Line 1:</b>	7760 France Avenue South		
<b>Address Line 2:</b>	Suite 700		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55435		
<b>ATTORNEY DOCKET NUMBER:</b>	13032-		
<b>NAME OF SUBMITTER:</b>	Attorney of Record, Minnesota Bar Member		
<b>SIGNATURE:</b>	/Ryan R. Palmer/		
<b>DATE SIGNED:</b>	11/20/2015		

OP \$90.00 4592361

**Total Attachments: 12**

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

I, Mark Ritchie, 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:

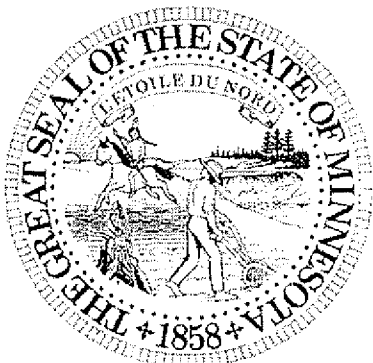
Minnesota: Buffets, Inc.

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

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

Minnesota: Buffets, LLC

This Certificate has been issued on: 12/12/2014



*Mark Ritchie*

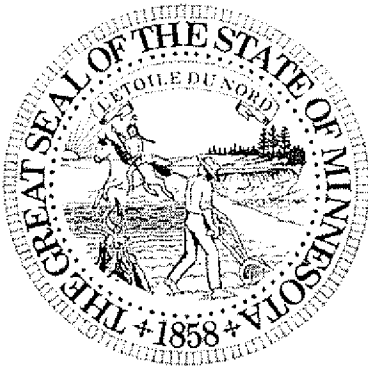
Mark Ritchie  
Secretary of State  
State of Minnesota

## Office of the Minnesota Secretary of State Certificate of Organization

I, Mark Ritchie, 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: Buffets, LLC  
File Number: 799130100050  
Minnesota Statutes, Chapter: 322B  
This certificate has been issued on: 12/12/2014



*Mark Ritchie*  
Mark Ritchie  
Secretary of State  
State of Minnesota



STATE OF MINNESOTA  
ARTICLES OF CONVERSION  
FROM A CORPORATION TO  
A LIMITED LIABILITY COMPANY  
PURSUANT TO CHAPTERS  
302A & 322B OF THE MINNESOTA STATUTES

Pursuant to Sections 302A.681 through 302A.691 of the Minnesota Business Corporation Act, Buffets, Inc., a Minnesota corporation, hereby executes the following Articles of Conversion.

- FIRST The name of the organization before the conversion is Buffets, Inc.
- SECOND The name of the organization after the conversion shall be Buffets, LLC.
- THIRD Buffets, LLC shall be a Minnesota limited liability company.
- FOURTH The Plan of Conversion attached hereto as Exhibit A was approved by unanimous written action by the Board of Directors of Buffets, Inc. pursuant to Minnesota Statute section 302A.685.
- FIFTH The Terms and Conditions of the Proposed Conversion are that all shares from the corporation shall be converted to member units of the limited liability company.
- SIXTH The effective date of the conversion contemplated hereunder shall be 12:01 a.m. on December 17, 2014.
- SEVENTH Attached hereto as Exhibit B is a true and correct copy of the Articles of Organization of Buffets, LLC.

[Signature Page to Follow]

IN WITNESS WHEREOF, I have hereunto set my hand this 12th day of  
December, 2014.

BUFFETS, INC.

By: Jason S. Smith  
Name: JASON S. SMITH  
Title: Authorized Person

Email Address for Official Notices:

Jason.smith@ovationbrands.com

Contact Name: JASON SMITH  
Contact Phone Number: 651-365-2724

[Signature Page To Buffets, Inc. Articles of Conversion]

TRADEMARK

REEL: 005673 FRAME: 0976

Exhibit A

Plan of Conversion

Exhibit A

Proposed Articles of Organization



ARTICLES OF ORGANIZATION

OF

BUFFETS, LLC

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The undersigned organizer, in order to form a Limited Liability Company under Minnesota Statutes, Chapter 322B, adopts the following:

ARTICLE I.

The name of the Limited Liability Company is Buffets, LLC.

ARTICLE II.

The address of the registered office of the Limited Liability Company in the State of Minnesota is 380 Jackson Street, Suite 700, St. Paul, Minnesota 55101. The name of the registered agent of the Limited Liability Company at such address is Corporation Service Company.

ARTICLE III.

The name and address of the organizer of this Company is as follows:

Jason S. Smith  
1020 Discovery Road, Suite 100  
Eagan, MN 55121

ARTICLE IV.

Any action required or permitted to be taken at a meeting of the Board of Governors of this Company needing approval by the members may be taken by written action signed by the number of governors that would be required to take such action at a meeting of the Board of Governors at which all governors are present.

ARTICLE V.

No governor of this Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such governor as a governor, provided, however, that this Article shall not eliminate or limit the liability of a governor to the extent provided by applicable law (i) for any breach of the governor's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 322B.56 or 80A.23 of the Minnesota Statutes, (iv) for any transaction from which the governor derived an improper personal benefit or (v) for any act or omission occurring prior to the effective date of this Article. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any governor of the

TRADEMARK

REEL: 005673 FRAME: 0979

13159732.4

Company for or with respect to any acts or omissions of such governor occurring prior to such amendment or repeal.

[Signature Page to Follow]

13159732.4

By: \_\_\_\_\_  
Name:  
Title: Authorized Person

Email Address for Official Notices:

Contact Name:  
Contact Phone Number:

**TRADEMARK**

**REEL: 005673 FRAME: 0981**

Exhibit B

Articles of Organization

ARTICLES OF ORGANIZATION

OF

BUFFETS, LLC

\*\*\*\*\*

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TRADEMARK

REEL: 005673 FRAME: 0983



**File Numbers**

79913010003

4M-229

799130100050

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED

12/12/2014 11:59:00 PM

*Mark Ritchie*