

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM365543

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
EVER-GREEN ENERGY, LLC.		08/11/2015	LIMITED LIABILITY COMPANY: MINNESOTA
RECEIVING PARTY DATA			
Name:	EVER-GREEN ENERGY, INC.		
Street Address:	345 SAINT PETER STREET		
Internal Address:	#1350		
City:	SAINT PAUL		
State/Country:	MINNESOTA		
Postal Code:	55102-1611		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3459322	COOL, GREEN & CLEAN	
Registration Number:	3168395	RED HOT, COOL & GREEN	
Registration Number:	3876569	SEAWATER AIR CONDITIONING COOL GREEN CLE	
Registration Number:	4576161	CLEARSTORY	
CORRESPONDENCE DATA			
Fax Number:	9526972631		
<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:	9526972632		
Email:	cmagargee@billionarmitage.com		
Correspondent Name:	BENJAMIN C. ARMITAGE		
Address Line 1:	7401 Metro Blvd., Suite 425		
Address Line 4:	Minneapolis, MINNESOTA 55439		
ATTORNEY DOCKET NUMBER:	4074.003(004,007,008)UST1		
NAME OF SUBMITTER:	BENJAMIN C. ARMITAGE		
SIGNATURE:	/Benjamin C. Armitage/		
DATE SIGNED:	12/11/2015		

OP \$115.00 3459322

Total Attachments: 7

source=GPDOCS1__4149168_v1_Ever_Green_Energy__Inc__Conversion_Docs_FILE_32197_1#page1.tif

source=GPDOCS1__4149168_v1_Ever_Green_Energy__Inc__Conversion_Docs_FILE_32197_1#page2.tif

source=GPDOCS1__4149168_v1_Ever_Green_Energy__Inc__Conversion_Docs_FILE_32197_1#page3.tif

source=GPDOCS1__4149168_v1_Ever_Green_Energy__Inc__Conversion_Docs_FILE_32197_1#page4.tif

source=GPDOCS1__4149168_v1_Ever_Green_Energy__Inc__Conversion_Docs_FILE_32197_1#page5.tif

source=GPDOCS1__4149168_v1_Ever_Green_Energy__Inc__Conversion_Docs_FILE_32197_1#page6.tif

source=GPDOCS1__4149168_v1_Ever_Green_Energy__Inc__Conversion_Docs_FILE_32197_1#page7.tif

Office of the Minnesota Secretary of State Certificate of Incorporation

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.

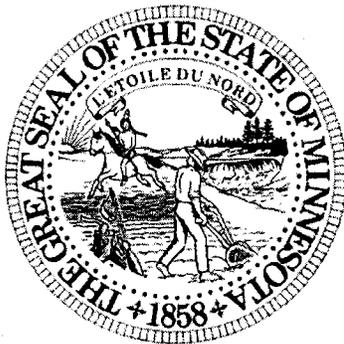
The business entity is now legally registered under the laws of Minnesota.

Name: Ever-Green Energy, Inc.

File Number: 844314600114

Minnesota Statutes, Chapter: 302A

This certificate has been issued on: 09/29/2015



A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State
State of Minnesota

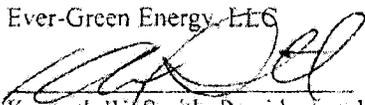


ARTICLES OF CONVERSION
OF
EVER-GREEN ENERGY, LLC
INTO
EVER-GREEN ENERGY, INC.

Pursuant to the provisions of the Minnesota Limited Liability Company Act, Minnesota Statutes Chapter 322B, and the Minnesota Business Corporation Act, Minnesota Statutes Chapter 302A, the following Articles of Conversion are executed on the date hereinafter set forth:

1. Attached hereto as **Exhibit A** is a copy of the Plan of Conversion of Ever-Green Energy, LLC, into Ever-Green Energy, Inc. (the "**Plan**").
2. The name of the converting organization is Ever-Green Energy, LLC (the "**Converting Organization**"). Upon the conversion becoming effective the name of the Converting Organization is to be changed to Ever-Green Energy, Inc. (the "**Converted Organization**"). Once the conversion has become effective, the Converting Organization will have been converted into the Converted Organization.
3. The Converted Organization will be a business corporation governed under Minnesota Statutes Section 302A.
4. The Plan has been adopted by the Board of Governors and the Members of the Converting Organization in compliance with Minnesota Statutes Sections 302A.685 and 322B.78.
5. Annexed as **Exhibit 1** to the Plan is a copy of the Articles of Incorporation of the Converted Organization.
6. The conversion set forth in these Articles will be effective at close of business on September 30, 2015.

Ever-Green Energy, LLC


Kenneth W. Smith, President and CEO

Date: 8/11, 2015

| GP:3992765 v5

**EXHIBIT A
TO
ARTICLES OF CONVERSION

PLAN OF CONVERSION
FOR THE CONVERSION
OF
EVER-GREEN ENERGY, LLC
INTO
EVER-GREEN ENERGY, INC.**

This PLAN OF CONVERSION (hereinafter referred to as the “**Plan**”), entered into as of June 4, 2015, for the conversion of Ever-Green Energy, LLC, a Minnesota limited liability company, into Ever-Green Energy, Inc., a Minnesota corporation.

1. **Converting Organization.** The name of the converting organization under this Plan is Ever-Green Energy, LLC (the “**Converting Organization**”).
2. **Converted Organization.** Pursuant to this Plan, the Converting Organization is to be changed to Ever-Green Energy, Inc. (the “**Converted Organization**”).
3. **Governing Statute.** The Converted Organization will be a business corporation governed under Minnesota Statutes Section 302A.
4. **Effective Date.** The effective date of the conversion contemplated hereunder is close of business on September 30, 2015 (the “**Effective Date**”), on which date the Converting Organization will be converted into the Converted Organization (the “**Conversion**”).
5. **Conversion of Membership Interest to Common Shares.** As of the Effective Date, each one (1) percentage of membership interest of the Converting Organization will convert to ten (10) shares of common stock in the Converted Organization.
6. **Articles of Incorporation.** The Articles of Incorporation of Ever-Green Energy, Inc., attached hereto as **Exhibit 1**, will be the Articles of Incorporation of the Converted Organization as of the Effective Date.
7. **Bylaws.** The Bylaws of Ever-Green Energy, Inc., will be the Bylaws of the Converted Organization as of the Effective Date.
8. **Governors and Officers.** The governors of the Converting Organization in office immediately prior to the Effective Date shall become the directors of the Converted Organization as of and after the Effective Date until their successors are duly elected and qualified. In addition, Kenneth W. Smith shall serve as an *ex officio* director of the Converted Organization by virtue of his office as the President and Chief Executive Officer of the Converted Organization, in accordance with the Bylaws. Subject to the authority of the Board of Directors as provided by law and the Bylaws of the Converted

Organization, the officers of the Converting Organization immediately prior to the Effective Date shall become the officers of the Converted Organization as of the Effective Date.

9. **Actions to Give Effect.** Upon adoption and approval of the Plan by the Board of Governors and the Members of the Converting Organization in accordance with Section 302A.685 of the Minnesota Business Corporation Act and Section 322B.78 of the Minnesota Limited Liability Company Act, the Articles of Conversion shall be executed and delivered to the Secretary of State of the State of Minnesota for filing as provided by the Minnesota Business Corporation Act. The Converted Organization will also cause to be performed all necessary acts to effectuate the Conversion.

[remainder of page intentionally left blank]

**EXHIBIT 1
TO PLAN OF CONVERSION
ARTICLES OF INCORPORATION
OF
EVER-GREEN ENERGY, INC.**

**ARTICLE 1
Name**

The name of this corporation is Ever-Green Energy, Inc.

**ARTICLE 2
Registered Office**

The address of this corporation's registered office in Minnesota is 345 Saint Peter Street, #1350, Saint Paul, Minnesota 55102-1611.

**ARTICLE 3
Authorized Capital**

The total authorized number of shares of this corporation is 100,000 shares, all of which will be shares of common stock with no par value per share.

**ARTICLE 4
Cumulative Voting Prohibition**

Shareholders will have no rights of cumulative voting.

**ARTICLE 5
Preemptive Rights Prohibition**

Shareholders will have no statutory preemptive rights.

**ARTICLE 6
Dissenters' Rights Prohibition**

A shareholder's right to dissent from or obtain payment for the fair value of the shareholder's shares are limited to the fullest extent permitted by Minnesota law. Pursuant to Minnesota Statutes Section 302A.471, subdivision 1(a) (or similar provisions of future law), a shareholder will have no right to dissent from, and obtain payment for the fair value of the shareholder's shares in the event of, an amendment of the articles that materially and adversely affects the rights or preferences of the shares of the dissenting shareholder in that it: (1) alters or abolishes a preferential right of the shares; (2) creates, alters, or abolishes a right in respect of the redemption of the shares, including a provision respecting a sinking fund for the redemption or repurchase of the shares; (3) alters or abolishes a preemptive right of the holder of the shares to acquire shares, securities other than shares, or rights to purchase shares or securities other than

shares; or (4) excludes or limits the right of a shareholder to vote on a matter or to cumulate votes.

ARTICLE 7
Directors Action by Written Consent

Any action required or permitted to be taken at a meeting of the board of directors may be taken by written action signed, or consented to by authenticated electronic communication, by all of the directors then in office, unless the action is one which need not be approved by the shareholders, in which case such action will be effective if signed by, or consented to by authenticated electronic communication, the number of directors that would be required to take the same action at a meeting at which all directors were present.

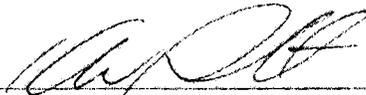
ARTICLE 8
Shareholders Action by Written Consent

Any action required or permitted to be taken at a meeting of the shareholders may be taken by written action signed, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting at which all shareholders entitled to vote were present.

ARTICLE 9
Limitation of Director Liability

No director of this corporation will be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty by such director, except to the extent expressly required by Minnesota law. Any repeal or modification of this Article by the shareholders of the corporation will be prospective only and will not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

* * *



Kenneth W. Smith, President/CEO - Incorporator

Date: August 11, 2015

76 Kellogg Blvd W
Hans O. Nyman Energy Ctr
St. Paul MN 55102-1211
re phone
CB

GP 3992765 v6



File Numbers

84431460009

9981-LLC

844314600114

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

9/29/2015 11:59:00 PM

Steve Simon

Steve Simon
Secretary of State