

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM374030

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Totally Chocolate, Inc.		12/18/2015	CORPORATION:
RECEIVING PARTY DATA			
Name:	Totally Chocolate, LLC		
Street Address:	2025 Sweet Road		
City:	Blaine		
State/Country:	WASHINGTON		
Postal Code:	98230		
Entity Type:	LIMITED LIABILITY COMPANY: WASHINGTON		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2561752	TOTALLY CHOCOLATE	
CORRESPONDENCE DATA			
Fax Number:	2062240779		
<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:	(206)682-8100		
Email:	efiling@cojk.com		
Correspondent Name:	Everett E. Fruehling, Esq.		
Address Line 1:	Christensen O'Connor Johnson Kindness		
Address Line 2:	1201 Third Avenue, Suite 3600		
Address Line 4:	Seattle, WASHINGTON 98101-2347		
ATTORNEY DOCKET NUMBER:	TOTC-2-27011		
NAME OF SUBMITTER:	Everett E. Fruehling, Esq.		
SIGNATURE:	/Everett E. Fruehling, Esq./		
DATE SIGNED:	02/22/2016		
Total Attachments: 5			
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source=Totally Chocolate LLC Entity Conversion#page2.tif			
source=Totally Chocolate LLC Entity Conversion#page3.tif			
source=Totally Chocolate LLC Entity Conversion#page4.tif			

OP \$40.00 2561752



Office of the Secretary of State
Corporations & Charities Division

Limited Liability Company

See attached detailed instructions

- Filing Fee \$30.00
- Filing Fee with Expedited Service \$80.00

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FILED

JAN 04 2016

WA SECRETARY OF STATE

UBI Number: **601675770**

AMENDED CERTIFICATE OF FORMATION/REGISTRATION

Chapter 25.15 RCW

SECTION 1

NAME OF LIMITED LIABILITY COMPANY (LLC): *(as currently recorded with the Office of the Secretary of State)*

Totally Chocolate, LLC

SECTION 2

AMENDMENTS TO CERTIFICATE: *(if necessary, attach additional information. If changing the name it must contain one of the following designations: Limited Liability Company, Limited Liability Co or one of these abbreviations: L.L.C. or LLC. If the designation is omitted, it will default to LLC when processed)*

The company is changed from a manager managed company to a member managed company.

The company's principal place of business is changed to:

2025 Sweet Road Blaine, WA 98230

SECTION 3

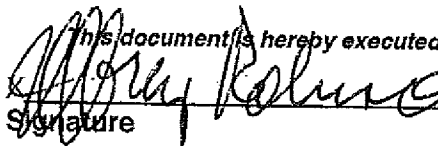
EFFECTIVE DATE OF AMENDMENTS TO CERTIFICATE: *(please check one of the following)*

- Upon filing by the Secretary of State
- Specific Date: _____ *(Specified effective date must be within 90 days AFTER the Amended Certificate has been filed by the Office of the Secretary of State)*

SECTION 4

MEMBER OR MANAGER SIGNATURE *(see instructions page)*

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

	Jeffrey Robinson/Manager	01/01/2016	3603323900
Signature	Printed Name/Title	Date	Phone

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, KIM WYMAN, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF CONVERSION

to

TOTALLY CHOCOLATE, LLC

a/an WA Limited Liability Company. Conversion documents are effective on the date indicated below.

Date: 12/21/2015

UBI Number: 601-675-770



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 12/21/2015

TRADEMARK

REEL: 005736 FRAME: 0583

FILED

DEC 21 2015

WA SECRETARY OF STATE

601 675770
ARTICLES OF ENTITY CONVERSION
TOTALLY CHOCOLATE, INC.

Pursuant to RCW 25.15.417 and RCW 23B.09.010(1), Totally Chocolate, Inc., a Washington corporation, submits these Articles of Entity Conversion for the purpose of converting the Washington corporation to a Washington limited liability company.

1. **Statement of Conversion.** Totally Chocolate, Inc., a Washington corporation, converted into Totally Chocolate, LLC, a Washington limited liability company.
2. **Name and Form of Converting Organization.** The name and form of the converting organization and the jurisdiction of its governing statute are as follows: Totally Chocolate, Inc., a Washington corporation.
3. **Name and Form of Converted Organization.** The name and form of the converted organization and the jurisdiction of its governing statute are as follows: Totally Chocolate, LLC, a Washington limited liability company.
4. **Effective Date.** The conversion shall be effective upon filing.
5. **Approval Under Washington Law.** The conversion was duly approved by the shareholder of the Corporation pursuant to RCW 23B.09.030.

Executed on this 18th day of December, 2015.

TOTALLY CHOCOLATE, INC.

By:


Jeffrey R. Robinson, Director

TRADEMARK

REEL: 005736 FRAME: 0584



Office of the Secretary of State
Corporations & Charities Division

Limited Liability Company

See attached detailed instructions

- Filing Fee \$180.00
- Filing Fee with Expedited Service \$230.00

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UBI Number: 601675770

CERTIFICATE OF FORMATION

Chapter 25.15 RCW

ARTICLE 1

NAME OF LIMITED LIABILITY COMPANY:

Totally Chocolate, LLC

(Must contain one of the following designations: Limited Liability Company, Limited Liability Co or one of these abbreviations: L.L.C. or LLC. If the designation is omitted, it will default to LLC when processed)

ARTICLE 2

ADDRESS OF THE PRINCIPAL PLACE OF BUSINESS:

Street Address 8839 Bald Eagle Dr. City Blaine State WA Zip 98230
 PO Box _____ City _____ State _____ Zip _____

ARTICLE 3

EFFECTIVE DATE OF FORMATION: *(Please check one of the following)*

- Upon filing by the Secretary of State
- Specific Date: _____ *(Specified effective date must be within 90 days AFTER the Certificate of Formation has been filed by the Office of the Secretary of State)*

ARTICLE 4

TENURE: *(Please check one of the following and indicate the date if applicable)*

- Perpetual existence
- Specific term of existence _____ *(Number of years or date of termination)*

ARTICLE 5

THE LIMITED LIABILITY COMPANY IS MANAGED BY: Members or Managers
(see instructions)

ARTICLE 6

NAME AND ADDRESS OF THE WASHINGTON STATE REGISTERED AGENT:

Name: Jeffrey R. Robinson

Physical Location Address (required):

8839 Bald Eagle Dr.

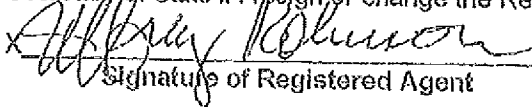
City Blaine State WA Zip Code 98230

Mailing or Postal Address (optional):

City State Zip Code

CONSENT TO SERVE AS REGISTERED AGENT:

I consent to serve as Registered Agent in the State of Washington for the above named Limited Liability Company. I understand it will be my responsibility to accept Service of Process on behalf of the Limited Liability Company; to forward mail to the Limited Liability Company; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.


Signature of Registered Agent

Jeffrey R. Robinson

Printed Name

12/18/2015

Date

ARTICLE 7

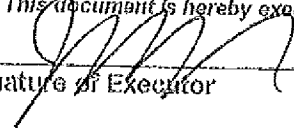
NAME, ADDRESS AND SIGNATURE OF EACH EXECUTOR:

(if necessary, attach additional names, addresses and signatures)

Name: Jeffrey Resnick

Address: 4400 Macarthur Blvd #900 City Newport Beach State CA Zip Code 92660

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X  Jeffrey Resnick 12/18/2015 (949)851-9001
Signature of Executor Printed Name Date Phone

Name:

Address: City State Zip Code

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X _____
Signature of Executor Printed Name Date Phone