

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM374543

<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>
Zaxby's Franchising, Inc.		12/30/2015	CORPORATION: GEORGIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Zaxby's Franchising LLC		
<b>Street Address:</b>	1040 Founder's Boulevard, Suite 100		
<b>City:</b>	Athens		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30606		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: GEORGIA		
<b>PROPERTY NUMBERS Total: 35</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86411814		
<b>Serial Number:</b>	86562983	ZUZY	
<b>Serial Number:</b>	86568318	ZAXBY'S	
<b>Serial Number:</b>	86850844	RANCHERO ZALAD	
<b>Serial Number:</b>	86120179	ZAXBY'S PROJECT ENCORE	
<b>Serial Number:</b>	86195669	ZAXBY'S PROJECT ENCORE	
<b>Serial Number:</b>	86297023	ZAXBY'S PROJECT ENCORE SHARING & CARING	
<b>Serial Number:</b>	86297022	ZAXBY'S PROJECT ENCORE SHARING & CARING	
<b>Registration Number:</b>	2596276	KIDDIE FINGER	
<b>Registration Number:</b>	2728280	KIDDIE CHEESE	
<b>Registration Number:</b>	2487337	ZAXBY'S	
<b>Registration Number:</b>	2563243	ZAX SAUCE	
<b>Registration Number:</b>	2653300	TONGUE TORCH	
<b>Registration Number:</b>	2529454	ZAX SNAK	
<b>Registration Number:</b>	2720810	ZALADS	
<b>Registration Number:</b>	2811812	BUFFALO FINGERZ	
<b>Registration Number:</b>	2752555	ZAPPETIZERS	
<b>Registration Number:</b>	2870574	ZAX PAK	
<b>Registration Number:</b>	3159709	ZESTABLE DIP	

OP \$890.00 86411814

Property Type	Number	Word Mark
Registration Number:	2868595	ZAXBY'S REAL CHICKEN
Registration Number:	3562678	ZAX KIDZ
Registration Number:	3402748	THE ZENSATION
Registration Number:	3572029	NIBBLERZ MEAL
Registration Number:	3783618	KIDZ NIBBLER
Registration Number:	4090478	
Registration Number:	4650547	THE OFFICIAL CHICKEN OF SPORTS FANZ
Registration Number:	4568225	ZAXBY'S
Registration Number:	4619980	ZAXBY'S
Registration Number:	4572443	CHECK-IN FOR CHICKEN
Registration Number:	4805305	CHICKENFLAGE
Registration Number:	4805330	ZAXBY'S
Registration Number:	4835204	LZ
Registration Number:	4840020	LZ
Registration Number:	4894408	ZUZY
Registration Number:	4804112	

**CORRESPONDENCE DATA**

Fax Number: 6123329081  
*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.*  
Phone: 612.336.4602  
Email: dockmpls@merchantgould.com  
Correspondent Name: Andrew S. Ehard  
Address Line 1: P.O. Box 2910  
Address Line 4: Minneapolis, MINNESOTA 55402-0910

ATTORNEY DOCKET NUMBER:	60430.00000001
NAME OF SUBMITTER:	Andrew S. Ehard
SIGNATURE:	/Andrew S. Ehard/
DATE SIGNED:	02/25/2016

**Total Attachments: 5**  
source=Certificate of Conversion - Zaxby's Franching LLC#page1.tif  
source=Certificate of Conversion - Zaxby's Franching LLC#page2.tif  
source=Certificate of Conversion - Zaxby's Franching LLC#page3.tif  
source=Certificate of Conversion - Zaxby's Franching LLC#page4.tif  
source=Certificate of Conversion - Zaxby's Franching LLC#page5.tif

# STATE OF GEORGIA

## Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

### CERTIFICATE OF CONVERSION

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on 12/30/2015 converting

**ZAXBY'S FRANCHISING, INC.**

a Domestic Profit Corporation

to

**ZAXBY'S FRANCHISING LLC**

a Domestic Limited Liability Company

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of  
Atlanta and the State of Georgia on 12/30/2015



Brian P. Kemp  
Secretary of State

**CERTIFICATE OF CONVERSION OF  
ZAXBY'S FRANCHISING, INC.**

1. The name of the entity electing to convert is Zaxby's Franchising, Inc., a Georgia corporation (the "Corporation").
2. The Corporation hereby elects to become a limited liability company organized under the laws of the State of Georgia.
3. The election has been approved as required by O.C.G.A. §14-11-212(a)(1).
4. Filed with this Certificate of Conversion are Articles of Organization that are in the form required by O.C.G.A. §14-11-204, which set forth Zaxby's Franchising LLC as the name for the limited liability company. This name satisfies the requirements of O.C.G.A. §14-11-207. The Articles of Organization filed with this Certificate of Conversion shall be the Articles of Organization of the limited liability company formed pursuant to this Certificate of Conversion unless and until modified in accordance with O.C.G.A. §14-11-100, et seq.
5. The persons who will be members of the limited liability company formed pursuant to this Certificate of Conversion have entered into a written operating agreement (the "Operating Agreement"). The Operating Agreement will be effective immediately upon the effectiveness of the election made pursuant to this Certificate of Conversion.
6. The manner and basis of converting the shares of the Corporation into membership interests of the limited liability company are as follows: the sole shareholder of the Corporation shall receive, in exchange for all of the issued and outstanding shares of the Corporation, a one hundred percent (100%) membership interest in the limited liability company resulting from such conversion.

**[Signatures Appear on Following Page]**

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion  
this 30<sup>th</sup> day of December, 2015.

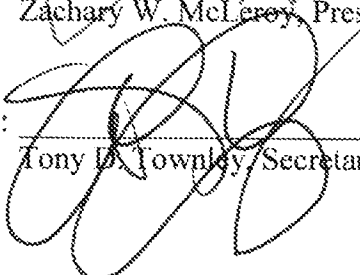
**CORPORATION:**

**ZAXBY'S FRANCHISING, INC.**, a Georgia corporation

By:

  
Zachary W. McLeroy, President

Attest:

  
Tony D. Townley, Secretary

2015 DEC 30 AM 9:31  
DEPARTMENT OF STATE  
CORPORATIONS DIVISION

549843 1  
013357-000015

*Certificate of Conversion of  
Zaxby's Franchising, Inc.*

**TRADEMARK**  
**REEL: 005739 FRAME: 0521**

**ARTICLES OF ORGANIZATION**

**ZAXBY'S FRANCHISING LLC**

**I.**

**NAME.** The name of the limited liability company is Zaxby's Franchising LLC (the "Company").

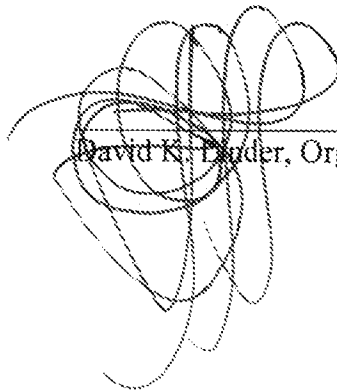
**II.**

**MANAGEMENT.** Management of the Company is vested in one or more managers.

**III.**

**INITIAL REGISTERED OFFICE; INITIAL REGISTERED AGENT.** The initial registered office of the Company is located at 1201 Peachtree Street NE, Atlanta, Fulton County, Georgia 30361. The initial registered agent at such address is CT Corporation System.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization this 30<sup>th</sup> day of December, 2015



David K. Duder, Organizer

2015 DEC 30 AM 9:32  
OFFICE OF STATE  
CORPORATIONS DIVISION



Brian P. Kemp  
Secretary of State

OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION  
2 Martin Luther King Jr. Dr. SE  
Suite 313 West Tower  
Atlanta, Georgia 30334  
(404) 656-2817  
sos.georgia.gov/corporations

TRANSMITTAL INFORMATION  
GEORGIA LIMITED LIABILITY COMPANY

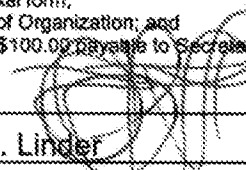
**IMPORTANT**

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: hsl@fbglaw.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	LLC Name Reservation Number (If one has been obtained; if articles are being filed without prior reservation, leave this line blank.)				
	<u>Zaxby's Franchising LLC</u>				
	LLC Name (List exactly as it appears in articles)				
2.	H. Scott Lowry, Fortson, Bentley and Griffin, P.A.			(706) 548-1151	
	Name of person filing articles (Certificate will be mailed to this person at address below.) Telephone Number				
	<u>2500 Daniell's Bridge Road, Building 200, Suite 3-A</u>				
	Address				
	<u>Athens</u>	<u>GA</u>	<u>30606</u>		
	City	State	Zip Code		
3.	<u>1040 Founder's Boulevard, Suite 100</u>				
	Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box.)				
	<u>Athens</u>	<u>GA</u>	<u>30606</u>		
	City	State	Zip Code		
4.	<u>CT Corporation System</u>				
	Name of LLC's Registered Agent in Georgia				
	<u>1201 Peachtree Street NE</u>				
	Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)				
	<u>Atlanta</u>	<u>Fulton</u>	<u>GA</u>	<u>30361</u>	
	City	County	State	Zip Code	
5.	Name and Address of Each Organizer (Attach additional sheets if necessary.)				
	<u>David K. Linder</u>	<u>2500 Daniels Bdg Rd</u>	<u>Athens</u>	<u>GA</u>	<u>30606</u>
	Organizer	Address	City	State	Zip Code
	Organizer	Address	City	State	Zip Code
6.	Mail the following items to the Secretary of State at the above address:				
	1) This transmittal form;				
	2) The Articles of Organization; and				
	3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable				
	Authorized Signature: 			Date: <u>12/27/2015</u>	
	Print Name: <u>David K. Linder</u>				
	Signer's Capacity: (Choose one) <input type="checkbox"/> Member <input type="checkbox"/> Manager <input checked="" type="checkbox"/> Organizer <input type="checkbox"/> Attorney-in-fact				

Request certificates and obtain entity information via the Internet: [sos.georgia.gov/corporations](http://sos.georgia.gov/corporations)

FORM 231  
(Rev. 4/2015)