

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM383137

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	04/08/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Southland Group Enterprises, Inc.		04/08/2016	Corporation: DELAWARE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
Southland Flooring Supplies of Indianapolis, Inc.	04/08/2016	Corporation: INDIANA	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	Southland Flooring Supplies, Inc.		
Street Address:	1310 Union Street		
City:	Spartanburg		
State/Country:	SOUTH CAROLINA		
Postal Code:	29302		
Entity Type:	Corporation: INDIANA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2268755	SOUTHLAND	
CORRESPONDENCE DATA			
Fax Number:	9198344564		
<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:	919-828-0564		
Email:	trademarks@parkerpoe.com		
Correspondent Name:	William S. Fultz		
Address Line 1:	301 Fayetteville Street, Suite 1400		
Address Line 4:	Raleigh, NORTH CAROLINA 27601		
ATTORNEY DOCKET NUMBER:	125682		
NAME OF SUBMITTER:	William S. Fultz		
SIGNATURE:	/wsf/		

OP \$40.00 2268755

DATE SIGNED:	05/04/2016
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Total Attachments: 10

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CORPORATIONS DIV.

2016 APR -8 AM 11:04



ARTICLES OF MERGER

State Form 39036 (R9 / 4-12)
Approved by State Board of Accounts, 1995

CONNIE LAWSON
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington Street, Room E018
Indianapolis, Indiana 46204
Telephone: (317) 232-8576

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
Present original and one (1) copy to the address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our office on the web at www.sos.in.gov.

Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$90.00

**ARTICLES OF MERGER / SHARE EXCHANGE
OF**

Southland Group Enterprises, Inc., a Delaware corporation, Southland Carpet Supplies of Colorado, Inc., a Colorado corporation, Southland Carpet Supplies of Illinois, Inc., an Illinois corporation, Southland Carpet Supplies of Kansas, Inc., a Kansas corporation, Southland Carpet Supplies of Missouri, Inc., a Missouri corporation, Southland Carpet Supplies of Tennessee, Inc., an Tennessee corporation, Southland Flooring Supplies of Louisville, Inc., a Kentucky corporation and Southland Flooring Supplies of Tulsa, Inc., an Oklahoma corporation (hereinafter, the "non-surviving corporations")

INTO

Southland Flooring Supplies of Indianapolis, Inc., an Indiana corporation
(hereinafter "the surviving corporation")

ARTICLE I - SURVIVING CORPORATION

SECTION 1:

The name of the corporation surviving the merger is Southland Flooring Supplies, Inc., an Indiana corporation
and such name has has not (designate which) been changed as a result of the merger.

SECTION 2:

- a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on (month, day, year) June 29, 1990.
- b. The surviving corporation is a foreign corporation incorporated under the laws of the State of _____ and qualified not qualified (designate which) to do business in Indiana.
If the surviving corporation is qualified to do business in Indiana, state the date of qualification (month, day, year): _____
(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

ARTICLE II - NONSURVIVING CORPORATION (S)

The name, state of incorporation, and date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation <u>Southland Group Enterprises, Inc.</u>	
State of Domicile <u>Delaware</u>	Date of Incorporation or qualification in Indiana, if applicable (month, day, year)
Name of Corporation <u>Southland Carpet Supplies of Colorado, Inc.</u>	
State of Domicile <u>Colorado</u>	Date of Incorporation or qualification in Indiana, if applicable (month, day, year)
Name of Corporation <u>Southland Carpet Supplies of Illinois, Inc.</u>	
State of Domicile <u>Illinois</u>	Date of Incorporation or qualification in Indiana, if applicable (month, day, year)

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1:

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2:

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on April 8 2016 and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1:

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2:

Vote of shareholders (Select either A or B)

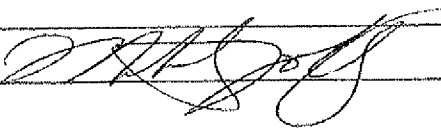
The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on April 8 2016 and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

In Witness Whereof, the undersigned being the President of the surviving corporation
Officer or Chairman of Board
 executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true,
 this 8th day of April, 20 16.

Signature



Printed name

Mitch Jolley

ARTICLE II - NONSURVIVING CORPORATION (S)

The name, state of incorporation, and date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation

Southland Carpet Supplies of Kansas, Inc.

State of Domicile

Kansas

Date of Incorporation or qualification in Indiana, if applicable (month, day, year)

Name of Corporation

Southland Carpet Supplies of Missouri, Inc.

State of Domicile

Missouri

Date of Incorporation or qualification in Indiana, if applicable (month, day, year)

Name of Corporation

Southland Carpet Supplies of Tennessee, Inc.

State of Domicile

Tennessee

Date of Incorporation or qualification in Indiana, if applicable (month, day, year)

ARTICLE II - NONSURVIVING CORPORATION (S)

The name, state of incorporation, and date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation

Southland Flooring Supplies of Louisville, Inc.

State of Domicile

Kentucky

Date of Incorporation or qualification in Indiana, if applicable (month, day, year)

Name of Corporation

Southland Flooring Supplies of Tulsa, Inc.

State of Domicile

Oklahoma

Date of Incorporation or qualification in Indiana, if applicable (month, day, year)

Name of Corporation

State of Domicile

Date of Incorporation or qualification in Indiana, if applicable (month, day, year)

**PLAN OF MERGER BY AND AMONG
MERIT FLOORING, LLC,
SOUTHLAND GROUP ENTERPRISES, INC.,
SOUTHLAND CARPET SUPPLIES OF COLORADO, INC.,
SOUTHLAND CARPET SUPPLIES OF ILLINOIS, INC.,
SOUTHLAND CARPET SUPPLIES OF KANSAS, INC.,
SOUTHLAND CARPET SUPPLIES OF MISSOURI, INC.,
SOUTHLAND CARPET SUPPLIES OF TENNESSEE, INC.,
SOUTHLAND FLOORING SUPPLIES OF LOUISVILLE, INC.,
SOUTHLAND FLOORING SUPPLIES OF TULSA, INC.,
AND SOUTHLAND FLOORING SUPPLIES OF INDIANAPOLIS, INC.**

THIS PLAN OF MERGER (this "Plan") is made on April 6, 2016 by and among **MERIT FLOORING, LLC**, a Delaware limited liability company ("Parent"), **SOUTHLAND GROUP ENTERPRISES, INC.**, a Delaware corporation ("SGE"), **SOUTHLAND CARPET SUPPLIES OF COLORADO, INC.**, a Colorado corporation ("SCSC"), **SOUTHLAND CARPET SUPPLIES OF ILLINOIS, INC.**, an Illinois corporation ("SCSI"), **SOUTHLAND CARPET SUPPLIES OF KANSAS, INC.**, a Kansas corporation ("SCSK"), **SOUTHLAND CARPET SUPPLIES OF MISSOURI, INC.**, a Missouri corporation ("SCSM"), **SOUTHLAND CARPET SUPPLIES OF TENNESSEE, INC.**, a Tennessee corporation ("SCST"), **SOUTHLAND FLOORING SUPPLIES OF LOUISVILLE, INC.**, a Kentucky corporation ("SFSL"), **SOUTHLAND FLOORING SUPPLIES OF TULSA, INC.**, an Oklahoma corporation ("SFST," and together with SGE, SCSC and SCSI, SCSK, SCSM, SCST and SFSL, the "Merging Corporations") and **SOUTHLAND FLOORING SUPPLIES OF INDIANAPOLIS, INC.**, an Indiana corporation (the "Surviving Corporation") (Merging Corporations and Surviving Corporation, together the "Merging Entities" and together with Parent, the "Merger Parties") pursuant to and in accordance with the provisions of the Illinois Business Corporation Act, as amended, the Kentucky Corporations Laws, as amended, the Indiana Business Corporations Laws, as amended, the Colorado Corporations Code, as amended, the Delaware General Corporation Law, as amended, the Kansas Corporation Law, as amended, the Missouri General Business and Corporation Law, as amended, the Tennessee Business Corporation Act, as amended, and the Oklahoma General Corporation Act.

RECITALS

WHEREAS, Surviving Corporation is a business corporation duly organized and validly existing under the laws of the State of Indiana;

WHEREAS, the Merging Corporations are business corporations duly organized and validly existing under the laws of the States of Kentucky, Colorado, Illinois, Indiana, Delaware, Kansas, Montana, Tennessee and Oklahoma, respectively;

WHEREAS, all of the authorized common stock of the Merging Corporations ("Merging Corporations Stock") is issued and outstanding and owned of record and beneficially by Parent in the amounts set forth on Exhibit A attached hereto;

WHEREAS, Surviving Corporation has authorized capital of One Hundred (100) shares of common stock, no par value per share ("Surviving Corporation Stock"), all of which are issued and outstanding and owned of record and beneficially by Parent in the amounts set forth on Exhibit A attached hereto;

WHEREAS, the board of directors and sole shareholder of the Merging Corporations, and the board of directors and sole shareholder of Surviving Corporation, have determined that it is advisable and in the best interests of the Merger Parties that Merging Corporations be merged with and into Surviving Corporation (the "Merger") upon the terms and subject to the conditions set forth in this Plan of Merger and in accordance with the laws of the States of Kentucky, Colorado, Illinois, Indiana, Delaware, Kansas, Montana, Tennessee and Oklahoma.

NOW, THEREFORE, in consideration of the foregoing and for the purpose of setting forth the terms, conditions and method of effecting the Merger, the parties agree as follows:

ARTICLE I
Merger; Effective Date

1.1 **Merger.** Merging Corporations shall be merged with and into Surviving Corporation in accordance with the applicable laws of the States of Kentucky, Colorado, Illinois, Indiana, Delaware, Kansas, Montana, Tennessee and Oklahoma.

1.2 **Effective Date.** The effective date of the Merger shall be April 6, 2016 (the "Effective Date").

1.3 **Survival of the Merger.** On the Effective Date, the separate existence of Merging Corporations shall cease and Surviving Corporation shall survive the Merger and continue doing business as an Indiana business corporation.

1.4 **Name.** The name of Surviving Corporation shall be "Southland Flooring Supplies, Inc."

ARTICLE II
By-Laws; Articles of Incorporation

2.1 **Bylaws.** On the Effective Date, the bylaws of Surviving Corporation shall continue in effect, and shall remain in effect until changed or amended as provided in such bylaws or by the Indiana Business Corporations Laws.

2.2 **Articles of Incorporation.** On the Effective Date, the articles of incorporation of Surviving Corporation as in effect immediately prior to the Effective Date shall be the articles of incorporation of Surviving Corporation until further changed or amended as provided in such articles of incorporation or by the Indiana Business Corporations Laws.

ARTICLE III
Directors & Officers

The directors of Merging Corporations then serving shall be the initial directors of Surviving Corporation until their resignation or removal or until their respective successors are duly elected and qualified. The officers of Surviving Corporation immediately prior to the Effective Date shall continue to be the officers of the Surviving Corporation until their resignation or removal or until their respective successors are duly elected or qualified.


ARTICLE IV
Manner of Converting

As of the Effective Date, by virtue of the Merger and without any action on the part of any stockholder of either Merging Entity, the issued and outstanding shares of Merging Corporations (other than dissenting shares and shares of Surviving Corporation Stock held in the treasury of Surviving Corporation) shall convert into an amount of cash, which shall be paid to Parent, determined pursuant to an agreement among the Merger Parties. Such Merging Corporations Stock, when so converted, shall no longer be outstanding and shall automatically be cancelled and retired. Furthermore, each issued and outstanding share of Surviving Corporation shall convert into one of one fully paid and non-assessable share of Surviving Corporation, such that, as of the Effective Date, Parent shall own all of the one hundred (100) issued and outstanding shares in Surviving Corporation. Surviving Corporation shall cancel all shares of Surviving Corporation Stock held in the treasury of Surviving Corporation without consideration delivered in exchange therefor.

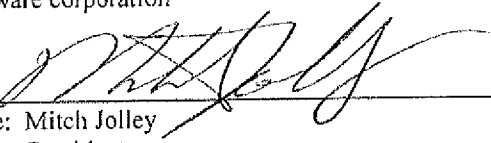
[Signature page follows.]

IN WITNESS WHEREOF, each of the Merger Parties executes this Plan of Merger on the date and year first above written.

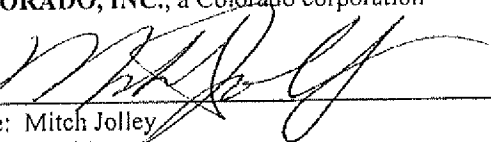
MERIT FLOORING, LLC, a Delaware limited liability company

By: 
Name: Mitch Jolley
Title: President

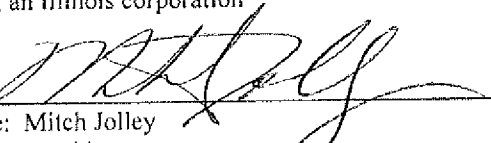
SOUTHLAND GROUP ENTERPRISES, INC., a Delaware corporation

By: 
Name: Mitch Jolley
Title: President

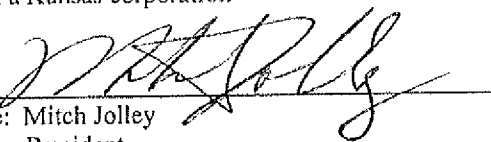
SOUTHLAND CARPET SUPPLIES OF COLORADO, INC., a Colorado corporation

By: 
Name: Mitch Jolley
Title: President

SOUTHLAND CARPET SUPPLIES OF ILLINOIS, INC., an Illinois corporation

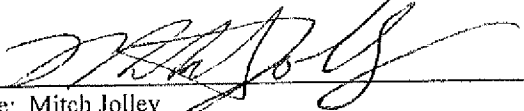
By: 
Name: Mitch Jolley
Title: President

SOUTHLAND CARPET SUPPLIES OF KANSAS, INC., a Kansas corporation


By: 
Name: Mitch Jolley
Title: President

[Signature Page to Plan of Merger (Step 2)]


**SOUTHLAND CARPET SUPPLIES OF
MISSOURI, INC., a Missouri corporation**

By: 
Name: Mitch Jolley
Title: President


**SOUTHLAND CARPET SUPPLIES OF
TENNESSEE, INC., a Tennessee corporation**

By: 
Name: Mitch Jolley
Title: President

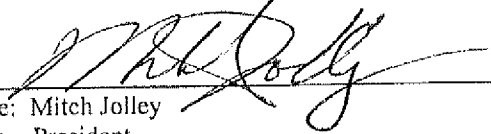
**SOUTHLAND FLOORING SUPPLIES OF
LOUISVILLE, INC., a Kentucky corporation**

By: 
Name: Mitch Jolley
Title: President

**SOUTHLAND FLOORING SUPPLIES OF TULSA,
INC., an Oklahoma corporation**

By: 
Name: Mitch Jolley
Title: President

**SOUTHLAND FLOORING SUPPLIES OF
INDIANAPOLIS, INC., an Indiana business
corporation**

By: 
Name: Mitch Jolley
Title: President

[Signature Page to Plan of Merger (Step 2)]

Exhibit A

Merger Entity	Number of Shares
Southland Group Enterprises, Inc.	16,000 Class A
	1,000 Class B
Southland Carpet Supplies of Colorado, Inc.	100
Southland Carpet Supplies of Kansas, Inc.	100
Southland Carpet Supplies of Illinois, Inc.	100
Southland Carpet Supplies of Missouri, Inc.	1,000
Southland Carpet Supplies of Tenn., Inc.	100
Southland Flooring Supplies of Indianapolis, Inc.	200
Southland Flooring Supplies of Louisville, Inc.	200
Southland Flooring Supplies of Tulsa, Inc.	100