

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM396653

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ENTITY CONVERSION

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PERTRONIX, INC.		08/17/2016	Corporation: CALIFORNIA

RECEIVING PARTY DATA

Name:	PERTRONIX, LLC
Street Address:	440 EAST ARROW HIGHWAY
City:	SAN DIMAS
State/Country:	CALIFORNIA
Postal Code:	91773
Entity Type:	Corporation: CALIFORNIA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1160631	IGNITOR
Registration Number:	3452719	FLAME-THROWER
Registration Number:	2107938	FLAME-THROWER
Registration Number:	2748332	SECOND STRIKE
Registration Number:	2597985	SMITHY'S
Registration Number:	3789025	VARAFLOW
Registration Number:	4425496	JBA
Registration Number:	2273526	SPYKE
Registration Number:	2289816	UNLESS YOU'RE THE LEAD DOG, THE VIEW NEV
Serial Number:	87126424	COMPU-FIRE

CORRESPONDENCE DATA

Fax Number: 3105534441

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: 3105534441

Email: sgold@troygould.com

Correspondent Name: Sharon R. Gold

Address Line 1: 1801 Century Park East

Address Line 2: Suite 1600

Address Line 4: Los Angeles, CALIFORNIA 90067

OP \$265.00 1160631

NAME OF SUBMITTER:	Sharon R. Gold
SIGNATURE:	/Sharon R. Gold/
DATE SIGNED:	08/29/2016
Total Attachments: 10 source=12-PerTronix-Plan of Conversion 8-17-16#page1.tif source=12-PerTronix-Plan of Conversion 8-17-16#page2.tif source=12-PerTronix-Plan of Conversion 8-17-16#page3.tif source=12-PerTronix-Plan of Conversion 8-17-16#page4.tif source=12-PerTronix-Plan of Conversion 8-17-16#page5.tif source=12-PerTronix-Plan of Conversion 8-17-16#page6.tif source=12-PerTronix-Plan of Conversion 8-17-16#page7.tif source=12-PerTronix-Plan of Conversion 8-17-16#page8.tif source=13-PerTronix-Limited Liability Company Articles of Organization - Conversion (Filed August 17, 2016)#page1.tif source=13-PerTronix-Limited Liability Company Articles of Organization - Conversion (Filed August 17, 2016)#page2.tif	

PERTRONIX, INC.

PLAN OF CONVERSION

This constitutes the Plan of Conversion (the "Plan"), dated August 17, 2016, pursuant to which PerTronix, Inc., a California corporation (the "Corporation"), will convert into a limited liability company organized under the laws of the State of California (the "LLC") pursuant to Section 1152 of the General Corporation Law of the State of California (the "Conversion").

1. **The Corporation.** The Corporation is a corporation, duly organized, validly existing and in good standing under the laws of the State of California. The Corporation is operated under the Amended and Restated Articles of Incorporation filed with the California Secretary of State on December 11, 1991. The California Secretary of State's file number for the Corporation is C0442666. The Corporation has one class of stock outstanding (common stock). The Corporation has one shareholder, PTX Holdings, Inc. ("PTX"), and there are no outstanding options or warrants to acquire any shares of capital stock of the Corporation.

2. **The LLC.** The LLC will be a limited liability company duly organized under the laws of the State of California. The LLC will operate under the name of "PerTronix, LLC." The mailing and street address of the principal executive office of the LLC will be 440 East Arrow Hwy, San Dimas, CA 91773.

3. **Terms of Conversion.** Immediately prior to the Conversion, a total of 402 shares of common stock of the Corporation were issued and outstanding. Upon the effectiveness of the Conversion, such shares of the Corporation's outstanding common stock shall be converted into 100% of the LLC's membership interests, and PTX will become the sole member of the LLC.

4. **Business Governing Documents.** After the effective date of the Conversion, the business of the Corporation will be carried on by the LLC, and all rights and property of the Corporation will be vested in the LLC, and all debts, liabilities and obligations of the Corporation will continue as debts, liabilities and obligations of the LLC. The Articles of Incorporation and Bylaws of the Corporation in existence immediately prior to the effective date of the Conversion shall be of no further force or effect following the Conversion. Upon the Conversion, the affairs of the LLC shall be governed by, and the member of the LLC shall be subject to the terms and conditions of the Limited Liability Company Articles of Organization - Conversion (to be filed with the California Secretary of State), and the Operating Agreement of the LLC, copies of which are attached hereto as Exhibit A and Exhibit B, respectively, and made a part of this Plan.

5. **Approval.** The Conversion has been approved by the Corporation, the Board of Directors of the Corporation and the sole shareholder of the Corporation.

6. **Effective Date of Conversion.** The Conversion shall be effective on the filing of the Limited Liability Company Articles of Organization - Conversion with the California Secretary of State.

(Signature page follows)

IN WITNESS WHEREOF, PerTronix, Inc has executed this Plan of Conversion,
effective as of the date first written above.

PERTRONIX, INC.


By: 
Name: Thomas Reh
Its: Chief Executive Officer

EXHIBIT A

Limited Liability Company Articles of Organization - Conversion

(see attached)



**State of California
Secretary of State**

LLC-1A

File # _____

**Limited Liability Company
Articles of Organization - Conversion**

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

PerTronix, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):

One Manager More Than One Manager All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Designated Office in CA City State Zip Code
440 East Arrow Hwy San Dimas CA 91773

5. Initial Mailing Address of Limited Liability Company, if different from Item 4 City State Zip Code
440 East Arrow Hwy San Dimas CA 91773

6. Initial Agent for Service of Process: Item 6a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 6b: If the agent is an individual, list the agent's CA business or residential street address. Item 6c: If the agent is an individual and the converting entity is a CA corporation, limited partnership or general partnership, list the the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file.

a. Name of Agent For Service of Process

Thomas Reh

b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box City State Zip Code
440 East Arrow Hwy San Dimas CA 91773

c. If an individual, Mailing Address of Agent for Service of Process City State Zip Code
440 East Arrow Hwy San Dimas CA 91773

Converting Entity Information

7. Name of Converting Entity

PerTronix, Inc.

8. Form of Entity
Corporation

9. Jurisdiction
Ca

10. CA Secretary of State File Number, if any
442666

11. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:

The class and number of outstanding interests entitled to vote. AND The percentage vote required of each class.
402 Shares of Common Stock 51%

Additional Information

12. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

13. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person

Thomas Reh, President

Type or Print Name and Title of Authorized Person

Signature of Authorized Person

John Sherer, Secretary

Type or Print Name and Title of Authorized Person

EXHIBIT B

Operating Agreement

(see attached)

**OPERATING AGREEMENT
OF
PERTRONIX, LLC**

a California limited liability company

This Operating Agreement (this "Agreement") of PerTronix, LLC, a California limited liability company (the "Company"), is entered into as of August 17, 2016, by and between the Company and its sole owner, PTX Holdings, Inc., ("Holdings"), with reference to the following facts:

RECITALS

A. As of August 15, 2016, PerTronix, Inc. was an existing S corporation in good standing under the laws of the State of California ("PerTronix").

B. Pursuant to a share exchange of PerTronix and Holdings, PerTronix became a wholly-owned subsidiary of Holdings, an S corporation, and an election was made to treat PerTronix as qualified S corporation subsidiary in accordance with Rev. Rul. 2008-18.

C. Pursuant to a Plan of Conversion dated as of August 16, 2016, PerTronix elected to convert into a California limited liability company under Section 1150 et seq. of the General Corporation Law (the "GCL") of the State of California (the "Conversion").

D. To effectuate the Conversion, Articles of Organization-Conversion for PerTronix, LLC (the "Company") were filed with the California Secretary of State on August 17, 2016.

E. As a result of the Conversion, Holdings became the sole owner of the ownership interests in the Company.

F. The parties are executing this Agreement for the purpose of completing the Conversion and confirming that Holdings, its sole owner is its sole member (the "Member"). and hereby agree as follows:

AGREEMENT

1. ORGANIZATIONAL MATTERS

1.1 Name. The Company's name shall be PerTronix, LLC. The Company's business may be conducted under that name or, upon compliance with applicable laws, any other name that the Members deem appropriate or advisable. The Member shall file any fictitious name certificates and similar filings that the Member considers to be appropriate or advisable.

1.2 Office and Agent. The Company shall continuously maintain an office and registered agent in the State of California as required by the Revised Uniform Limited Liability Company Act (the "Act"). The registered agent shall be as stated in the Articles. The principal office of the Company shall be 440 East Arrow Hwy, San Dimas, CA 91773.

1.3 Purpose of Company. The purpose of the Company is to engage in the business formerly conducted by its predecessor and any lawful activity for which a limited liability company may be organized under the Act.

1.4 Admission of Holdings as the Sole Member. Holdings is admitted as the Member.

2. MANAGEMENT AND CONTROL OF THE COMPANY

2.1 Management by the Member. The Company's business, property, and affairs shall be managed exclusively by the Member. The Member shall have full, complete, and exclusive authority, power and discretion to manage and control the Company's business, property, and affairs, to make all decisions regarding those matters, and to perform any and all other acts or activities customary or incident to the management of the Company's business, property, and affairs.

2.2 Appointment of Officers. The Member may retain existing officers of PerTronix and appoint officers of the Company at any time and from time to time. The officers shall serve at the pleasure of the Member, subject to the rights, if any, of an officer under any contract of employment. Any individual may hold any number of offices. The officers shall exercise such powers and perform such duties as are determined from time to time by approval of the Member, including, without limitation, the execution of contracts. The officers as the date hereof are as follows:

<u>Name</u>	<u>Officer Title</u>
Thomas A Reh	Chief Executive Officer, President and Treasurer
John Sherer	Vice President and Secretary

3. DISTRIBUTIONS

3.1 Distributions of Distributable Cash. Subject to any limitations of applicable law, the Member shall determine the timing and amount of all distributions from the Company.

4. INDEMNIFICATION

4.1 Authorization. To the fullest extent permitted by applicable law, the Member and any officers shall be entitled to indemnification from the Company for any loss, damage, or claim incurred by such person by reason of any act or omission performed or omitted by such person in good faith on behalf of, or in connection with the business and affairs of, the Company and in a manner reasonably believed to be within the scope of authority conferred on such person by this Agreement, except that no such person shall be entitled to be indemnified in respect of any loss, damage, or claim incurred by such person by reason of fraud, deceit, reckless or intentional misconduct, gross negligence, or a knowing violation of law with respect to such acts or omissions; provided, however, that any indemnification under this Section shall be provided out of and to the extent of Company assets only, no debt shall be incurred by the Member in

order to provide a source of funds for any indemnification, and the Member shall have no personal liability (or any liability to make any additional Capital Contributions) on account thereof.

4.2 Expenses. To the extent permitted by applicable law, expenses (including reasonable legal fees) incurred by the Member or any officer in such person's capacity as such in defending any claim, demand, action, suit, or proceeding shall, from time to time, be advanced by the Company prior to the final disposition of such claim, demand, action, suit, or proceeding upon receipt by the Company of an undertaking by or on behalf of the Member or such officer to repay such amount if it shall be determined that such person is not entitled to be indemnified as authorized in Section 4.1.

5. DISSOLUTION AND WINDING UP

5.1 Dissolution. The Company shall be dissolved, its assets shall be disposed of, and its affairs wound up when determined by the Member.

5.2 Winding Up. The Company shall continue solely for the purpose of winding up its affairs in an orderly manner, liquidating its assets, and satisfying the claims of its creditors. the Member shall be responsible for overseeing the Company's winding up and liquidation, shall take full account of the Company's liabilities and assets, shall either cause its assets to be sold or distributed, and if sold as promptly as is consistent with obtaining the fair market value thereof, shall cause the proceeds therefrom, to the extent sufficient therefor, to be distributed to the Member. The Member shall give written notice of the commencement of winding up by mail to all known creditors and claimants whose addresses appear on the Company's records.

6. MISCELLANEOUS

6.1 Binding Effect. This Agreement will be binding upon and inure to the benefit of the Member and its successors and assigns.

6.2 Severability. If any provision of this Agreement or the application of such provision to any person or circumstance shall be held invalid, the remainder of this Agreement or the application of such provision to persons or circumstances other than those to which it is held invalid shall not be affected thereby.

6.3 Amendments. The Member may amend or modify this Agreement at any time and from time to time.

[Signature Page Follows]

201623110279



State of California Secretary of State

044266602

Limited Liability Company Articles of Organization - Conversion

LLC-1A File #

FILED Secretary of State State of California

AUG 17 2016

KM

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Converted Entity Information

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

PerTronix, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):

One Manager

More Than One Manager

All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Designated Office in CA City State Zip Code 440 East Arrow Hwy San Dimas CA 91773

5. Initial Mailing Address of Limited Liability Company, if different from Item 4 City State Zip Code 440 East Arrow Hwy San Dimas CA 91773

6. Initial Agent for Service of Process: Item 6a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 6b: If the agent is an individual, list the agent's CA business or residential street address. Item 6c: If the agent is an individual and the converting entity is a CA corporation, limited partnership or general partnership, list the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file

a. Name of Agent For Service of Process

Thomas Reh

b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box City State Zip Code 440 East Arrow Hwy San Dimas CA 91773

c. If an individual, Mailing Address of Agent for Service of Process City State Zip Code 440 East Arrow Hwy San Dimas CA 91773

Converting Entity Information

7. Name of Converting Entity

PerTronix, Inc.

8. Form of Entity

Corporation

9. Jurisdiction

Ca

10. CA Secretary of State File Number, if any

442666

11. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:

The class and number of outstanding interests entitled to vote. AND The percentage vote required of each class.

402 Shares of Common Stock

51%

Additional Information

12. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

13. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person

Thomas Reh, President

Type or Print Name and Title of Authorized Person

Signature of Authorized Person

John Sherer, Secretary

Type or Print Name and Title of Authorized Person



I hereby certify that the foregoing transcript of _____ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

AUG 18 2016

VM

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

TRADEMARK