

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM400703

<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>
Gamay Foods, Inc.		09/29/2016	Corporation: WISCONSIN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Gamay Food Ingredients, LLC		
<b>Street Address:</b>	2760 South 171st St.		
<b>City:</b>	New Berlin		
<b>State/Country:</b>	WISCONSIN		
<b>Postal Code:</b>	53151		
<b>Entity Type:</b>	Limited Liability Company: WISCONSIN		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86823546	G	
<b>Serial Number:</b>	86830483	GAMAY FOOD INGREDIENTS	
<b>Serial Number:</b>	85504858	WIS-CONCENTRATE	
<b>Serial Number:</b>	76632064	TASTE YOU'LL TREASURE	
<b>Serial Number:</b>	76632065	GAMAY	
<b>Serial Number:</b>	75117997	WITHSTAND	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4142235000		
<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>			
<b>Phone:</b>	4149785494		
<b>Email:</b>	ptomailbox@whdlaw.com, rachel.petroff@huschblackwell.com		
<b>Correspondent Name:</b>	Rachel Petroff		
<b>Address Line 1:</b>	555 E. Wells Street, Suite 1900		
<b>Address Line 4:</b>	Milwaukee, WISCONSIN 53202		
<b>ATTORNEY DOCKET NUMBER:</b>	0834682-0000001		
<b>NAME OF SUBMITTER:</b>	Rachel Petroff		
<b>SIGNATURE:</b>	/Rachel Petroff/		
<b>DATE SIGNED:</b>	10/04/2016		

CH \$165.00 86823546

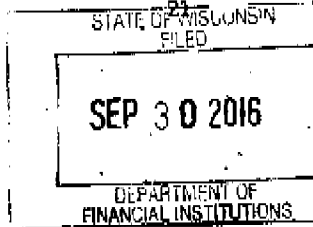
**Total Attachments: 10**

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ONLINE  
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**FILING FEE \$150.00**  
 **OPTIONAL EXPEDITED SERVICE + \$25.00**

**DO NOT STAPLE**  
Sec. 179.76(3) & (5),  
180.1161(3) & (5),  
181.1161(3) & (5) and  
183.1207(3) & (5),  
Wis. Stats.

State of Wisconsin  
**DEPARTMENT OF FINANCIAL INSTITUTIONS**  
Division of Corporate & Consumer Services



### CERTIFICATE OF CONVERSION

**1. Before conversion:**

Company Name:  
Gamay Foods, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country *)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

**2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?**

Yes  No

**IMPORTANT** - If you answer yes, the entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the conversion.  
**NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500.  
You may access the form at: <http://www2.revenue.wi.gov/internet/merger.html>

\* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

**3. After conversion:**

Company Name:  
Gamay Food Ingredients, LLC

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

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4. A Plan of Conversion containing all the following parts is attached as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. If converting the entity to another state or country, the governing document is not required. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

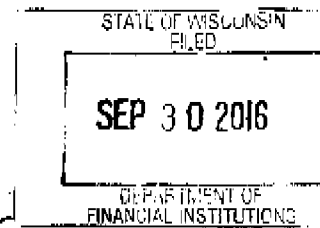
5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

Registered Agent (Agent for Service of Process): Terrance Schneider	Registered Office: 2770 South 171st Street New Berlin, WI 53151
Additional Entry for a Limited Partnership only →	Record Office:

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION:**

Registered Agent (Agent for Service of Process): Dr. Aly Gamay	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 17100 West Ryerson Road New Berlin, WI 53151
Additional Entry for a Limited Partnership only →	Record Office:



8. Executed on September 29, 2016 (date) by the business entity **PRIOR TO ITS CONVERSION**.

A. Garay  
(Signature)

Mark (X) below the title of the person executing the document.

For a **limited partnership**

Title:  General Partner

For a **limited liability company**

Title:  Member OR  Manager

For a **corporation**

Title:  President OR  Secretary or other officer title

Chief Executive Officer

Dr. Aly Garay  
(Printed Name)

**INSTRUCTIONS** (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(5) & (5), Wis. Stats. for document content)

Please use **BLACK Ink**. Submit one original along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(e), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.

<b>Mailing Address:</b> State of WI - Dept. of Financial Institutions Box 93348 Milwaukee WI 53293-0348	<b>Physical Address for Express Mail:</b> Department of Financial Institutions Division of Corporate & Consumer Services 201 W. Washington Ave - Suite 300 Madison WI 53703	<b>Phone:</b> 608-261-7577 <b>TTY:</b> 711
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**NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity prior to conversion. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

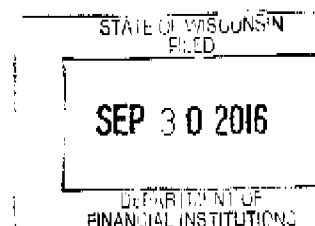
3. Enter the company name, type of business entity, and state of organization of business entity after conversion.

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## PLAN OF CONVERSION

THIS PLAN OF CONVERSION (this "Plan"), dated as of September 29, 2016, is hereby adopted by GAMAY FOODS, INC., a Wisconsin corporation (the "Corporation"), in accordance with Section 180.1161 of the Wisconsin Business Corporation Law.

### RECITALS

A. The Corporation is a corporation incorporated and existing under Chapter 180 of the Wisconsin Statutes.

B. The Corporation's authorized capital stock consists of 5,000 shares of Class A Voting Common Stock, par value \$1.00 per share (the "Class A Common Stock"), and 45,000 shares of Class B Nonvoting Common Stock, par value \$1.00 per share (the "Class B Common Stock"), of which 500 shares of Class A Common Stock and 4,500 shares of Class B Common Stock are issued and outstanding (collectively, the "Common Stock").

C. The sole shareholder and the board of directors of the Corporation deem it to be in the best interests of the Corporation and its sole shareholder for the Corporation to be converted into a Wisconsin limited liability company under and pursuant to the Wisconsin Business Corporation Law ("WBCL").

D. The sole shareholder and the board of directors of the Corporation have approved the conversion of the Corporation into a Wisconsin limited liability company under the terms and conditions set forth below.

## PLAN OF CONVERSION

In consideration of the recitals, the Corporation hereby adopts the following Plan of Conversion:

### ARTICLE I THE CONVERSION

At the Effective Date (as defined below), upon the terms and subject to the conditions of this Plan, and in accordance with the WBCL, Gamay Foods, Inc., a Wisconsin corporation, shall be converted into a limited liability company organized and existing under Chapter 183 of the Wisconsin Statutes and shall be named Gamay Food Ingredients, LLC (the "Conversion"). Following the Conversion, the Corporation shall cease to exist as a Wisconsin corporation and shall instead exist as a Wisconsin limited liability company.

### ARTICLE II EFFECTIVE DATE

Subject to the terms and conditions of this Plan, a Certificate of Conversion shall be duly executed and acknowledged by the Corporation and thereafter delivered to the Department of

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Financial Institutions of the State of Wisconsin for filing pursuant to the WBCL. The Conversion shall become effective as of 11:59 p.m. on September 29, 2016, or at the earliest permitted effective time following the filing of this Plan with the Wisconsin Department of Financial Institutions, if later (the "Effective Date").

ARTICLE III  
EFFECTS OF THE CONVERSION

The Conversion shall have the effects set forth in the WBCL. Without limiting the generality of the foregoing, at the Effective Date, all of the properties, rights, privileges, powers and franchises of the Corporation shall vest in Gamay Food Ingredients, LLC, and all debts, liabilities and obligations of the Corporation shall become the debts, liabilities and obligations of Gamay Food Ingredients, LLC.

ARTICLE IV  
ARTICLES OF ORGANIZATION

The Articles of Organization of Gamay Food Ingredients, LLC, which shall take effect on the Effective Date, are attached hereto as Exhibit A.

ARTICLE V  
MANAGEMENT VESTED IN MANAGER

At the Effective Date, the management of Gamay Food Ingredients, LLC shall be vested in its manager in accordance with the Operating Agreement of Gamay Food Ingredients, LLC (the "Operating Agreement").

ARTICLE VI  
CONVERSION OF SHARES

At the Effective Date, all of the shares of Common Stock which are issued and outstanding immediately prior to the Effective Date shall, by virtue of the Conversion and without any action on the part of the Corporation or the holder of the shares of Common Stock, be converted into and shall thereafter represent 1,000 Units (as defined in the Operating Agreement) of Gamay Food Ingredients, LLC.

[Signature page follows.]

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Dated as of the date first written above.

GAMAY FOODS, INC.

BY A. Gamay  
Dr. Aly Gamay, Chief Executive Officer

*Signature Page to Plan of Conversion*



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EXHIBIT A

Articles of Organization

*(See attached.)*

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**FILING FEE \$170.00**  
 **OPTIONAL EXPEDITED SERVICE** + \$25.00

**DO NOT STAPLE**

Sec. 183.0202  
Wis. Stat.

State of Wisconsin  
Department of Financial Institutions  
Division of Corporate and Consumer Services



**ARTICLES OF ORGANIZATION - LIMITED LIABILITY COMPANY**

Executed by the undersigned for the purpose of forming a Wisconsin limited liability company under Ch. 183 of the Wisconsin Statutes:

Article 1. Name of the limited liability company:

Gamay Food Ingredients, LLC

Article 2. The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.

Article 3. Name of the initial registered agent: Dr. Aly Gamay

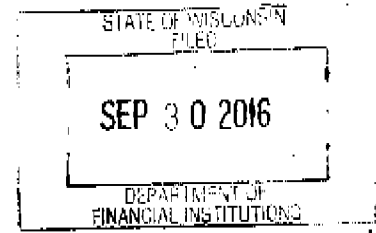
Article 4. Street address of the initial registered office:  
(The complete address, including street and number, if assigned, and ZIP code. P O Box address may be included as part of the address, but is insufficient alone.)

17100 West Ryerson Road

New Berlin, WI 53151

Article 5. Management of the limited liability company shall be vested in:  
(Select and check (X) the one appropriate choice below)

- OR
- a manager or managers
  - its members



Article 6. Name and complete address of each organizer:

Travis R. Mueller, Esq.  
1000 North Water Street, Suite 1700  
Milwaukee, WI 53202

\_\_\_\_\_  
Organizer's signature

Travis R. Mueller  
Organizer's signature

This document was drafted by Travis R. Mueller, Esq.  
(Name the individual who drafted the document)

➤ **OPTIONAL** – Second choice company name if first choice is not available:

**SAVE TIME AND MONEY! FILE ONLINE AT**  
**www.wdfi.org.**

DFVCORP/502 (04/15)

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Fee simple ownership interest  Yes  No (for DFI use only)  
 CERTIFICATE OF CONVERSION

Tanya R. Braga  
 Reinhart Boerner Van Deuren s.c.  
 1000 North Water Street, Suite 1700  
 Milwaukee, WI 53202

L

▲ Enter your return address within the bracket above.

Phone number during the day: (414 ) 298 - 8354

#### INSTRUCTIONS (Cont'd)

4. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is optional.

5. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

6. Provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.

7. Provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

8. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.

DFI/CORP/1000(04/15)

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For Office



**State of Wisconsin**  
**Department of Financial Institutions**

*Endorsement*

**CERTIFICATE OF CONVERSION - Ch. 180**

**GAMAY FOODS, INC.**

**Received Date: 9/29/2016**

**Filed Date: 9/30/2016**

**Filing Fee: \$150.00**

**Expedited Fee: \$25.00**

**Entity ID#: G025596**

**Total Fee: \$175.00**

Certificate of Conversion, converting a WI domestic Corp (Chap 180) into a WI domestic LLC (Chap 183)

**Name Change**  
**Changes Registered Agent & Registered Office Address**  
**Effective Date: September 29, 2016**

**OOS# 201609294988965**