

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM415643

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Destination Hotels and Resorts, Inc.		01/20/2016	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Destination Hotels and Resorts LLC		
Street Address:	11777 San Vicente Blvd.		
Internal Address:	#900		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90049		
Entity Type:	Limited Liability Company: CALIFORNIA		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	4139048	DESTINATIONEARTH	
Registration Number:	3227996	THE DESTINATION IS WHERE THE JOURNEY BEG	
Registration Number:	3211126	DESTINATION PRIVILEGES	
Registration Number:	4123392	DESTINATIONEARTH	
Registration Number:	2811985	D	
Registration Number:	2392513	DESTINATION	
CORRESPONDENCE DATA			
Fax Number:	2024084400		
<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:	2024084000		
Email:	docketing@finnegan.com		
Correspondent Name:	Christopher P. Foley		
Address Line 1:	901 New York Avenue, NW		
Address Line 4:	Washington, D.C. 20001		
NAME OF SUBMITTER:	Christopher P. Foley		
SIGNATURE:	/Christopher P. Foley/		
DATE SIGNED:	02/10/2017		

OP \$165.00 4139048

Total Attachments: 4

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**Secretary of State
Business Programs Division**

Business Entities, 1500 11th Street, 3rd Floor, Sacramento, CA 95814

Welcome to California

Congratulations on the registration of your limited liability company with the California Secretary of State. Please see below for important information.

Required Statement of Information

California law requires limited liability companies to keep their public record updated by filing a Statement of Information with the California Secretary of State.

Limited liability companies must file a complete Statement of Information (Form LLC-12) within the first 90 days of filing the Articles of Organization or Application to Register, and then every 2 years after that before the end of the month of the registration date.

Statements of Information for limited liability companies must be submitted on paper to the California Secretary of State, and can be mailed or delivered in person (drop off) to the Sacramento office. Additional information regarding Statements of Information, including forms, instructions and current fees is available at www.sos.ca.gov/business-programs/business-entities/statements.

Current processing times for Statements of Information may be found at www.sos.ca.gov/business-programs/business-entities/processing-times.

Other Business Information and Resources

All business entities are subject to state and federal tax laws. You may wish to contact the following agencies to assist you with these issues:

- Internal Revenue Service – www.irs.gov or call (800) 829-1040 for forms and issues concerning Federal tax, employer identification numbers, subchapter S elections
- Franchise Tax Board – www.ftb.ca.gov or call (800) 852-5711 for forms and issues concerning franchise tax and state income tax requirements
- State Board of Equalization – www.boe.ca.gov or call (800) 400-7115 for forms and issues concerning sales taxes or use taxes
- Employment Development Department – www.edd.ca.gov or call (800) 300-5616 for forms and issues concerning employment and payroll taxes

Please refer to www.sos.ca.gov/business-programs/business-entities/resources for a list of other agencies you may need to contact to ensure proper compliance with the laws of the State of California. Please be aware that the California Secretary of State does not license limited liability companies. For licensing requirements, please contact the California city and/or county where the principal place of business is located and/or the state agency, or board with jurisdiction over the activities of the limited liability company



State of California Secretary of State

1634129 out

Limited Liability Company Articles of Organization - Conversion

FILED Secretary of State State of California

JAN 19 2016

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.)

Destination Hotels and Resorts 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 [X] All Limited Liability Company Member(s) []

4. Initial Street Address of Limited Liability Company's Designated Office in CA City State Zip Code 11777 San Vicente Blvd., # 900, Los Angeles CA 90049

5. Initial Mailing Address of Limited Liability Company, if different from Item 4 City State Zip Code

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 Corporation Service Company Which Will Do Business in California as CSC-Lawyers Incorporating Service

b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box City State Zip Code CA

c. If an individual, Mailing Address of Agent for Service of Process City State Zip Code

Converting Entity Information

7. Name of Converting Entity Destination Hotels and Resorts, Inc.

8. Form of Entity Corporation 9. Jurisdiction California 10. CA Secretary of State File Number, if any 1634129

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. Common stock 1,000 shares 100%

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 [Signature] Signature of Authorized Person [Signature]

John M. DeMarco, Senior Vice President Type or Print Name and Title of Authorized Person Dona Tanaka, Secretary Type or Print Name and Title of Authorized Person

APPROVED BY SECRETARY OF STATE



I hereby certify that the foregoing
transcript of 1 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

JAN 20 2016

Date: _____

Handwritten signature of Alex Padilla in cursive.

ALEX PADILLA, Secretary of State

TRADEMARK