

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM418291

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ULTA SALON, COSMETICS & FRAGRANCE, LLC		01/27/2017	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	ULTA SALON, COSMETICS & FRAGRANCE, INC.		
Street Address:	1000 REMINGTON BOULEVARD		
Internal Address:	SUITE 120		
City:	BOLINGBROOK		
State/Country:	ILLINOIS		
Postal Code:	60440		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 63			
Property Type	Number	Word Mark	
Registration Number:	3719551	SALON AT ULTA	
Registration Number:	3311177	ULTA BEAUTY	
Registration Number:	3311178	ULTA BEAUTY	
Registration Number:	3262918	ULTA BEAUTY	
Registration Number:	2631363	ULTA.COM	
Registration Number:	2531885	ULTA SALON-COSMETICS-FRAGRANCE	
Registration Number:	2504336	ULTA	
Registration Number:	2531889	ULTA SALON-COSMETICS-FRAGRANCE	
Registration Number:	2598439	BASICALLY U	
Registration Number:	1845012	STUDIO GEAR	
Registration Number:	4796213	HAPPY, HEALTHY HAIR STARTS AT ULTA	
Registration Number:	4617409	PRETTY HAS ITS PRIVILEGES	
Registration Number:	4818329	DARE TO BE A MORE FABULOUS YOU	
Registration Number:	4569284	BEAUTY AT PLAY	
Registration Number:	4357358	INSPIRE BEAUTY EVERYWHERE	
Registration Number:	4210207	DONATE WITH A KISS	
Registration Number:	4471491	BEAUTY STARTS WITH HEALTHY SKIN	
Registration Number:	4196197		
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	4196198	
Registration Number:	4232977	ULTAMATE REWARDS
Registration Number:	4157461	21 DAYS OF BEAUTY
Registration Number:	4289203	BEAUTY STEAL!
Registration Number:	4231251	FAB PHOTO
Registration Number:	4174351	WELCOME TO FABULOUS
Registration Number:	4080478	WINDOWS OF LOVE
Registration Number:	3716606	THE SALON AT ULTA
Registration Number:	3796631	YOUR BEAUTY DESTINATION
Registration Number:	5007493	SWEET & SHIMMER
Registration Number:	4964532	THE GORGEOUS HAIR EVENT
Registration Number:	4932117	ALL THINGS BEAUTY. ALL IN ONE PLACE.
Registration Number:	4929201	WHERE BEAUTY LOVES YOU BACK
Registration Number:	4938498	BEAUTY LOVES YOU BACK
Registration Number:	4833586	GLOWING, GORGEOUS SKIN STARTS AT ULTA
Registration Number:	4893755	WHIM
Registration Number:	4796212	HAPPY, HEALTHY HAIR STARTS AT ULTA
Serial Number:	87231991	ULTA BEAUTY LOVES
Serial Number:	87231996	BEAUTY STEALS
Serial Number:	87222417	FREE YOUR FACE
Serial Number:	87222518	ULTABEAUTY
Serial Number:	87222553	ULTA BEAUTY
Serial Number:	87222608	ULTA BEAUTY COLLECTION
Serial Number:	87200011	GLAMLAB
Serial Number:	87200015	GLAM LAB
Serial Number:	87200018	GLAM LAB
Serial Number:	87177033	THE SALON AT ULTA BEAUTY
Serial Number:	87177036	THE SALON AT ULTA BEAUTY
Serial Number:	87155225	A GORGEOUS WAY TO GIVE BACK
Serial Number:	87154599	A GORGEOUS WAY TO GIVE
Serial Number:	87154603	GO AHEAD, LOSE YOURSELF
Serial Number:	87154602	CUT FOR A CAUSE
Serial Number:	87063688	JOY TO THE GIRL
Serial Number:	87063701	ULTA BEAUTY MIX
Serial Number:	87022477	LIP HAPPILY AT ULTA BEAUTY
Serial Number:	86945533	ULTABEAUTY
Serial Number:	86945514	ULTA BEAUTY
Serial Number:	86908724	LIP HAPPILY

Property Type	Number	Word Mark
Serial Number:	86862083	GIFT GORGEOUSLY
Serial Number:	86843630	HOLIDAY GEMS
Serial Number:	86843629	BEAUTY GEMS
Serial Number:	86785043	THE GLOWING SKIN EVENT
Serial Number:	86627206	SUREMATCH
Serial Number:	86627232	ULTA BEAUTY SUREMATCH
Serial Number:	86296363	WHIM

CORRESPONDENCE DATA

Fax Number: 4142974900

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: (414)271-2400

Email: ipdocketing@foley.com, sfelde@foley.com

Correspondent Name: Richard J. McKenna

Address Line 1: 3000 K Street, N.W. Suite 600

Address Line 2: Foley & Lardner LLP

Address Line 4: Washington, D.C. 20007-5109

NAME OF SUBMITTER:	Richard J. McKenna
SIGNATURE:	/R.J. McKenna/
DATE SIGNED:	03/03/2017

Total Attachments: 8

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ULTA SALON, COSMETICS & FRAGRANCES, INC." FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2017, AT 10:52 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE TWENTY-NINTH DAY OF JANUARY, A.D. 2017 AT 12:04 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

2218695 8100V
SR# 20170488844

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 201944965
Date: 01-27-17

TRADEMARK
REEL: 006001 FRAME: 0562

**CERTIFICATE OF INCORPORATION
OF
ULTA SALON, COSMETICS & FRAGRANCE, INC.**

ARTICLE ONE

The name of the Corporation is Ulta Salon, Cosmetics & Fragrance, Inc.

ARTICLE TWO

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware, 19808. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE FOUR

(a) Authorized Shares The total number of shares of capital stock which the Corporation has the authority to issue is 500 shares of common stock, par value \$0.01 per share (the "Common Stock").

The number of authorized shares of the Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of at least a majority of the voting power of the issued and outstanding shares of Common Stock of the Corporation.

(b) Common Stock. Except as otherwise provided in this Certificate of Incorporation or by applicable law, the voting, dividend and liquidation rights of the holders of Common Stock are as follows:

- (i) Voting Rights. Each record holder of Common Stock shall be entitled at any annual or special meeting of stockholders, with respect to each share of Common Stock held by such holder as of the applicable record date, to one (1) vote per share in person or by proxy on all matters submitted to a vote of the stockholders of the Corporation. There shall be no cumulative voting.
- (ii) Dividends and Distributions. The holders of shares of Common Stock shall be entitled to receive such dividends and other distributions in cash, property or shares of stock of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor.

- (iii) Liquidation Rights. In the event of any dissolution, liquidation or winding-up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation, the remaining assets and funds of the Corporation, if any, shall be divided among and paid ratably to the holders of Common Stock in proportion to the number of shares held by them.
- (iv) Preemptive Rights. The holders of Common Stock shall have no preemptive right to subscribe for any shares of any class or series of capital stock of the Corporation whether now or hereafter authorized.

ARTICLE FIVE

The Corporation is to have perpetual existence.

ARTICLE SIX

The number of directors of the Corporation shall be three (3) or such other specific number as may be designated from time to time by resolution of the Board of Directors of the Corporation.

ARTICLE SEVEN

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the By-Laws of the Corporation.

ARTICLE EIGHT

Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

ARTICLE NINE

- (a) Shareholder Action. No stockholder action may be taken except at an annual or special meeting of stockholders of the Corporation and stockholders may not take any action by written consent in lieu of a meeting.
- (b) Shareholder Action As It Relates to Ulta Beauty. Any act or transaction by or involving the Corporation, other than the election or removal of directors of the Corporation, that requires for its adoption under the General Corporation Law of the State of Delaware or this Certificate of Incorporation the approval of the stockholders of the Corporation shall, in accordance with Section 251(g) of the General Corporation Law of the State of Delaware, require, in addition, the approval of the stockholders of Ulta Beauty, Inc. (or any successor thereto by merger), by the same vote as is required by the

General Corporation Law of the State of Delaware and/or this Certificate of Incorporation.

ARTICLE TEN

Special meetings of the stockholders of the Corporation, for any purpose or purposes, may only be called at any time by a majority of the entire Board of Directors or by either the Chairman or the President of the Corporation.

ARTICLE ELEVEN

The Corporation shall be governed by Section 203 of the DGCL (or any successor provision thereto) ("Section 203"), and the provisions contained in Section 203 shall apply to fullest extent permitted thereunder.

ARTICLE TWELVE

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL, as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such amendment, modification or repeal.

ARTICLE THIRTEEN

To the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, the Corporation shall indemnify and hold harmless, and advance expenses to any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans maintained or sponsored by the Corporation (a "Covered Person"), against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in the By-Laws (as the same may provide from time to time), the Corporation shall be required to indemnify a Covered Person in connection with a proceeding (or a part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized by the By-Laws, in any written agreement with the Corporation, or in the specific case by the Board of Directors; *provided, however*, that if a claim for indemnification (following the final disposition of an action, suit or proceeding) or advancement of expenses is not paid in full within thirty (30) days after a written demand therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim, and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. Nothing contained in this

ARTICLE THIRTEEN shall affect any rights to indemnification or advancement of expenses to which directors, officers, employees or agents of the Corporation otherwise may be entitled under the By-Laws, any written agreement with the Corporation or otherwise. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this ARTICLE THIRTEEN with respect to the indemnification and advancement of expenses of directors and officers of the Corporation. Any amendment, modification or repeal of this ARTICLE THIRTEEN shall not adversely affect any right or protection of a Covered Person existing at the time of, or increase the liability of any Covered Person with respect to any acts or omissions of such Covered Person occurring prior to, such amendment, modification or repeal.

ARTICLE FOURTEEN

The Corporation reserves the right to amend, alter, change, waive or repeal any provision of this Certificate of Incorporation, in the manner now or hereafter prescribed by the laws of the State of Delaware and this Certificate of Incorporation, and all rights, preferences and privileges conferred on stockholders, directors, officers, employees, agents and other persons in this Certificate of Incorporation, if any, are granted subject to this reservation. Notwithstanding any other provisions of this Certificate of Incorporation or the By-Laws of the Corporation (and notwithstanding the fact that a lesser percentage or separate class vote may be specified or permitted by law, this Certificate of Incorporation or the By-Laws of the Corporation), any proposal to amend or repeal, or to adopt any provision of this Certificate of Incorporation inconsistent with ARTICLES SIX, NINE, TEN, ELEVEN and FOURTEEN shall require the affirmative vote of the holders of not less than 66 2/3% of the votes entitled to be cast by the holders of all the then outstanding shares of stock then entitled to vote generally in the election of directors, voting together as a single class.

ARTICLE FIFTEEN

The name and address of the sole incorporator are:

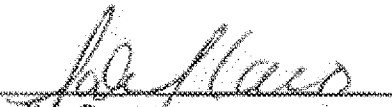
Jodi J. Caro
1000 Remington Blvd., Suite 120
Bolingbrook, Illinois 60440.

ARTICLE SIXTEEN

The Corporation shall be formed effective at 12:04 A.M., Eastern Time, on January 29, 2017.

* * * * *

I, the undersigned incorporator, hereby acknowledge that the foregoing Certificate of Incorporation is my act and deed and that the facts herein stated are true, and accordingly I have set my hand hereto this 27th day of January 2017.

By: 
Jodi A. Caro

[Signature Page to Ulta Salon, Cosmetics & Fragrance, Inc. Certificate of Incorporation]

TRADEMARK
REEL: 006001 FRAME: 0567

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "ULTA SALON, COSMETICS & FRAGRANCE, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ULTA SALON, COSMETICS & FRAGRANCE, LLC" TO "ULTA SALON, COSMETICS & FRAGRANCES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2017, AT 10:52 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-NINTH DAY OF JANUARY, A.D. 2017 AT 12:04 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

2218695 8100V
SR# 20170488844

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 201944965
Date: 01-27-17


TRADEMARK
REEL: 006001 FRAME: 0568

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY
TO A CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW**

1. The jurisdiction where the Limited Liability Company first formed is the State of Delaware.
2. The jurisdiction immediately prior to filing this Certificate is the State of Delaware.
3. The date the Limited Liability Company was first formed (as a corporation) is January 9, 1990.
4. The name of the Limited Liability Company immediately prior to filing this Certificate is Ulta Salon, Cosmetics & Fragrance, LLC.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Ulta Salon, Cosmetics & Fragrance, Inc.
6. The conversion shall become effective at 12:04 A.M., Eastern Time, on January 29, 2017.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate on the 27th day of January, 2017.

Ulta Salon, Cosmetics & Fragrance, LLC

By: 
John Gero
General Counsel, Vice President and
Secretary