

## TRADEMARK ASSIGNMENT COVER SHEET

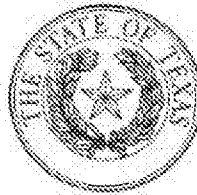
Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM420515

<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>
Beneplace, Inc.		03/17/2017	Corporation: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Beneplace, LLC		
<b>Street Address:</b>	9020 North Capital of Texas Highway		
<b>Internal Address:</b>	Building II, Suite 200		
<b>City:</b>	Austin		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	78759		
<b>Entity Type:</b>	Limited Liability Company: TEXAS		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2717493	BENEPLACE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	5124805811		
<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>	512-480-5772		
<b>Email:</b>	khays@gdhm.com		
<b>Correspondent Name:</b>	Kay Hays		
<b>Address Line 1:</b>	401 Congress Avenue, Suite 2200		
<b>Address Line 4:</b>	Austin, TEXAS 78701		
<b>NAME OF SUBMITTER:</b>	George Parsons		
<b>SIGNATURE:</b>	/s/ George Parsons		
<b>DATE SIGNED:</b>	03/21/2017		
<b>Total Attachments: 6</b>			
source=Filed Certificate of Conversion - Beneplace, Inc. to Beneplace, LLC#page1.tif			
source=Filed Certificate of Conversion - Beneplace, Inc. to Beneplace, LLC#page2.tif			
source=Filed Certificate of Conversion - Beneplace, Inc. to Beneplace, LLC#page3.tif			
source=Filed Certificate of Conversion - Beneplace, Inc. to Beneplace, LLC#page4.tif			
source=Filed Certificate of Conversion - Beneplace, Inc. to Beneplace, LLC#page5.tif			

OP \$40.00 2717493





## Office of the Secretary of State

### CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

Beneplace, Inc.  
File Number: 136361500

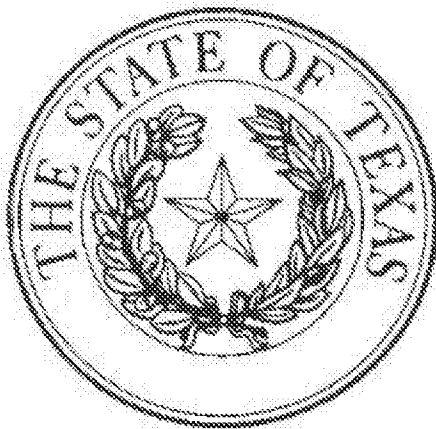
Converting it to

Beneplace, LLC  
File Number: 802677571

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

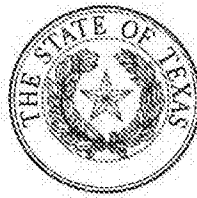
Dated: 03/17/2017

Effective: 03/17/2017



A handwritten signature in black ink, appearing to read "R. Pablos".

Rolando B. Pablos  
Secretary of State



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

Beneplace, LLC  
File Number: 802677571

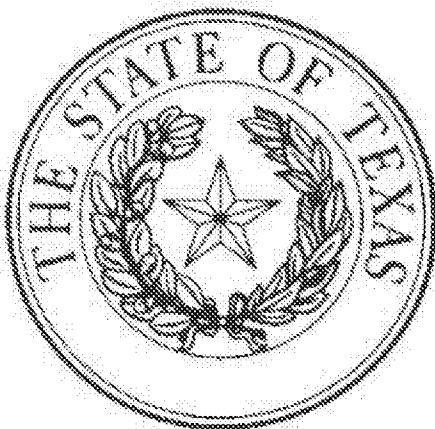
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 03/17/2017

Effective: 03/17/2017



A handwritten signature in black ink, appearing to read "R. Pablos".

Rolando B. Pablos  
Secretary of State

FILED  
In the Office of the  
Secretary of State of Texas

MAR 17 2017

Corporations Section

**CERTIFICATE OF CONVERSION  
CONVERTING  
BENEPLACE, INC.  
INTO  
BENEPLACE, LLC**

1. The name of the converting corporation is Beneplace, Inc.
2. The jurisdiction of formation of the corporation is Texas.
3. The date of formation of the corporation is July 19, 1995.
4. The file number issued to the corporation by the Secretary of State is 136361500.
5. The corporation named above is converting to a limited liability company. The name of the limited liability company is Beneplace, LLC.
6. The limited liability company will be formed under the laws of Texas.
7. In lieu of attaching the Plan of Conversion, the corporation certifies that:
  - a. A signed Plan of Conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is: 9020 North Capital of Texas Highway, Building II, Suite 200, Austin, Texas 78759.
  - b. A signed Plan of Conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is: 9020 North Capital of Texas Highway, Building II, Suite 200, Austin, Texas 78759.
  - c. A copy of the Plan of Conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.
8. The converted entity is a Texas limited liability company. The Certificate of Formation of the Texas limited liability company is attached hereto as Exhibit A.
9. The Plan of Conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.
10. In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

2739298.1

**TRADEMARK**  
**REEL: 006014 FRAME: 0299**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: March 17, 2017.

Beneplace, Inc.

By: George Parsons  
George Parsons, Chairman of the Board

FILED  
In the Office of the  
Secretary of State of Texas  
MAR 17 2017  
Corporations Section

EXHIBIT A  
CERTIFICATE OF FORMATION  
OF  
BENEPLACE, LLC

ARTICLE I.

The name of the filing entity being formed is Beneplace, LLC.

ARTICLE II.

The filing entity being formed is a limited liability company.

ARTICLE III.

The purpose for which the limited liability company is formed is to transact any and all lawful business for which a limited liability company may be formed under the Texas Business Organizations Code.

ARTICLE IV.

The address of the initial registered office of the limited liability company is 9020 North Capital of Texas Highway, Building II, Suite 200, Austin, Texas 78759, and the name of the initial registered agent at such address is Maraga, LLC.

ARTICLE V.

The limited liability company is to be managed by managers. The names and addresses of the persons who are to serve as the initial managers are:

Name:

Address:

George Parsons

9020 North Capital of Texas Highway  
Building II, Suite 200  
Austin, Texas 78759

Janet Strohmeyer

9020 North Capital of Texas Highway  
Building II, Suite 200  
Austin, Texas 78759

**ARTICLE VI.**

In accordance with the provisions of Section 3.005 of the Texas Business Organizations Code, the limited liability company is being created pursuant to a plan of conversion dated March 17, 2017 by and between Beneplace, Inc., a Texas corporation formed on July 19, 1995, whose address is 9020 North Capital of Texas Highway, Building II, Suite 200, Austin, Texas 78759, as the converting entity, and the limited liability company as the converted entity.