

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM420568

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CRAB ADDISON, INC.		01/02/2017	Corporation: TEXAS
RECEIVING PARTY DATA			
Name:	Joe's Crab Shack, LLC		
Street Address:	10555 RICHMOND AVE.		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77042		
Entity Type:	Limited Liability Company: TEXAS		
PROPERTY NUMBERS Total: 23			
Property Type	Number	Word Mark	
Serial Number:	85040608	JOE'S CRAB SHACK	
Serial Number:	85854568	100% SHORE	
Serial Number:	85854507	100% SHORE	
Serial Number:	85042703	JOE'S CRAB SHACK	
Serial Number:	85041046	JOE'S CRAB SHACK	
Serial Number:	85041044	JOE'S CRAB SHACK	
Serial Number:	85041042	JOE'S CRAB SHACK	
Serial Number:	77158378	FAR AWAY FROM EVERYDAY	
Serial Number:	76604777		
Serial Number:	76182995	JOE'S SEAFOOD HOUSE	
Serial Number:	76352833	JOE'S SEAFOOD SHACK	
Serial Number:	76182996	JOE'S SHRIMP HOUSE	
Serial Number:	75931532	EAT CRABS. HAVE FUN!	
Serial Number:	75145513	PEACE LOVE & CRABS!	
Serial Number:	75145512	FREE CRABS TOMORROW	
Serial Number:	75145511	JOE'S CRAB SHACK NO VACANCY	
Serial Number:	75145477	FREE CRABS TOMORROW	
Serial Number:	75145413	PEACE LOVE & CRABS!	
Serial Number:	75073828	SEAFOOD WITH AN ATTITUDE!	

CH \$590.00 85040608

Property Type	Number	Word Mark
Serial Number:	74580036	JOE'S CRAB SHACK
Serial Number:	74669421	JOE'S CRAB SHACK
Serial Number:	74571008	JOE'S CRAB SHACK AN EMBARRASSMENT TO ANY
Serial Number:	74527135	JOE'S CRAB SHACK

CORRESPONDENCE DATA

Fax Number: 5124572100

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: 512.457.2018

Email: aotrademark@kslaw.com

Correspondent Name: Richard J Groos

Address Line 1: 401 Congress Avenue, Suite 3200

Address Line 4: Austin, TEXAS 78701

NAME OF SUBMITTER:	Richard J. Groos
SIGNATURE:	/Richard J. Groos/
DATE SIGNED:	03/21/2017

Total Attachments: 10

- source=2017.01.02 - Conversion to Joe's Crab Shack, LLC#page1.tif
- source=2017.01.02 - Conversion to Joe's Crab Shack, LLC#page2.tif
- source=2017.01.02 - Conversion to Joe's Crab Shack, LLC#page3.tif
- source=2017.01.02 - Conversion to Joe's Crab Shack, LLC#page4.tif
- source=2017.01.02 - Conversion to Joe's Crab Shack, LLC#page5.tif
- source=2017.01.02 - Conversion to Joe's Crab Shack, LLC#page6.tif
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Office of the Secretary of State

October 21, 2016

CT Corporation System
701 Brazos, Ste. 720
Austin, TX 78701 USA

RE: Joe's Crab Shack, LLC
File Number: 802567405

It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure



Office of the Secretary of State

CERTIFICATE OF CONVERSION

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

CRAB ADDISON, INC.
File Number: 130862000

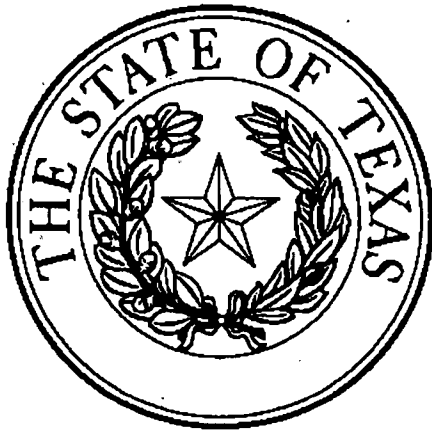
Converting it to

Joe's Crab Shack, LLC
File Number: 802567405

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: 10/20/2016

Effective: 01/02/2017 11:59 pm



A handwritten signature in black ink, appearing to read "Cascos" followed by a horizontal line.

Carlos H. Cascos
Secretary of State

Certificate of Formation for the Converted Entity

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

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.

Effectiveness of Filing (Select either A, B, or C.)

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: January 2, 2017 11:59:59 PM

C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate


Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.

In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

Execution

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

Date: October 4, 2016



Secretary + Treasurer

Signature and title of authorized person on behalf of the converting entity



Office of the Secretary of State

CERTIFICATE OF FILING OF

Joe's Crab Shack, LLC
File Number: 802567405

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: 10/20/2016

Effective: 01/02/2017 11:59 pm



A handwritten signature in black ink, appearing to read "Cascos" followed by a horizontal line.

Carlos H. Cascos
Secretary of State

Form 205
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: \$300



Certificate of Formation
Limited Liability Company

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
OCT 20 2016
Corporations Section

Article 1 – Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

Joe's Crab Shack, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2 – Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
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C. The business address of the registered agent and the registered office address is:

211 E. 7th Street	Austin	TX	78701-3218
<i>Street Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>

Article 3—Governing Authority

(Select and complete either A or B and provide the name and address of each governing person.)

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

GOVERNING PERSON 1

NAME (Enter the name of either an individual or an organization, but not both.)

IF INDIVIDUAL

Robert	S	Merritt	
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>

OR

IF ORGANIZATION

Organization Name

ADDRESS

10555 Richmond Ave.	Houston	TX	77042
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i> <i>Zip Code</i>

GOVERNING PERSON 2				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
Brad	A	Leist		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
10555 Richmond Ave.	Houston	TX	77042	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

GOVERNING PERSON 3				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

The limited liability company is being formed pursuant to a plan of conversion on file at the company's principal place of business.

Prior company – Crab Addison, Inc.; incorporated on March 13, 2004 under the laws of the State of Texas as a corporation; 10555 Richmond Avenue, Houston, TX 77042. New LLC – Joe's Crab Shack, LLC organized under the laws of the State of Texas.

Organizer

The name and address of the organizer:

Brad A. Leist

Name

10555 Richmond Ave.

Street or Mailing Address

Houston

City

TX 77042

State Zip Code

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: 1/2/2017 11:59:59 PM
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.


Date: 10/3/2016



Signature of organizer

Brad A. Leist

Printed or typed name of organizer

<p>Form 509 (Revised 06/15)</p> <p>Submit with relevant filing instrument.</p> <p>Filing Fee: None</p>	 <p>Consent to Use of Similar Name</p>	
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(1) Joe's Crab Shack Real Estate Holdings, Inc.; File Number 800735472
Name and file number of the entity or individual who holds the existing name on file with the secretary of state


consents to the use of

(2) Joe's Crab Shack, LLC
Proposed name

as the name of a filing entity or foreign filing entity in Texas for the purpose of submitting a filing instrument to the secretary of state.

(3) The undersigned certifies to being authorized by the holder of the existing name to give this consent. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 10/3/2016



 Signature of Authorized Person

Brad A. Leist

 Name of Authorized Person (type or print)

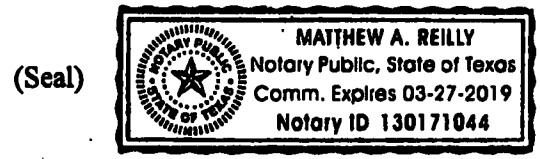
CFO, Secretary & Treasurer of Sole Shareholder

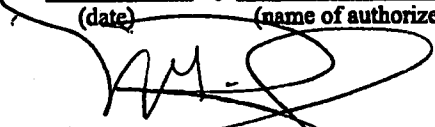
 Title of Authorized Person, if any (type or print)

State of Texas

County of Harris

This instrument was acknowledged before me on 10/3/2016 by Brad A. Leist
 (date) (name of authorized person)





 Notary Public's signature



Acceptance of Appointment
and
Consent to Serve as Registered Agent
§5.201(b) Business Organizations Code

The following form may be used when the person designated as registered agent in a registered agent filing is an individual.

Acceptance of Appointment and Consent to Serve as Registered Agent

I acknowledge, accept and consent to my designation or appointment as registered agent in Texas for

Name of represented entity

I am a resident of the state and understand that it will be my responsibility to receive any process, notice, or demand that is served on me as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if I resign.

x: _____

Signature of registered agent *Printed name of registered agent* *Date (mm/dd/yyyy)*

The following form may be used when the person designated as registered agent in a registered agent filing is an organization.

Acceptance of Appointment and Consent to Serve as Registered Agent

I am authorized to act on behalf of CSC-Lawyers Incorporating Service Company

Name of organization designated as registered agent

The organization is registered or otherwise authorized to do business in Texas. The organization acknowledges, accepts and consents to its appointment or designation as registered agent in Texas for:

Joe's Crab Shack, LLC

Name of represented entity

The organization takes responsibility to receive any process, notice, or demand that is served on the organization as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if the organization resigns.

x: Kelley Cokefair, Asst. Secretary Kelley Cokefair 10/3/2016

Signature of person authorized to act on behalf of organization *Printed name of authorized person* *Date (mm/dd/yyyy)*