

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM420686

<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>
BHTT Entertainment, Inc.		01/02/2017	Corporation: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BHTT Entertainment, LLC		
<b>Street Address:</b>	9900 Westpark Drive		
<b>Internal Address:</b>	Suite 300		
<b>City:</b>	Houston		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	77063		
<b>Entity Type:</b>	Limited Liability Company: TEXAS		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86148114	DISPENSING HAPPINESS	
<b>Serial Number:</b>	85101055	BRICK HOUSE TAVERN + TAP	
<b>Serial Number:</b>	78685240	BRICK HOUSE SUBS	
<b>Serial Number:</b>	77802310	BRICKHOUSEBREWERY	
<b>Serial Number:</b>	77472877	BRICK HOUSE TAVERN + TAP	
<b>Serial Number:</b>	77472707	BRICK HOUSE TAVERN + TAP	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	5124572100		
<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>	512.457.2018		
<b>Email:</b>	aotrademark@kslaw.com		
<b>Correspondent Name:</b>	Richard J Groos		
<b>Address Line 1:</b>	401 Congress Avenue, Suite 3200		
<b>Address Line 4:</b>	Austin, TEXAS 78701		
<b>ATTORNEY DOCKET NUMBER:</b>	20014.104009		
<b>NAME OF SUBMITTER:</b>	Richard J. Groos		
<b>SIGNATURE:</b>	/Richard J. Groos/		

CH \$165.00 86148114

**DATE SIGNED:**

03/22/2017

**Total Attachments: 9**

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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: BHTT Entertainment, LLC  
File Number: 802567351

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

BHTT Entertainment, Inc.  
File Number: 800973905

Converting it to

BHTT Entertainment, LLC  
File Number: 802567351

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 90<sup>th</sup> 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**

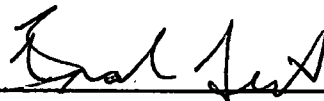
Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.

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

BHTT Entertainment, LLC  
File Number: 802567351

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".

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:

BHTT Entertainment, 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:

First Name M.I. Last Name Suffix

C. The business address of the registered agent and the registered office address is:

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

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  
First Name M.I. Last Name Suffix

OR

IF ORGANIZATION

Organization Name

ADDRESS

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



<b>GOVERNING PERSON 2</b>				
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>

<b>GOVERNING PERSON 3</b>				
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 – BHTT Entertainment, Inc.; incorporated on May 5, 2008 under the laws of the State of Texas as a corporation; 10555 Richmond Avenue, Houston, TX 77042. New LLC – BHTT Entertainment, 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 90<sup>th</sup> 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

