

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM422352

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/01/2017		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
K.O.I. ENTERPRISES, INC.		03/23/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Fisher Auto Parts, Inc.		
Street Address:	512 Greenville Ave.		
City:	Staunton		
State/Country:	VIRGINIA		
Postal Code:	24401		
Entity Type:	Corporation: VIRGINIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1202804	KOI AUTO PARTS	
Registration Number:	1199636	KOI	
CORRESPONDENCE DATA			
Fax Number:	8046982007		
<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:	804-775-1071		
Email:	trademarks@mcguirewoods.com, jhowell2@mcguirewoods.com		
Correspondent Name:	Robin C. Vance, McGuireWoods LLP		
Address Line 1:	800 East Canal Street		
Address Line 4:	Richmond, VIRGINIA 23219		
NAME OF SUBMITTER:	Robin C. Vance		
SIGNATURE:	/Robin C. Vance/		
DATE SIGNED:	04/04/2017		
Total Attachments: 4			
source=KOI and Fisher Auto Parts Merger#page1.tif			
source=KOI and Fisher Auto Parts Merger#page2.tif			
source=KOI and Fisher Auto Parts Merger#page3.tif			
source=KOI and Fisher Auto Parts Merger#page4.tif			

OP \$65.00 1202804

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"K.O.I. ENTERPRISES, INC.", A DELAWARE CORPORATION, WITH AND INTO "FISHER AUTO PARTS, INC." UNDER THE NAME OF "FISHER AUTO PARTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF VIRGINIA, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2017, AT 6:28 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF APRIL, A.D. 2017 AT 12:01 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

6361914 8100M
SR# 20172053795

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

Authentication: 202278833
Date: 03-28-17

TRADEMARK
REEL: 006025 FRAME: 0700

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

K.O.I. Enterprises, Inc.
a Delaware corporation

into

Fisher Auto Parts, Inc.
a Virginia corporation

Fisher Auto Parts, Inc. ("Fisher"), a corporation incorporated on the 27th day of October, 1958, pursuant to the provisions of the Virginia Stock Corporation Act;

DOES HEREBY CERTIFY that Fisher owns 100% of the capital stock of K.O.I. Enterprises, Inc. ("KOI"), a corporation incorporated on the 7th day of October, 1999, pursuant to the provisions of the Delaware General Corporation Law (the "DGCL"), and that Fisher, by unanimous written consent of its Board of Directors dated March 23, 2017, determined to merge KOI into Fisher pursuant to Section 253 of the DGCL, and did adopt the following resolutions:

WHEREAS, the Corporation owns all of the issued and outstanding shares of each class of capital stock of K.O.I. Enterprises, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, it is deemed advisable and in the best interest of the Corporation that the Subsidiary merge with and into Corporation, with the Corporation being the surviving corporation, pursuant to an Agreement and Plan of Merger as set forth on Exhibit A (the "Plan of Merger").

NOW, THEREFORE, BE IT:

RESOLVED, that the Plan of Merger is hereby adopted and approved;

RESOLVED FURTHER, that the Subsidiary be merged with and into the Corporation pursuant to Sections 13.1-719 and 13.1-720 of the Virginia Stock Corporation Act and Section 253 of the Delaware General Corporation Law, effective as of the 1st day of April, 2017 at 12:01 a.m. (Eastern Standard Time) (the "Merger"), so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving corporation (the "Surviving Corporation");

RESOLVED FURTHER, that the Merger shall not result in the amendment of, or have any effect upon, the Articles of Incorporation of the Surviving Corporation;

RESOLVED FURTHER, that the Merger shall not result in the amendment of, or have any effect upon, the Bylaws of the Surviving Corporation;

RESOLVED FURTHER, that the President, Vice President, Treasurer, Secretary and any other officer of the Corporation (each such person, an "Authorized Officer") be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of Delaware and pay any fees related to such filing;

RESOLVED FURTHER, that each Authorized Officer hereby is authorized to prepare and execute (i) the Plan of Merger, and (ii) Articles of Merger providing for the Merger, and to file the Articles of Merger (attaching the Plan of Merger) with the Virginia State Corporation Commission and pay any fees related to such filing; and

RESOLVED FURTHER, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered in connection with the Merger to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses related to the Merger; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

Fisher agrees that it may be served with process in Delaware in any proceeding for the enforcement of any obligation of KOI, as well as for enforcement of any obligation of Fisher arising from the merger, and Fisher hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any suit or other proceedings and a copy of such process shall be mailed by the Secretary of State of the State of Delaware to Fisher at the following address:

512 Greenville Avenue
Staunton, Virginia 24401

This Certificate of Ownership and Merger shall be effective as of the 1st day of April, 2017 at 12:01 a.m. (Eastern Standard Time).

(Next Page is Signature Page)

IN WITNESS WHEREOF, Fisher, the parent corporation of KOI, has caused this certificate to be signed by an authorized officer this 23rd day of March, 2017.

By: Herbert L. Godschalk, III
Name: Herbert L. Godschalk, III Herbert L. Godschalk, III
Title: CO-President