

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM423715

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mille Lacs Foods LLC	FORMERLY San-Mann Acquisition LLC	06/22/2016	Limited Liability Company: WISCONSIN
RECEIVING PARTY DATA			
Name:	Mille Lacs Foods Inc.		
Street Address:	2 East Mifflin Street		
Internal Address:	Suite 600		
City:	Madison		
State/Country:	WISCONSIN		
Postal Code:	53703		
Entity Type:	Corporation: WISCONSIN		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1064573	MILLE LACS GOURMET FOODS	
CORRESPONDENCE DATA			
Fax Number:	6082529243		
<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:	6082558891		
Email:	jlttm@dewittross.com		
Correspondent Name:	DeWitt Ross & Stevens S.C.		
Address Line 1:	2 East Mifflin Street		
Address Line 2:	Suite 600		
Address Line 4:	Madison, WISCONSIN 53703		
NAME OF SUBMITTER:	Joseph T. Leone, Attorney of Record		
SIGNATURE:	/Jos. T. Leone/		
DATE SIGNED:	04/13/2017		
Total Attachments: 11			
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**PLAN OF CONVERSION
MILLE LACS FOODS LLC**

This Plan of Conversion is made effective as of June 22, 2016 (the "Effective Date"), by Mille Lacs Foods LLC, a Wisconsin limited liability company (the "LLC"), which shall be converted hereto into a Wisconsin business corporation to be known as Mille Lacs Foods Inc. (the "Corporation") pursuant to Sections 180.1161 and 183.1207 of the Wisconsin Statutes.

WHEREAS, Le Roy David Sanborn, II is the sole member of the LLC and owns one hundred percent (100%) of the Percentage Interests of the LLC; and

WHEREAS, the Member of the LLC has approved, authorized, and consented to the conversion of the LLC into the Corporation (the "Conversion").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby provide as follows:

1. The name of the entity prior to the Conversion is Mille Lacs Foods LLC, a limited liability company (Chapter 183, Wis. Stats.), organized under the laws of Wisconsin.

2. The name of the entity after the Conversion is Mille Lacs Foods Inc., a corporation (Chapter 180, Wis. Stats.), organized under the laws of Wisconsin.

3. The LLC has approved, authorized, and consented to the Conversion, effective as of June 22, 2016, or as soon as practicable thereafter, such Conversion to be implemented in accordance with the plan of conversion set forth herein.

4. The Member has authorized Peter M. Garson, Esq. to file a Certificate of Conversion with the Wisconsin Department of Financial Institutions for the purpose of converting the LLC into the Corporation pursuant to Sections 180.1161 and 183.1207 of the Wisconsin Statutes.

5. As a result of the Conversion, all of the Percentage Interests of the LLC shall be cancelled as of the date of such Conversion. In exchange for the cancellation of the Percentage Interests, the Member shall each receive one (1) share of \$0.01 par value common stock of the Corporation for every one percent (1%) of Percentage Interest in the LLC, which shares shall be one hundred percent (100%) of the issued shares of the Corporation.

6. The Corporation shall be governed pursuant to the provisions of the Articles of Incorporation of the Corporation, a copy of which is also attached to the Certificate of Conversion, which shall continue in effect following the effective date of the Conversion, until the same are altered or amended.

7. The Corporation shall be operated pursuant to the terms and conditions of the Corporation's Bylaws which shall become effective as of the date of the Conversion.

8. On the effective date of the Conversion, the Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the LLC; and all of the property, real or personal, and all debts due on whatever account, and all and every other interest of or belonging to or due the LLC shall be deemed to be vested in the Corporation without any further act or deed, except for those acts required by federal and state law, and the title to any property or any interest therein, vested in the LLC shall not revert or be in any way impaired by reason of the Conversion.

9. On the effective date of the Conversion, the Corporation shall be deemed responsible and liable for all the liabilities and obligations of the LLC such that the rights of creditors shall not be impaired by this Conversion. The Corporation shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the LLC.

10. At any time prior to the filing of the Certificate of Conversion with the Wisconsin Department of Financial Institutions, the proposed Conversion may be abandoned.

IN WITNESS WHEREOF, Mille Lacs Foods LLC has caused this Plan of Conversion to be executed effective as of the Effective Date.

MILLE LACS FOODS LLC

By 

Le Roy David Sanborn, II, Member

FILING FEE \$150.00
 OPTIONAL EXPEDITED SERVICE + \$25.00

DO NOT STAPLE

Sec. 179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5) and
183.1207(3) & (5),
Wis. Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name: Mille Lacs Foods LLC

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of Wisconsin (state or country *)
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2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

Yes No

IMPORTANT – If you answer yes, the entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the conversion.

NOTE: Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internet/merger.html>

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

3. After conversion:

Company Name: Mille Lacs Foods Inc.
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of Wisconsin (state or country)
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DFI/CORP/1000 (04/15)



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4. A Plan of Conversion containing all the following parts is attached as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)
- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
 - B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
 - C. The terms and conditions of the conversion.
 - D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
 - E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
 - F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. If converting the entity to another state or country, the governing document is not required. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional.)
 - G. Other provisions relating to the conversion, as determined by the business entity.
5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

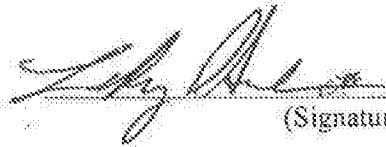
6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

Registered Agent (Agent for Service of Process): Peter M. Garson	Registered Office: DeWitt Ross & Stevens S.C. 2 E. Mifflin Street, Suite 600 Madison, WI 53703
Additional Entry for a Limited Partnership only →	Record Office:

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION:**

Registered Agent (Agent for Service of Process): Peter M. Garson	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): DeWitt Ross & Stevens S.C. 2 E. Mifflin Street, Suite 600 / Madison, WI 53703
Additional Entry for a Limited Partnership only →	Record Office:

8. Executed on 06/22/2016 (date) by the business entity PRIOR TO ITS CONVERSION.


(Signature)

Mark (X) below the title of the person executing the document.

For a **limited partnership**

Title: General Partner

For a **limited liability company**

Title: Member OR Manager

Le Roy David Sanborn, II

(Printed Name)

For a **corporation**

Title: President OR Secretary

or other officer title

INSTRUCTIONS (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Please use **BLACK Ink**. Submit one original along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.

Mailing Address:

State of WI - Dept. of Financial
Institutions
Box 93348
Milwaukee WI 53293-0348

Physical Address for Express Mail:

Department of Financial Institutions
Division of Corporate & Consumer Services
201 W. Washington Ave - Suite 300
Madison WI 53703

Phone: 608-261-7577
TTY: 711

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity prior to conversion. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity after conversion.

Fee simple ownership interest Yes No (for DFI use only)
CERTIFICATE OF CONVERSION

F
Peter M. Garson
DeWitt Ross & Stevens S.C.
2 E. Mifflin Street, Suite 600
Madison, WI 53703

L
▲ Enter your return address within the bracket above.

Phone number during the day: (608) 252 - 9361

INSTRUCTIONS (Cont'd)

4. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is optional.

5. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

6. Provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.

7. Provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

8. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.

EXHIBIT A

PLAN OF CONVERSION MILLE LACS FOODS LLC

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WHEREAS, the Member of the LLC has approved, authorized, and consented to the conversion of the LLC into the Corporation (the "Conversion").

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3. The LLC has approved, authorized, and consented to the Conversion, effective as of June 22, 2016, or as soon a practicable thereafter, such Conversion to be implemented in accordance with the plan of conversion set forth herein.
4. The Member has authorized Peter M. Garson, Esq. to file a Certificate of Conversion with the Wisconsin Department of Financial Institutions for the purpose of converting the LLC into the Corporation pursuant to Sections 180.1161 and 183.1207 of the Wisconsin Statutes.
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7. The Corporation shall be operated pursuant to the terms and conditions of the Corporation's Bylaws which shall become effective as of the date of the Conversion.

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8. On the effective date of the Conversion, the Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the LLC; and all of the property, real or personal, and all debts due on whatever account, and all and every other interest of or belonging to or due the LLC shall be deemed to be vested in the Corporation without any further act or deed, except for those acts required by federal and state law, and the title to any property or any interest therein, vested in the LLC shall not revert or be in any way impaired by reason of the Conversion.

9. On the effective date of the Conversion, the Corporation shall be deemed responsible and liable for all the liabilities and obligations of the LLC such that the rights of creditors shall not be impaired by this Conversion. The Corporation shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the LLC.

10. At any time prior to the filing of the Certificate of Conversion with the Wisconsin Department of Financial Institutions, the proposed Conversion may be abandoned.

IN WITNESS WHEREOF, Mille Lacs Foods LLC has caused this Plan of Conversion to be executed effective as of the Effective Date.

MILLE LACS FOODS LLC

By: 

Le Roy David Sanborn, II, Member

EXHIBIT B

ARTICLES OF INCORPORATION

MILLE LACS FOODS INC.

Executed by the undersigned for the purposes of forming a Wisconsin business corporation under Chapter 180 of the Wisconsin Statutes:

Article 1 Name

The name of the corporation is Mille Lacs Foods Inc.

Article 2 Powers

The primary purposes for which the Corporation is formed are to engage in any lawful activities authorized by Chapter 180 of the Wisconsin Statutes. The Corporation shall have, exercise, and enjoy all the general rights, privileges, and powers granted to corporations by Chapter 180 and by the Common Law.

Article 3 Authorized Shares

The aggregate number of shares that the corporation shall have authority to issue is 10,000. The corporation's authorized shares shall consist of one class only and shall be designated as \$0.01 par value common stock ("common stock").

Article 4 Registered Office and Registered Agent

The street address of the initial registered office is c/o DeWitt Ross & Stevens S.C., 2 East Mifflin Street, Suite 600, Madison, Wisconsin 53703. The name of the initial registered agent at the above registered office is Peter M. Garson.

Article 5 Directors

The initial board of directors shall consist of at least one (1) member. The number of directors shall thereafter be specified by or fixed in accordance with the corporation's bylaws. In the absence of a bylaw specifying or fixing the number of directors, the number of directors shall be the number specified for the initial board of directors.

Article 6
Limitations on Transfer of Stock

Transfer of the Corporation's shares may be restricted by bylaw or shareholder agreement.

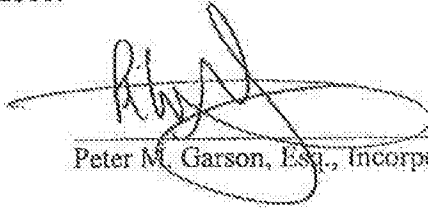
Article 7
Amendment of Articles

These Articles may be amended in the manner authorized by law at the time of amendment.

Article 8
Incorporator

The name and address of the Incorporator is Peter M. Garson, Esq, DeWitt Ross & Stevens S.C., 2 East Mifflin Street, Suite 600, Madison, Wisconsin 53703.

Executed this 22nd day of June 2016.



Peter M. Garson, Esq., Incorporator

This instrument was drafted by and, after filing,
the acknowledgment copy hereof shall be returned to:
Peter M. Garson, Esq.
DeWitt Ross & Stevens S.C.
2 East Mifflin St., Suite 600
Madison, WI 53703



For Office



State of Wisconsin

Department of Financial Institutions

Endorsement

CERTIFICATE OF CONVERSION - Ch. 183

MILLE LACS FOODS LLC

Received Date: 12/29/2016

Filed Date: 12/30/2016

Filing Fee: \$150.00

Expedited Fee: \$25.00

Total Fee: \$175.00

Entity ID#: S101305

Dom 183 -> Dom 180
Name Chg