

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM430180

<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>
Milo's Franchise Company, Inc.		12/21/2011	Corporation: ALABAMA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Milo's Franchise Company, LLC		
<b>Street Address:</b>	828 Columbiana Road		
<b>City:</b>	Homewood		
<b>State/Country:</b>	ALABAMA		
<b>Postal Code:</b>	35209		
<b>Entity Type:</b>	Limited Liability Company: ALABAMA		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86948637	STAY SAUCY	
<b>Registration Number:</b>	4942355	MILO'S THE ORIGINAL SINCE 1946	
<b>Registration Number:</b>	4791474	MILO'S FAMOUS SEASONING	
<b>Registration Number:</b>	4773479	SAUCY BURGER	
<b>Registration Number:</b>	4735790	MILO'S FAMOUS BURGER	
<b>Registration Number:</b>	4760747	MILO'S FAMOUS SAUCE	
<b>Registration Number:</b>	4760746	MILO'S FAMOUS SALT	
<b>Registration Number:</b>	1178661	MILO'S	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2052541999		
<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>	12052541036		
<b>Email:</b>	tebbert@maynardcooper.com		
<b>Correspondent Name:</b>	C. Brandon Browning		
<b>Address Line 1:</b>	1901 6th Ave North Suite 2400		
<b>Address Line 4:</b>	Birmingham, ALABAMA 35203		
<b>NAME OF SUBMITTER:</b>	C. Brandon Browning		
<b>SIGNATURE:</b>	/cbbrowning/		

OP \$215.00 86948637

<b>DATE SIGNED:</b>	06/06/2017
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**Total Attachments: 14**

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THIS INSTRUMENT WAS PREPARED BY:  
 Matthew S. Geller  
 Sirote & Perrott, P.C.  
 2311 Highland Avenue South  
 Birmingham, Alabama 35205

STATE OF ALABAMA )  
 JEFFERSON COUNTY )

Alabama  
 Sec. Of State  
 Entity Change D/C  
 228-299  
 Date 12/22/2011  
 Time 17:00  
 111229 13 Pg  
 File \$100.00  
 Ackn \$.00  
 Exp \$100.00  
 Total \$200.00  
 01/010

ARTICLES OF ORGANIZATION  
 OF  
 MILO'S FRANCHISE COMPANY, LLC

Pursuant to title 10A of the Alabama Code, known as the Alabama Business and Nonprofit Entities Code, including title 10A, chapter 5 of the Alabama Code, known as the Alabama Limited Liability Company Law (hereinafter collectively referred to as the "Alabama Code"), the undersigned do hereby submit and state the following:

**WHEREAS**, Milo's Franchise Company, Inc. is a corporation organized and existing under the laws of the State of Alabama (the "Converting Entity"); and

**WHEREAS**, the shareholders of the Converting Entity desire to convert the Converting Entity into this limited liability company pursuant to Alabama Code section 10A-1-8.01, by simultaneously filing in the Office of the Alabama Secretary of State (i) these Articles of Organization and (ii) the Articles of Dissolution of the Converting Entity; and

**WHEREAS**, the name of the resulting limited liability company shall be Milo's Franchise Company, LLC; and

**WHEREAS**, the conversion of Milo's Franchise Company, Inc. to Milo's Franchise Company, LLC was approved by all of the shareholders of the Converting Entity entitled to vote thereon, pursuant to Alabama Code section 10A-1-8.0; and

**WHEREAS**, it is intended that the conversion of the Converting Entity into the resulting limited liability company shall have the effect as set forth in Alabama Code Section 10A-1-8.01(d).

**NOW, THEREFORE**, the Converting Entity hereby converts its form of business organization into a limited liability company as follows:

The undersigned, desiring to form a limited liability company pursuant to the laws of the State of Alabama, certify as follows:

1. **Name.** The name of the entity is Milo's Franchise Company, LLC.
2. **Effective Time.** The effective date and time of the formation of Milo's Franchise Company, LLC shall be as of the close of business on December 30, 2011 (the "Effective Time").

3. **Type of Entity.** The type of entity being formed is a limited liability company.

4. **Purpose.** The purposes for which this limited liability company is organized are to operate restaurant franchises, and to do any and all things necessary to own and operate said business.

5. **Duration.** The existence of the limited liability company shall commence on the Effective Time of the filing of these Articles of Organization, and its duration shall be perpetual; provided, however, that the limited liability company shall be dissolved (a) upon the written consent of all of the members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Law.

6. **Registered Agent and Registered Office.** The location and mailing address of the initial registered office shall be 2204 Lakeshore Drive, Suite 130, Birmingham, Alabama 35209, and the name of the initial registered agent at said address shall be Lewis Chitwood.

7. **Initial Members.** The names and mailing addresses of the initial members of the limited liability company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lewis Chitwood	2204 Lakeshore Drive, Suite 130 Birmingham, Alabama 35209
Dean E. Chitwood Children's Trust; f/b/o Lewis Dean Chitwood, dated January 1, 2005	2204 Lakeshore Drive, Suite 130 Birmingham, Alabama 35209

8. **Admission of Additional Members.** The members of the limited liability company shall have the right to admit additional members to the limited liability company, as provided in the Operating Agreement.

9. **Initial Manager.** The limited liability company shall be managed by a manager who shall serve as manager until a successor is elected and qualified. The name of the initial manager is Lewis Chitwood, and the address of the initial manager is 2204 Lakeshore Drive, Suite 130, Birmingham, Alabama 35209.

10. **Required Statements:**

10.1 Milo's Franchise Company, LLC was converted from a corporation into a limited liability company.


10.2 The former name of Milo's Franchise Company, LLC was Milo's Franchise Company, Inc.

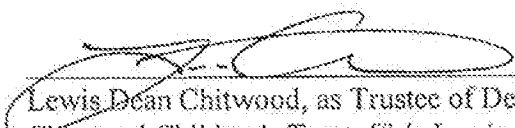
10.3 The Articles of Incorporation of Milo's Franchise Company, Inc. were filed in the Office of the Judge of Probate of Jefferson County, Alabama. The Articles of Dissolution of Milo's Franchise Company, Inc. will be filed in connection with the conversion of Milo's Franchise Company, Inc. to Milo's Franchise Company, LLC in the Office of the Alabama Secretary of State. These Articles of Organization of Milo's Franchise Company, LLC will be filed in the Office of the Alabama Secretary of State.

10.4 The conversion of Milo's Franchise Company, Inc. to Milo's Franchise Company, LLC was approved pursuant to Alabama Code section 10A-1-8.01.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have affixed hands and seals on this  
21 day of December, 2011.

  
Lewis Chitwood

  
Lewis Dean Chitwood, as Trustee of Dean E.  
Chitwood Children's Trust, f/b/o Lewis Dean  
Chitwood, dated January 1, 2005

(MEMBERS)

Beth Chapman  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

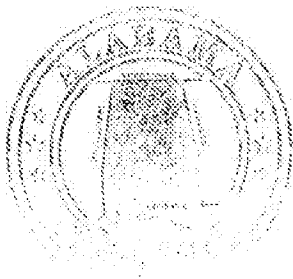
I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Milo's Franchise Company, LLC

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of SIROTE & PERMUTT, PC, 2311 HIGHLAND AVE SOUTH SUITE 500, BIRMINGHAM, AL 35205 for a period of one hundred twenty days beginning December 1, 2011 and expiring March 31, 2012

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.



592-419

December 5, 2011

Date

*Beth Chapman*

Beth Chapman

Secretary of State

TRADEMARK  
REEL: 006078 FRAME: 0007

THIS INSTRUMENT WAS PREPARED BY:  
Matthew S. Geller  
Shrote & Permutt, P.C.  
2311 Highland Avenue South  
Birmingham, Alabama 35209

STATE OF ALABAMA )

JEFFERSON COUNTY )

ARTICLES OF DISSOLUTION  
OF  
MILO'S FRANCHISE COMPANY, INC.

Pursuant to title 10A of the Alabama Code, known as the Alabama Business and Nonprofit Entities Code, including Alabama Code section 10A-1-8.01 and title 10A, chapter 2 of the Alabama Code, known as the Alabama Business Corporation Law (hereinafter collectively referred to as the "Alabama Code"), the undersigned do hereby submit and state the following:

1. The reason for filing these Articles of Dissolution is that Milo's Franchise Company, Inc., an Alabama corporation, was converted into Milo's Franchise Company, LLC, an Alabama limited liability company, pursuant to the applicable provisions of the Alabama Code and in accordance with the Articles of Organization of Milo's Franchise Company, LLC filed contemporaneously herewith in the Office of the Alabama Secretary of State.

2. The name of the corporation is Milo's Franchise Company, Inc.

3. The type of entity is a business corporation.

4. The conversion and dissolution of the corporation was authorized on December \_\_, 2011 by a Unanimous Written Consent of the Shareholders of Milo's Franchise Company, Inc., a copy of which written consent is attached hereto as Exhibit A.

5. The effective date and time of the dissolution of the corporation shall be as of the close of business on December 30, 2011, pursuant to Alabama Code section 10A-1-8.01(c)(3).

[Signature Page Follows]



IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 21 day of  
December, 2011.


  
..... (SEAL)  
Lewis Chitwood  
President

Exhibit A

Unanimous Written Consent of the Shareholders of Milo's Franchise Company, Inc.

UNANIMOUS WRITTEN CONSENT OF THE SHAREHOLDERS OF  
MILO'S FRANCHISE COMPANY, INC.

\*\*\*\*\*

Pursuant to title 10A of the Alabama Code, known as the Alabama Business and Nonprofit Entities Code, including Alabama Code section 10A-1-8.01 and title 10A, chapter 2 of the Alabama Code, known as the Alabama Business Corporation Law (hereinafter collectively referred to as to the "Alabama Code"), the undersigned, being the all of the shareholders of Milo's Franchise Company, Inc., a corporation organized and existing under the laws of the State of Alabama (the "Corporation"), do hereby consent to the adoption of the following:

**WHEREAS**, the shareholders have deemed it advisable to convert the form of entity under which the Corporation conducts business from a business corporation to a limited liability company.

**NOW, THEREFORE, BE IT:**

**RESOLVED**, That the Shareholders of the Corporation hereby adopt and approve the Plan of Conversion attached hereto as Exhibit A and incorporated herein by reference ("Plan of Conversion"), and hereby approve the conversion of the Corporation to an Alabama limited liability company in accordance with the following:

1. The President is hereby authorized and directed to execute the Plan of Conversion for an on behalf of the Corporation.
2. The President is hereby authorized and directed to execute and file Articles of Dissolution of the Corporation, as required by law, effective as of the close of business on December 30, 2011, in connection with the conversion of the Corporation into an Alabama limited liability company to be called Milo's Franchise Company, LLC, pursuant to the Articles of Organization of Milo's Franchise Company, LLC to be filed contemporaneously therewith in the Office of the Alabama Secretary of State.
3. The President of the Corporation is authorized and directed to carry out the provisions of the Plan of Conversion and to take all steps necessary to convert the Corporation to an Alabama limited liability company and to file the Articles of Dissolution of the Corporation in connection with such conversion and in accordance with the laws of the State of Alabama.


**RESOLVED**, that the President is hereby authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation; to pay or cause to be paid all expenses; to take all such other actions as he 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; and

RESOLVED, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the President to take all actions 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.

This written consent is to be placed with the minutes of proceedings of the Corporation, and the action taken herein is as fully effective as if enacted at a meeting duly called and held.

DATED December 21, 2011.

  
Lewis Chitwood  
Shareholder


  
Lewis Dean Chitwood, as Trustee of Dean E.  
Chitwood Children's Trust, f/b/o Lewis Dean  
Chitwood, dated January 1, 2005  
Shareholder

Exhibit A.  
Plan of Conversion  
[Attached]

PLAN OF CONVERSION

Milo's Franchise Company, Inc., a corporation duly organized and existing under the laws of the State of Alabama (the "Converting Company"), hereby elects to convert to an Alabama limited liability company in accordance with title 10A of the Alabama Code, including Alabama Code section 10A-1-8.01 (hereinafter collectively referred to as the "Alabama Law"), and does hereby adopt, the following Plan of Conversion:

1. As used herein, the term "Converting Company" refers to the entity prior to conversion. The term "Converted Company" refers to the entity after conversion.

2. The Converting Company shall convert to an Alabama limited liability company named "Milo's Franchise Company, LLC" (the Converted Company) as authorized by the Alabama Law.

3. The manner and basis of converting the shares of common capital stock of the Converting Company into membership interests of the Converted Company shall be as follows:

3.1 The shareholders, number of shares owned and the percentage ownership of the Converting Company are as follows:

<u>Name of Shareholder</u>	<u>Number of Shares</u>	<u>Percentage Ownership</u>
Lewis Chitwood	100	19.7%
Dean E. Chitwood Children's Trust, f/b/o Lewis Dean Chitwood, dated January 1, 2005	408	80.3%
Totals	508	100.00%

3.2 Each shareholder's shares of common capital stock in the Converting Company shall be converted into membership interests of the Converted Company, the percentage of the membership interests issued to each member of the Converted Company shall be equal to such member's percentage ownership as a shareholder of the Converting Company, and the resulting ownership of the Converted Company shall be as follows:

<u>Name of Member</u>	<u>Percentage Ownership</u>
Lewis Chitwood	19.7%
Dean E. Chitwood Children's Trust, f/b/o Lewis Dean Chitwood, dated January 1, 2005	80.3%
Totals	100.00%

4. The structure of the Converting Company provided that the company was managed by its Board of Directors. Accordingly, the sole member of the Board of Directors of the Converting Company shall be appointed as Manager of the Converted Company and is as follows:

Manager  
Lewis Chitwood

5. Both Articles of Organization of the Converted Company and Articles of Dissolution of the Converting Company shall be filed in the Office of the Alabama Secretary of State pursuant to the Alabama Law.

6. The effective date of the conversion contemplated by this Plan of Conversion shall be as of the close of business on December 30, 2011.

IN WITNESS WHEREOF, this Plan of Conversion has been executed by the undersigned on this 24 day of December, 2011.

Milo's Franchise Company, Inc.

By: 

Lewis D. Chitwood

its President

