

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM444985

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Parker Products, Inc.		09/25/2017	Corporation: TEXAS
RECEIVING PARTY DATA			
Name:	Parker Products, LLC		
Street Address:	3020 West Lancaster Avenue		
City:	Fort Worth		
State/Country:	TEXAS		
Postal Code:	76107		
Entity Type:	Limited Liability Company: TEXAS		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77269698	AN ORGANIC TWIST TO GREAT CLASSICS	
Serial Number:	77174771	NATURE'S CONFECTIONS	
CORRESPONDENCE DATA			
Fax Number:	6123393061		
<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:	512-492-6413		
Email:	tmg@slwip.com		
Correspondent Name:	Pamela B. Huff		
Address Line 1:	P.O. Box 2938		
Address Line 2:	Schwegman Lundberg & Woessner, P.A.		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	4865.000001		
NAME OF SUBMITTER:	Pamela B. Huff		
SIGNATURE:	/pbhuff35901/		
DATE SIGNED:	09/28/2017		
Total Attachments: 8			
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Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Parker Products, LLC
Filing Number: 802822918

Certificate of Conversion

September 25, 2017

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 27, 2017.



A handwritten signature in black ink, appearing to read "R. Pablos".

Rolando B. Pablos
Secretary of State

Form 632
(Revised 05/11)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: See instructions



**Certificate of Conversion
of a
Corporation Converting
to a
Limited Liability Company**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

SEP 25 2017

Corporations Section

Converting Entity Information

The name of the converting corporation is:

PARKER PRODUCTS, INC.

The jurisdiction of formation of the corporation is: TEXAS

The date of formation of the corporation is: OCTOBER 16, 1996

The file number, if any, issued to the corporation by the secretary of state, is: 141864500

Plan of Conversion - Alternative Statements

The corporation named above is converting to a limited liability company. The name of the limited liability company is:

PARKER PRODUCTS, LLC

The limited liability company will be formed under the laws of: TEXAS

The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

Instead of attaching the plan of conversion, the corporation certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is:

Street or Mailing Address City State Country Zip Code

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

Street or Mailing Address City State Country Zip Code

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Certificate of Formation for the Converting 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.

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.

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.

Effective Date

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: _____

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

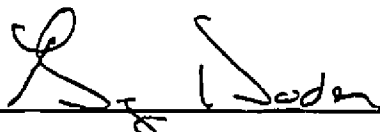
Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.

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

Signature of Authorized Person

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

Date: SEPTEMBER 25, 2017



Gregory (Greg) D. Hodder, President

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

AGREEMENT AND PLAN OF CONVERSION

of

**PARKER PRODUCTS, INC.,
a Texas corporation**

into

**PARKER PRODUCTS, LLC,
a Texas limited liability company****September 25, 2017**

THIS AGREEMENT AND PLAN OF CONVERSION (the "*Agreement*"), is entered into by Parker Products, Inc., a Texas corporation (the "*Corporation*"), which shall convert itself into a newly formed limited liability company organized under the laws of the State of Texas to be named Parker Products, LLC (the "*LLC*") pursuant to the provisions of the Texas Business Organizations Code. The conversion transaction provided for herein (the "*Conversion*") has been approved by the Corporation, and the Corporation will continue its existence in the organizational form of the LLC after the Conversion, on the terms and subject to the conditions set forth in this Agreement, and all pursuant to the provisions of Sections 10.101 and 10.154 of the Texas Business Organizations Code.

AGREEMENT AND PLAN OF CONVERSION

NOW, THEREFORE, in consideration of the premises and of the mutual covenants contained herein, the parties hereby agree as follows:

ARTICLE I - DEFINITIONS

1.01 **Definitions.** Capitalized terms used in this Agreement are used as defined in this Article I or elsewhere in this Agreement.

"*Agreement*" has the meaning set forth in the preamble.

"*Closing Date*" has the meaning set forth in Section 2.03.

"*Closing*" has the meaning set forth in Section 2.03.

"*Conversion*" has the meaning set forth in the preamble.

"*Corporation*" has the meaning set forth in the preamble.

"*Effective Time*" has the meaning set forth in Section 2.04.

"*LLC*" has the meaning set forth in the preamble.

"*Texas Certificate of Conversion*" means that certain Certificate of Conversion to be filed with the Texas Secretary of State pursuant to Section 10.154 of the Texas Law.

"Texas Certificate of Formation" means that certain Certificate of Formation to be filed with the Texas Secretary of State concurrently with the Texas Certificate of Conversion to effect the Conversion under Texas Law.

"Texas Law" means the Texas Business Organizations Code, as amended.

ARTICLE II - THE CONVERSION

2.01 Approval. The sole shareholder approved the Conversion by written consent on September 24, 2017.

2.02 The Conversion. Upon the terms and subject to the conditions set forth in this Agreement, the Corporation shall be converted into the LLC at the Effective Time of the Conversion pursuant to the applicable provisions of Texas Law. Following the Conversion, the LLC shall continue as the converted entity and shall succeed to and assume all the rights and obligations of the Corporation in accordance with Texas Law. The LLC will be responsible for, and obligated to pay, all applicable taxes and/or any related fees of the Corporation if the same are not timely paid.

2.03 Closing. The closing of the Conversion (the "**Closing**") will take place at the Corporation's principal office on September 25, 2017 (the date of the Closing being referred to herein as the "**Closing Date**"). At or prior to the Closing, (i) the Texas Certificate of Conversion, attached hereto as **Exhibit A**, shall be executed and acknowledged by James (Jim) K. Waldroop, in his capacity as Chief Executive Officer of the Corporation; (ii) the Certificate of Formation of the LLC, attached hereto as **Exhibit B**, shall be executed, acknowledged, and delivered by James (Jim) K. Waldroop, as organizer of the LLC; and (iii) the Corporation shall take such further action as is required to consummate the Conversion described in this Agreement.

2.04 Effective Time. As soon as practicable on or after the Closing, the Corporation and the LLC, as applicable, shall: (i) file the Texas Certificate of Conversion with the Texas Secretary of State, executed in accordance with the relevant provisions of Texas Law; (ii) simultaneously file the Texas Certificate of Formation of the LLC with the Texas Secretary of State, executed in accordance with the relevant provisions of Texas Law; and (iii) make all other filings or recordings required under the appropriate laws to consummate the Conversion. The Conversion will be effective in Texas upon the acceptance of the Certificate of Conversion and the Certificate of Formation by the Texas Secretary of State (the "**Effective Time**" of the Conversion).

2.05 Copy of the Agreement. An executed copy of this Agreement will be kept on file at the offices of the Corporation before the Conversion, and the offices of the LLC after the Conversion. An executed copy of this Agreement will be furnished by the LLC, on written request and without cost, to any shareholder of the Corporation (or former shareholder of the Corporation) and to any creditor or obligee of the Corporation at the time of the Conversion if such obligation is then outstanding.


ARTICLE III - EFFECT OF CONVERSION ON THE PARTNERSHIP INTERESTS

3.01 Conversion of the Corporation Interests. As of the Effective Time of the Conversion, by virtue of the Conversion and without any action on the part of the LLC or its members, the 100% equity interest in the Corporation held by White Horse Equity, LLC shall automatically be converted into a 100% membership interest in the LLC held by White Horse Equity, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Agreement and Plan of Conversion as of the date first written above.

CONVERTING ENTITY:

PARKER PRODUCTS, INC.,
a Texas corporation

By: 
Name: Gregory (Greg) S. Hodder
Title: President

CERTIFICATE OF FORMATION**OF****PARKER PRODUCTS, LLC**FILED
In the Office of the
Secretary of State of Texas

SEP 25 2017

Corporations Section

**ARTICLE I
ENTITY NAME AND TYPE**

The filing entity being formed is a limited liability company. The name of the entity is Parker Products, LLC.

**ARTICLE II
REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent is an individual resident of the state whose name is James K. Waldroop.

The business address of the registered agent and the registered office address is 1103 NW 11th Street, Andrews, Texas 79714.

**ARTICLE III
GOVERNING AUTHORITY**

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

INITIAL MEMBER(S)	
Name	Address
White Horse Equity, LLC	1103 NW 11 th Street Andrews, Texas 79714

**ARTICLE IV
PURPOSE(S)**

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.

**ARTICLE V
PLAN OF CONVERSION**

The limited liability company is being formed pursuant to an Agreement and Plan of Conversion.

**ARTICLE VI
CONVERTING ENTITY INFORMATION**

The name of the converting entity is Parker Products, Inc. The address of the converting entity is P.O. Box 1509, Andrews, Texas 79714. The converting entity was formed as a Texas corporation on October 16, 1996.

**ARTICLE VII
ORGANIZER**

The name and address of each organizer is set forth below.

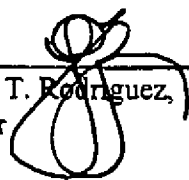
ORGANIZER(S)	
Name	Address
Christina T. Rodriguez	c/o Haynes and Boone, LLP 2323 Victory Avenue, Suite 700 Dallas, Texas 75219

EFFECTIVENESS OF FILING

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

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.

September 25, 2017



 Christina T. Rodriguez,
 Organizer