

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM463168

<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>
Rollin B. Child, Inc.		09/22/2016	Corporation: MINNESOTA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	RBC Tile & Stone, LLC		
<b>Street Address:</b>	1820 Berkshire Lane North		
<b>City:</b>	Plymouth		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55441		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2539326	RBC	
<b>Registration Number:</b>	2625923	BACK BAY	
<b>Registration Number:</b>	3523000	RBC TILE & STONE	
<b>Registration Number:</b>	3523001	RBC CHILDCREST TILE & STONE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6123396580		
<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>	6123391863		
<b>Email:</b>	mness@kinney.com		
<b>Correspondent Name:</b>	David R. Fairbairn		
<b>Address Line 1:</b>	312 South Third Street		
<b>Address Line 2:</b>	Kinney & Lange, P.A.		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55415		
<b>NAME OF SUBMITTER:</b>	David R. Fairbairn		
<b>SIGNATURE:</b>	/David R. Fairbairn/		
<b>DATE SIGNED:</b>	02/23/2018		
<b>Total Attachments: 8</b>			
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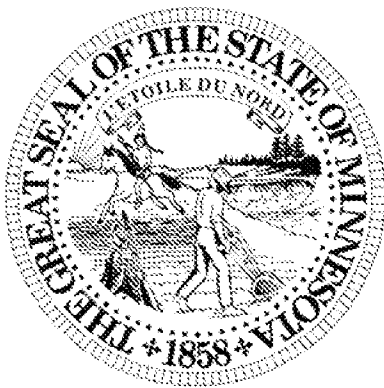
## Office of the Minnesota Secretary of State Certification of Record

I, Steve Simon, Secretary of State of Minnesota, do certify that: The filing(s) listed below were filed in the Minnesota computerized/central filing system on the date(s) listed below and that the copies associated with this certification are a true and complete copy of those filings as filed in that system.

### Filing(s) filed on:

<u>Filing Date</u>	<u>Filing Type</u>	<u>Filing Number</u>
09/22/2016	Conversion Filing to Other Jurisdiction - Business Corporation (Domestic)	903056400062

This certificate has been issued on: 01/04/2018



A handwritten signature in black ink that reads "Steve Simon".

Steve Simon  
Secretary of State  
State of Minnesota

**Office of the Minnesota Secretary of State  
Certificate of Conversion**

I, Steve Simon, Secretary of State of Minnesota, certify that: the documentation required to effectuate a conversion by the entity listed below from the law under which the entity was previously governed to the law under which it is governed after the issuance of this certificate, on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 302A

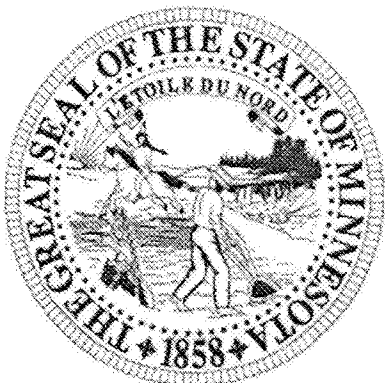
Home Jurisdiction and Name of Converting Entity:

MINNESOTA: ROLLIN B. CHILD, INC.

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

DELAWARE: RBC TILE & STONE, LLC

This Certificate has been issued on: 09/22/2016



*Steve Simon*

Steve Simon  
Secretary of State  
State of Minnesota

TRADEMARK

REEL: 006278 FRAME: 0311



**ARTICLES OF CONVERSION**  
of  
**ROLLIN B. CHILD, INC.,**  
a Minnesota corporation  
(the "Converting Corporation")  
**INTO**  
**RBC TILE & STONE, LLC,**  
a Delaware limited liability company  
(the "Converted Organization")

Pursuant to the provisions of Minnesota Statutes, Chapter 302A, the undersigned Converting Corporation executes the following Articles of Conversion:

1. The Plan of Conversion attached hereto as Exhibit A (the "Plan of Conversion"), and incorporated herein by reference, has been approved by the Converting Corporation in accordance with Minnesota Statutes, Section 302A.684.
2. The name of the Converting Corporation before the conversion is Rollin B. Child, Inc., a Minnesota corporation.
3. The name of the Converted Organization after the conversion shall be RBC Tile & Stone, LLC, a Delaware limited liability company, which name satisfies the laws applicable to the Converted Organization.
4. The conversion is effective under the governing statute of the Converted Organization upon filing of the Certificate of Conversion and Certificate of Formation with the Delaware Secretary of State.
5. The conversion has been approved as required by the Converting Corporation in accordance with Minnesota Statutes, Chapter 302A.
6. The conversion was approved as required by the governing statute of the Converted Organization.
7. The Converted Organization consents to the jurisdiction of the courts of the State of Minnesota to enforce any debt, obligation, or other liability for which the Converting Corporation is liable if, before the conversion, the Converting Corporation was subject to suit in the State of Minnesota on the debt, obligation, or other liability.
8. The Converted Organization irrevocably appoints the Secretary of State of the State of Minnesota as its agent for service of process. The address to which the Secretary of State may forward any process for the purposes of section 302A.691, subdivision 3 is: 1820 Berkshire Lane North, Plymouth, MN 55441.

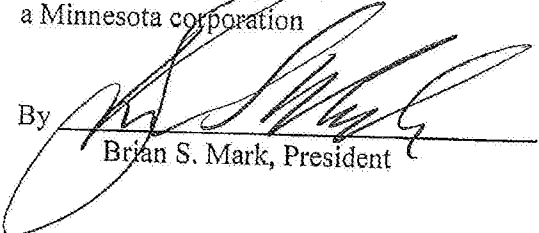
*{Signature page follows}*

I, the undersigned, swear that the foregoing is true and accurate and that I have the authority to sign these Articles of Conversion on behalf of the Converting Corporation.

Date: Aug 30<sup>th</sup>, 2016.

ROLLIN B. CHILD, INC.  
a Minnesota corporation

By

  
Brian S. Mark, President

## EXHIBIT A

### PLAN OF CONVERSION

**ROLLIN B. CHILD, INC.,**  
a Minnesota corporation  
(the "Converting Corporation")  
**INTO**  
**RBC TILE & STONE, LLC,**  
a Delaware limited liability company  
(the "Converted Organization")

This Plan of Conversion is entered into by Rollin B. Child, Inc., a Minnesota corporation, which desires to convert to RBC Tile & Stone, LLC, a Delaware limited liability company, effective as of the Effective Date set forth below.

1. Converting Corporation. The name of the Converting Corporation before the conversion is Rollin B. Child, Inc., a Minnesota corporation.
2. Converted Organization. After conversion, the name of the Converted Organization shall be RBC Tile & Stone, LLC, a limited liability company organized under the laws of the State of Delaware.
3. Organizational Documents. The Certificate of Formation attached hereto as Attachment A shall be the Certificate of Formation of the Converted Organization. The Bylaws of the Converting Corporation shall terminate on the Effective Date and shall be superseded and replaced by the Limited Liability Company Agreement of the Converted Organization.
4. Effective Date. The conversion is effective upon filing of the Certificate of Conversion and Certificate of Formation with the Delaware Secretary of State.
5. Conversion of Shares. By virtue of the conversion and without any action on the part of the Converting Corporation or the holder of any stock of the Converting Corporation, each share of common stock of the Converting Corporation, issued and outstanding immediately prior to the Effective Date, shall be converted into one unit of limited liability company interest in the Converted Organization.
6. Officers and Directors. The Board of Directors of the Converting Corporation holding office immediately before the Effective Date shall constitute the Board of Managers of the Converted Organization immediately upon the Effective Date. The Officers of the Converting Corporation holding office immediately before the Effective Date shall constitute the Officers of the Converted Organization immediately upon the Effective Date.
7. Continuation. As of the Effective Date, the Converted Organization shall possess all rights, privileges, powers, franchises, assets, property, and immunities of the Converting Corporation. The title to any real property or any interest therein vested by deed or otherwise in the Converting Corporation shall remain vested in the Converted Organization. All rights of creditors,

**TRADEMARK**

**REEL: 006278 FRAME: 0314**

and all liens upon any property of Converting Corporation, shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Date, and all other debts, liabilities, and duties of the Converting Corporation shall continue as obligations of the Converted Organization.

8. Further Assurances. If at any time upon or after the Effective Date, the Converted Organization shall determine or be advised that any instrument of further assurance is needed in order to evidence the continued vesting in it of the title of the Converting Corporation to any of the property rights of the Converting Corporation, the appropriate officers or managers of the Converted Organization and the Converting Corporation are hereby authorized to execute, acknowledge and deliver all such instruments of further assurance and to do all acts or things, in the name of the Converted Organization and the Converting Corporation, as may be required or desirable to carry out the provisions of this Plan of Conversion.

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**CERTIFICATE OF FORMATION  
OF  
RBC TILE & STONE, LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

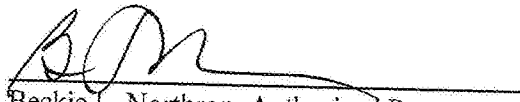
**ARTICLE 1.**

The name of this limited liability company is RBC Tile & Stone, LLC.

**ARTICLE 2.**

The address of the registered office of this limited liability company in Delaware is located at 1209 Orange Street, Wilmington, DE 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, I have executed this Certificate of Formation as of September 22 2016.

  
Beckie L. Northrop, Authorized Person



**Work Item 903056400062**  
**Original File Number V-703**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
**09/22/2016 11:59 PM**

*Steve Simon*

Steve Simon  
Secretary of State