

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM463667

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Varsity Spirit Fashions & Supplies, Inc.		11/26/2014	Corporation: MINNESOTA
RECEIVING PARTY DATA			
Name:	Varsity Spirit Fashions & Supplies, LLC		
Street Address:	6745 Lenox Center Court		
Internal Address:	Suite 300		
City:	Memphis		
State/Country:	TENNESSEE		
Postal Code:	38115		
Entity Type:	Limited Liability Company: MINNESOTA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	76345500	ACTIONWEAVE	
Serial Number:	76345397	MOTIONFLEX	
Serial Number:	74130827	VARSITY SPIRIT FASHIONS	
Serial Number:	73799998	JUNIOR VARSITY SPIRIT FASHIONS	
CORRESPONDENCE DATA			
Fax Number:	2024084400		
<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:	2024084000		
Email:	docketing@finnegan.com		
Correspondent Name:	Danny M. Awdeh		
Address Line 1:	901 New York Avenue, NW		
Address Line 4:	Washington, D.C. 20001		
NAME OF SUBMITTER:	Danny M. Awdeh		
SIGNATURE:	/Danny M. Awdeh/		
DATE SIGNED:	02/28/2018		
Total Attachments: 12			
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OP \$115.00 76345500

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

I, Mark Ritchie, 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:

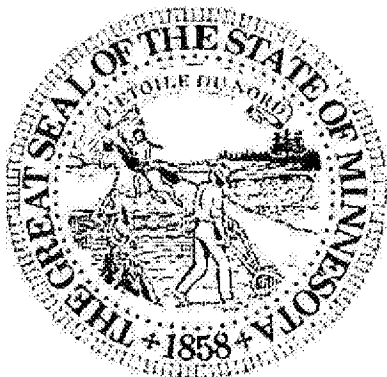
MINNESOTA: VARSITY SPIRIT FASHIONS & SUPPLIES, INC.

After Conversion, Entity is governed by Minnesota Statutes, Chapter: 322B

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

MINNESOTA: VARSITY SPIRIT FASHIONS & SUPPLIES, LLC

This Certificate has been issued on: 11/26/2014



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota

TRADEMARK

REEL: 006280 FRAME: 0629

Office of the Minnesota Secretary of State Certificate of Organization

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

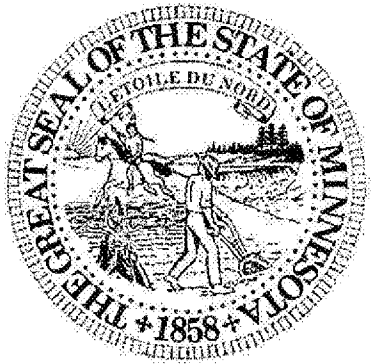
The business entity is now legally registered under the laws of Minnesota.

Name: Varsity Spirit Fashions & Supplies, LLC

File Number: 796450800029

Minnesota Statutes, Chapter: 322B

This certificate has been issued on: 11/26/2014



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota

4K-74

DC → LLC



79616400005

STATE OF MINNESOTA
SECRETARY OF STATE
ARTICLES OF CONVERSION
Minnesota Corporations and Limited Liability Companies
Minnesota Statutes, Chapters 302A and 322B

These Articles of Conversion relate to the conversion of Varsity Spirit Fashions & Supplies, Inc., a Minnesota corporation, into Varsity Spirit Fashions & Supplies, LLC.

1. Plan of Conversion. The Plan of Conversion, dated as of November 26, 2014, is attached hereto as Exhibit A.
2. Name before Conversion. The name of the converting organization immediately before the filing of these Articles of Conversion is Varsity Spirit Fashions & Supplies, Inc.
3. Name after Conversion. The name of the converting organization after the Conversion shall be Varsity Spirit Fashions & Supplies, LLC.
4. Organization Type. After the Conversion, the converted organization shall be a limited liability company governed by Chapter 322B of the Minnesota Statutes.
5. Necessary Approvals. The Plan of Conversion has been approved by the converting organization pursuant to Section 302A.685 of the Minnesota Statutes.
6. Articles of Organization. The Articles of Organization attached as Annex I to the Plan of Conversion shall be the Articles of Organization of the converted organization.

[signature page follows]

* * * * *

DATED: November 26, 2014.

VARSITY SPIRIT FASHIONS & SUPPLIES, INC.


Jeffrey G. Webb
President and Chief Executive Officer

SIGNATURE PAGE

TO:

ARTICLES OF CONVERSION - VARSITY SPIRIT FASHIONS & SUPPLIES, INC.

TRADEMARK

REEL: 006280 FRAME: 0632

Exhibit A

**PLAN OF CONVERSION OF
VARSITY SPIRIT FASHIONS & SUPPLIES, INC.**

EXHIBIT A

TRADEMARK

REEL: 006280 FRAME: 0633

**PLAN OF CONVERSION OF
VARSITY SPIRIT FASHIONS & SUPPLIES, INC.**

VARSITY SPIRIT FASHIONS & SUPPLIES, INC. (the "**Corporation**") adopts this PLAN OF CONVERSION (the "**Plan**") to convert the Corporation from a Minnesota corporation to a Minnesota limited liability company.

1. **Conversion.** The Corporation shall be converted into a Minnesota limited liability company (the "**Converted Organization**") in accordance with the Minnesota Business Corporation Act (Minn. Stat. §302A.001, *et seq.*), as amended (the "**Conversion**").

2. **Name.** The name of the Converted Organization shall be "Varsity Spirit Fashions & Supplies, LLC".

3. **Effective Time.** The effective time of the Conversion ("**Effective Time**") shall be upon the filing of Articles of Conversion with the Minnesota Secretary of State pursuant to Section 7 of this Plan.

4. **Address.** The address of the principal office of the Surviving Entity shall be:

Varsity Spirit Fashions & Supplies, LLC
6745 Lenox Center Court, Suite 300
Memphis, TN 38115

5. **Governors and Officers.** As of the Effective Time, each person serving as a member of the Board of Directors of the Corporation prior to the Conversion shall serve as a member of the Board of Governors of the Converted Organization and each person serving as an Officer of the Corporation prior to the Conversion shall serve as an Officer, in the same capacity, of the Converted Organization.

6. **Cancellation of Shares of Stock and Issuance of Capital Units.** As of the Effective Time, each issued and outstanding share of stock of the Corporation shall automatically and by operation of law be converted into one capital unit of the Converted Organization, and no other payment shall be made with respect thereto, and all certificates evidencing ownership of the shares of Common stock of the Corporation shall be surrendered and canceled and shall be void and of no effect. Membership interests in the Converted Organization will not be certificated.

7. **Articles of Conversion and Articles of Organization; Filing.** As soon as practicable after the date hereof, the Corporation's Officers shall prepare and deliver to the Minnesota Secretary of State, Articles of Conversion in the form required and Articles of Organization in the form attached hereto as Annex I, and shall make all other filings or recordings as may be required under the Minnesota Business Corporation Act in connection with the Conversion. As of the Effective Time, the Conversion shall be completed and the resulting Converted Organization shall operate pursuant to such Articles of Conversion, the Articles of Organization and the provisions of the Minnesota Limited Liability Company Act (the "**Act**").

8. Bylaws and Member Control Agreement. As of the Effective Time, the Bylaws of the Corporation shall be cancelled by operation of law. The management and operation of the Converted Organization shall be determined pursuant to the terms and conditions of the Act and any Member Control Agreement of the Converted Organization, subject always to the right of the Converted Organization to alter, amend or repeal the Member Control Agreement in accordance with the laws of the State of Minnesota.

9. Approval. This Plan was adopted by the Board of Directors and sole Shareholder of the Corporation.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the undersigned has executed this Plan of Conversion as of
November 26 2014.

VARSITY SPIRIT FASHIONS & SUPPLIES, INC.

By: 
Jeffrey G. Webb, President and Chief
Executive Officer

SIGNATURE PAGE
TO

PLAN OF CONVERSION - VARSITY SPIRIT FASHIONS & SUPPLIES

TRADEMARK
REEL: 006280 FRAME: 0636

Annex I

ARTICLES OF ORGANIZATION
OF
VARSITY SPIRIT FASHIONS & SUPPLIES, LLC

ANNEX I

TRADEMARK
REEL: 006280 FRAME: 0637

**ARTICLES OF ORGANIZATION
OF
VARSITY SPIRIT FASHIONS & SUPPLIES, LLC**

The following are the Articles of Organization of Varsity Spirit Fashions & Supplies, LLC, a limited liability company formed for general business purposes under Chapter 322B of the Minnesota Statutes upon the conversion of Varsity Spirit Fashions & Supplies, Inc.

ARTICLE I
Name

The name of the limited liability company is Varsity Spirit Fashions & Supplies, LLC.

ARTICLE II
Registered Office

The address of the registered office of the limited liability company is C T Corporation Systems Inc, 100 South Fifth Street, Suite 1075, Minneapolis, MN 55402.

ARTICLE III

For purposes of Section 322B.115, subdivision 1(3) of the Minnesota Statutes, the organizer of the limited liability company is Jeffrey G. Webb, 6745 Lenox Center Court, Suite 300, Memphis, TN 38115.

ARTICLE IV
Limitation of Liability of Governors

A governor of the limited liability company shall not be personally liable to the limited liability company or its members for monetary damages for breach of fiduciary duty as a governor, except for liability (i) based on a breach of the governor's duty of loyalty to the limited liability company or its members; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) under Section 322B.56 or 80A.76 of the Minnesota Statutes; or (iv) for any transaction from which such governor derived an improper personal benefit. If Chapter 322B of the Minnesota Statutes is hereafter amended to authorize the further elimination or limitation of the liability of governors, then the liability of a governor of the limited liability company, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by Chapter 322B of the Minnesota Statutes, as amended. Any repeal or modification of this Article by the members of the limited liability company shall be prospective only and shall not adversely affect any limitation on the personal liability of a governor of the limited liability company existing at the time of such repeal or modification.

ARTICLE V
Action by Written Consent

Any action required or permitted to be taken at a meeting of the Board of Governors, which does not require the approval of the members, may be taken by written action signed by the number of governors that would be required to take the same action at a meeting at which all governors were present. However, if the action is one which must be approved by the members, such action may be taken by written action signed by all of the governors then in office.

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV 26 2014 JP

Mark Hitchcock
Secretary of State



Work Item 796450700028
Original File Number 4K-74

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
11/26/2014 11:59 PM

Mark Ritchie

Mark Ritchie
Secretary of State