

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM464170

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/30/2018

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Skyhawks Franchise Group, Inc.		01/30/2018	Corporation: WASHINGTON

RECEIVING PARTY DATA

Name:	Skyhawks Franchise Group, LLC
Street Address:	9425 N. Nevada St., Suite 210
City:	Spokane
State/Country:	WASHINGTON
Postal Code:	99218
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	4845662	SUPERTOTS
Registration Number:	3625281	SOC CERTOTS
Registration Number:	3629259	SOC CERTOTS
Registration Number:	3633712	SOC CERTOTS
Registration Number:	3625130	SOC CERTOTS
Registration Number:	3629272	SOC CERTOTS
Registration Number:	3447531	SOC CERTOUCH
Registration Number:	3421384	SOC CERTOUCH
Registration Number:	4189871	CHEERTOTS
Registration Number:	4209114	HOOPSTERTOTS
Registration Number:	4415393	HOCKEYTOTS
Registration Number:	5363447	SUPERTOTS SPORTS ACADEMY
Registration Number:	4502164	HOCKEYTOTS
Registration Number:	4189872	PARTYTOTS
Registration Number:	4417472	ORANGE HEAD SPORTS ACADEMY
Registration Number:	4314417	ORANGE HEAD SPORTS ACADEMY

CORRESPONDENCE DATA

TRADEMARK

Fax Number: 2027393000

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.

Phone: 202.739.3001

Email: jennifer.evans@morganlewis.com

Correspondent Name: Morgan, Lewis & Bockius LLP

Address Line 1: 1111 Pennsylvania Avenue, NW

Address Line 4: Washington, D.C. 20004

ATTORNEY DOCKET NUMBER:	106742-0024
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NAME OF SUBMITTER:	Jennifer C. Evans
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SIGNATURE:	/jce/
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DATE SIGNED:	03/02/2018
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Total Attachments: 5

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UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

CERTIFICATE OF MERGER

I, KIM WYMAN, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the below listed "Merging Entity/Entities" into:

SKYHAWKS FRANCHISE GROUP, LLC

UBI: NOT QUALIFIED IN WASHINGTON

Effective Date: 01/30/2018

Filing Date: 01/30/2018

Merging Entities:

602 694 335 SKYHAWKS FRANCHISE GROUP, INC., WA PROFIT CORPORATION



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 01/30/2018

TRADEMARK

REEL: 006298 FRAME: 0710

ARTICLES OF MERGER
MERGING
SKYHAWKS FRANCHISE GROUP, INC.
INTO
SKYHAWKS FRANCHISE GROUP, LLC

Skyhawks Franchise Group, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("SFG LLC"), hereby certifies as follows:

1. The plan of merger is as follows:
 - a) At the Effective Time (as defined below), Skyhawks Franchise Group, Inc., a corporation organized under the laws of the State of Washington ("SFG INC."), shall merge with and into SFG LLC (the "Merger"), with SFG LLC being the surviving entity in the Merger (the "Surviving Entity"). At the Effective Time, (a) the separate existence of SFG INC. shall cease, and (b) the Merger shall have the effects set forth in the Limited Liability Company Act of the State of Delaware (the "Act") and the Revised Code of Washington (the "RCW").
 - b) The Merger shall become effective at 9:00 a.m. (Eastern Standard Time) on January 30, 2018 (the "Effective Time").
 - c) At and following the Effective Time, the certificate of formation of SFG LLC shall be the certificate of formation of the Surviving Entity until amended in accordance with the provisions of such certificate of formation and applicable law.
 - d) At the Effective Time, by virtue of the Merger and without any further action on the part of SFG LLC or SFG INC. or any holder of any of the capital stock or limited liability company interests thereof:
 - i. Each of the shares of the capital stock of SFG INC. issued and outstanding immediately prior to the Effective Time shall be canceled and retired and shall cease to exist, and no payment or consideration shall be made with respect thereto; and
 - ii. Each of the limited liability company interests of SFG LLC issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.
 2. The laws of the State of Delaware permit the merger of a corporation organized under the laws of the State of Washington with and into a limited liability company organized under the laws of the State of Delaware.
 3. The Merger was duly approved by (a) the sole member of SFG LLC pursuant to Section 18-209 of the Act and (b) the sole stockholder of SFG INC. pursuant to Section 23B.11.080 of the RCW

IN WITNESS WHEREOF, these Articles of Merger have been executed by the Surviving Entity on January 30, 2018.

SKYHAWKS FRANCHISE GROUP, LLC

By: 
Louis Castelli, Manager

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SKYHAWKS FRANCHISE GROUP, INC.", A WASHINGTON CORPORATION, WITH AND INTO "SKYHAWKS FRANCHISE GROUP, LLC" UNDER THE NAME OF "SKYHAWKS FRANCHISE GROUP, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JANUARY, A.D. 2018, AT 1:22 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

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You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202059690
Date: 01-30-18

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**Certificate of Merger of a Foreign Corporation
into a Domestic Limited Liability Company**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is Skyhawks Franchise Group, LLC
_____, a Delaware Limited Liability Company.

Second: The name of the Corporation being merged into this surviving Limited
Liability Company is Skyhawks Franchise Group, Inc.
The jurisdiction in which this Corporation was formed is Washington.


Third: The Agreement of Merger has been approved and executed by both entities.

Fourth: The name of the surviving Limited Liability Company is Skyhawks Franchise Group, LLC
_____.

Fifth: The executed agreement of merger is on file at 9425 N. Nevada St., Suite 210
Spokane, WA 99218
_____,
the principal place of business of the surviving Limited Liability Company.

Sixth: A copy of the agreement of merger will be furnished by the surviving Limited
Liability Company on request, without cost, to any member of the Limited Liability
Company or any person holding an interest in any other business entity which is to merge
or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate
to be signed by an authorized person, this 30 day of January, A.D., 2018.

By: 

Authorized Person
Name: Louis Castelli

Print or Type