

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM487085

<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>
Vee Corporation		03/27/2015	Corporation: MINNESOTA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	VStar Theatrical, LLC		
<b>Street Address:</b>	800 LaSalle Avenue, Suite 1750		
<b>City:</b>	Minneapolis		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55402		
<b>Entity Type:</b>	Corporation: MINNESOTA		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4267019	PLAY ZONE	
<b>Registration Number:</b>	4267018	PLAY ZONE	
<b>Registration Number:</b>	2853743	VEE	
<b>Registration Number:</b>	2236636	VEE CORPORATION A WORLD OF ENTERTAINMENT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6172359493		
<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>	(617) 951-7000		
<b>Email:</b>	maryjane.dipalma@ropesgray.com		
<b>Correspondent Name:</b>	Ropes & Gray LLP		
<b>Address Line 1:</b>	Prudential Tower 800 Boylston Street		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02199-3600		
<b>NAME OF SUBMITTER:</b>	Mary Jane DiPalma		
<b>SIGNATURE:</b>	/ Mary Jane DiPalma /		
<b>DATE SIGNED:</b>	08/22/2018		
<b>Total Attachments: 23</b>			
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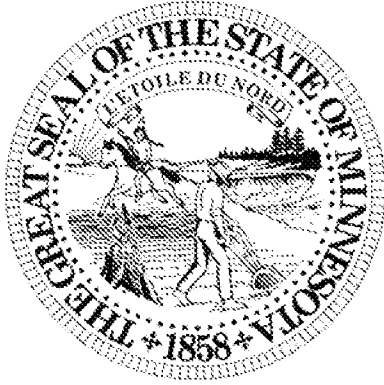
## Office of the Minnesota Secretary of State Certification of Record

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>
03/27/2015	Original Filing - Limited Liability Company (Domestic)	819549100058
11/30/2015	Amendment - Limited Liability Company (Domestic)	856707200044
03/01/2017	Administrative Termination - Limited Liability Company (Domestic)	937674000820
07/17/2017	Annual Reinstatement - Limited Liability Company (Domestic)	957795600020
10/18/2017	Registered Office and/or Agent - Limited Liability Company (Domestic)	974459200022
11/22/2017	Amendment - Limited Liability Company (Domestic)	981485600023

This certificate has been issued on: 08/01/2018



*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:

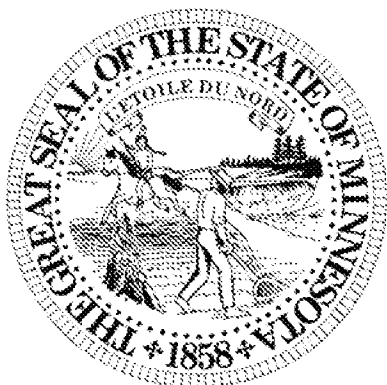
Minnesota: VEE Corporation

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

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

Minnesota: VStar Theatrical, LLC

This Certificate has been issued on: 03/27/2015



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 Organization

I, Steve Simon, 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.

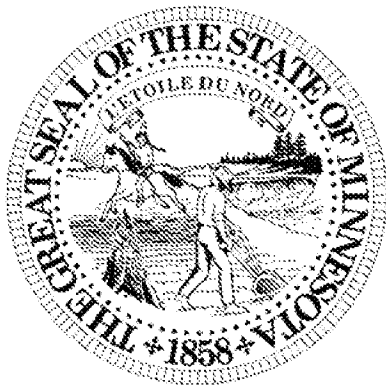
The business entity is now legally registered under the laws of Minnesota.

Name: VStar Theatrical, LLC

File Number: 819549100058

Minnesota Statutes, Chapter: 322B

This certificate has been issued on: 03/27/2015



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

Steve Simon  
Secretary of State  
State of Minnesota



ARTICLES OF CONVERSION  
VEE CORPORATION  
TO  
VEE LLC

These Articles of Conversion have been duly executed and are being filed by VEE Corporation, a Minnesota corporation (the "Converting Organization"), under Section 302A.687 of the Minnesota Business Corporation Act (the "MBCA").

1. A copy of the Plan of Conversion is attached hereto as Exhibit A.
2. The name of the Converting Organization before the filing of these Articles of Conversion is "VEE Corporation" and the name to which the name of the Converting Organization is to be changed is "VEE LLC" (the "Converted Organization").
3. The Converted Organization will be a Minnesota limited liability company.
4. The Plan of Conversion has been approved by the board of directors and the shareholders of the Converting Organization under Section 302A.685 of the MBCA.
5. A copy of the Articles of Organization of the Converted Organization are included as Exhibit A to the Plan of Conversion attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion to a Limited Liability Company as of March 27, 2015.

VEE CORPORATION

By 

Vincent E. Egan, President

Exhibit A

PLAN OF CONVERSION

See Attached



**PLAN OF CONVERSION  
OF  
VEE CORPORATION  
TO  
VEE LLC**

The undersigned, on behalf of VEE Corporation, a Minnesota corporation (the "Converting Organization"), for the purpose of converting the Converting Organization to a domestic Minnesota limited liability company, and pursuant to Sections 302A.681 to 302A.691 of the Minnesota Business Corporation Act ("MBCA"), hereby states as follows:

1. The name of the converting organization (as that term is defined in Section 302A.011, Subd. 64 of the MBCA) is "VEE Corporation."
2. The name of the converted organization (as that term is defined in Section 302A.011, Subd. 63 of the MBCA) is "VEE LLC" (the "Converted Organization").
3. The Converted Organization is a Minnesota limited liability company.
4. There are no other terms and conditions of the proposed conversion, other than the terms and conditions contained in this Plan of Conversion.
5. Upon the effective date of the Conversion, all of the outstanding common stock of the Converting Organization shall automatically be converted into membership interests of the Converted Organization, which shall be of a single class, on a one-to-one basis. Certificates representing the shares of the Converting Organization shall be surrendered by the holders thereof to the Converted Organization for cancelation. Membership interests in the Converted Organization shall be uncertificated. The members of the Converted Organization shall hold the following interests immediately after conversion:

Vincent E. Egan – 83.33 membership units  
Audrey Moriarty – 16.67 membership units
6. The current officers and director of the Converting Organization shall be the officers and governor of the Converted Organization. Vincent E. Egan shall be the Chief Manager of the Converted Organization and David B. Modica shall be the Treasurer of the Converted Organization.
7. A copy of the proposed articles of organization of the Converted Organization is attached hereto as Exhibit A.

*[signature page follows]*

IN WITNESS WHEREOF, the undersigned has executed this document on March 27,  
2015.

VEE CORPORATION

By 

Vince E. Egan, President

105457969v4

TRADEMARK  
REEL: 006420 FRAME: 0566

**EXHIBIT A**

**ARTICLES OF ORGANIZATION  
OF  
VEE LLC**

The undersigned organizer, being a natural person 18 years of age or older, in order to form a limited liability company under Minnesota Statutes, Chapter 322B, hereby adopts the following Articles of Organization:

Article I

The name of this company is VEE LLC.

Article II

The registered office of this company is located at 800 LaSalle Avenue, Suite 1750, Minneapolis, Minnesota 55402.

Article III

Unless dissolved earlier according to law, this company shall have perpetual existence.

Article IV

Members of this company shall not have the preemptive rights set forth in Section 322B.33 of Minnesota Statutes.

Article V

No member of this company shall have cumulative voting rights.

Article VI

Any action required or permitted to be taken at a meeting of the Board of Governors not needing approval by the members may be taken by a written action signed, or consented to by authenticated electronic communication, by the number of governors that would be required to take such action at a meeting of the Board of Governors at which all governors were present.

Article VII

Any action required or permitted to be taken at a meeting of the members may be taken by a written action signed, or consented to by authenticated electronic communication, by the members who hold voting power equal to the voting power that would be required to take the same action at a meeting of the members at which all members were present.

### Article VIII

No governor of this company shall be personally liable to this company or its members for monetary damages for breach of fiduciary duty by such governor as a governor; provided, however, that this Article shall not eliminate or limit the liability of a governor (i) for any breach of the governor's duty of loyalty to the company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 322B.56 or 80A.76 of Minnesota Statutes, (iv) for any transaction from which the governor derived an improper personal benefit or (v) for any act or omission occurring prior to the effective date of this Article. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any governor of the company for or with respect to any acts or omissions of such governor occurring prior to such amendment or repeal.

### Article IX

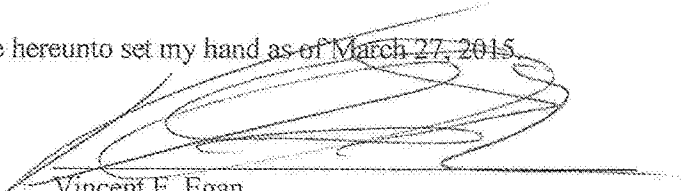
Pursuant to Minnesota Statutes, Section 322B.383, Subd. 1(1), a member of this company shall not have the right to dissent from, and obtain payment for, the fair value of the member's membership interests in the event of an amendment of the Articles of Organization that materially and adversely affects the rights or preferences of the membership interests of the member.

### Article XI

The name and address of the organizer of this company are as follows:

Vincent E. Egan  
800 LaSalle Ave, Suite 1750  
Minneapolis, Minnesota 55402

IN WITNESS WHEREOF, I have hereunto set my hand as of March 27, 2015.



Vincent E. Egan



**File Numbers**

81954910003

3Q-1090

819549100058

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED

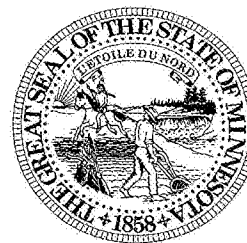
3/27/2015 11:59:00 PM

*Steve Simon*

Steve Simon  
Secretary of State



**Office of the Minnesota Secretary of State**  
**Minnesota Limited Liability Company | Amendment to Articles of Organization**  
*Minnesota Statutes, Chapter 322B or 322C*



Read the instructions before completing this form.

Filing Fee: \$55 for expedited service in-person and online filings, \$35 if submitted by mail

1. List the name of this company currently on file with the Office of the Minnesota Secretary of State: (Required)

Vee, LLC

2. The articles of organization for this Limited Liability Company are amended pursuant to Chapter 322B or 322C.

**AMENDMENT OPTIONS:** Complete as many amendment options as apply. Complete an option only if you are changing the information related to that option.

3. The company name is changed to:

VStar Theatrical, LLC

4. The registered office address is changed to:

Street Address ( <i>A post office box by itself is not acceptable</i> )	City	MN State	Zip Code
---	------	-------------	----------

5. The registered agent is changed to:

6. List the date the expiration date has changed to in the jurisdiction of its organization, or list the word "perpetual"

mm/dd/yyyy or Perpetual

7. The business mailing address has changed to:

Address	City	State	Zip Code
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8. Does the limited liability company elect to be governed under Minnesota Statutes, Chapter 322C and accept all of the duties and responsibilities set forth by that chapter?  Yes  No

If yes, than the Limited Liability Company elects to be governed under Chapter 322C effective either immediately upon filing, or at a stated date within 30 days after filing as allowed by 322B.175 \_\_\_\_\_

9. The articles of organization are otherwise amended as follows:

10. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

If this filing is governed under Minnesota Statutes 322B, I certify that this Limited Liability Company has not yet elected to come under Minnesota Statutes 322C in its operating agreement.

Signature of Authorized Person or Authorized Agent

November 16, 2015

Date

*Tony Franklin CEO*

**TRADEMARK**  
**REEL: 006420 FRAME: 0570**

Office of the Minnesota Secretary of State

Minnesota Limited Liability Company | Amendment to Articles of Organization  
*Minnesota Statutes, Chapter 322B or 322C*



**Email Address for Official Notices**

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

tonyf@bluestarshows.com

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

**List a name and daytime phone number of a person who can be contacted about this form:**

Lowenstein Sandler LLP c/o Joseph Mignone

646-414-6792

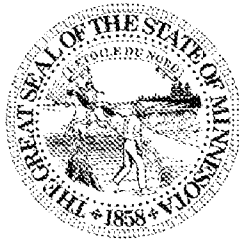
Contact Name

Phone Number

**Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.**

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?

Yes  No



**Work Item 856707200044**  
**Original File Number 819549100058**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
11/30/2015 11:59 PM

*Steve Simon*

Steve Simon  
Secretary of State



## Office of the Minnesota Secretary of State Certificate of Administrative Termination

I, Steve Simon, Secretary of State of Minnesota, do certify: that the entity listed below has failed to file an annual renewal as required by the Minnesota Statute listed below. Therefore, the entity is hereby administratively terminated in the state of Minnesota as of the date of this certificate.

Name: VStar Theatrical, LLC

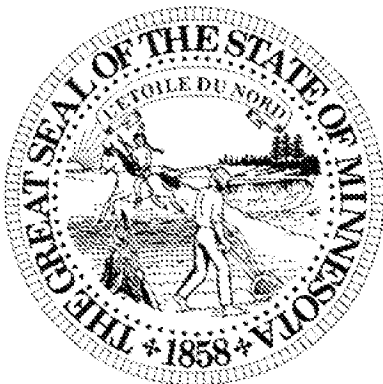
File Number: 819549100058

Document Number: 93767400082

Minnesota Statutes, Chapter: 322B

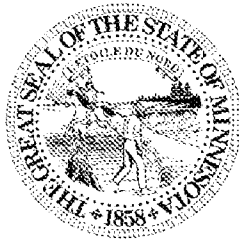
Home Jurisdiction: Minnesota

This certificate has been issued on: 03/01/2017



A handwritten signature in black ink that reads "Steve Simon". The signature is written in a cursive style.

Steve Simon  
Secretary of State  
State of Minnesota



**Work Item 937674000820**  
**Original File Number 819549100058**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
**03/01/2017 11:59 PM**

*Steve Simon*

Steve Simon  
Secretary of State

**Office of the Minnesota Secretary of State**  
**Minnesota Limited Liability Company/Annual Renewal**  
*Minnesota Statutes, Section 5.34*



Annual Renewal Year: **2017**

Annual Renewal Filing Date: **7/17/2017**

Corporation Name: **VStar Theatrical, LLC**

Original Filing Number: **819549100058**

Home Jurisdiction: **Minnesota**

**Filing Party Information:**

Party Type:	Name:	Address:
<b>Manager</b>	<b>VStar Entertainment Group, LLC</b>	<b>4660 Churchill St Shoreview MN 55126</b>
<b>Principal Executive Office Address</b>		<b>4660 Churchill St Shoreview MN 55126</b>
<b>Registered Office Address</b>		<b>800 LaSalle Ave #1750 Mpls MN 55402</b>



**Work Item 957795600020**  
**Original File Number 819549100058**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
**07/17/2017 11:59 PM**

*Steve Simon*

Steve Simon  
Secretary of State

**Office of the Minnesota Secretary of State**  
**Notice of Change of Registered Office/Registered Agent**

*Minnesota Statutes, Section 5.36*



ORGANIZATION NAME: VStar Theatrical, LLC

REGISTERED OFFICE OR AGENT CHANGES:

Name Address:  
C T Corporation System  
Inc.

**1010 DALE ST N SAINT PAUL MN 55117 5603 USA**

If the business entity has changed their agent or the registered office address, this change was authorized by a resolution approved by the affirmative vote of a majority of the governing body of the business entity as required by Section 5.36, Subd. 3. If the agent has changed their name or their address, then a copy of the change has been sent to the business entity or their legal representative as required by Section 5.36, Subd. 5. In compliance with Section 5.36, the address of the registered office and the address of the business office of the registered agent(s) are identical.

*By typing my name, I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.*

SIGNED BY: JOHN SPITZER

EMAIL FOR OFFICIAL NOTICES:

**tax@vstarentertainment.com**

Agricultural Status: Does this entity own, lease or have any financial interest in agricultural land or land capable of being farmed? No



**Work Item 974459200022**  
**Original File Number 819549100058**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
**10/18/2017 11:59 PM**

*Steve Simon*

Steve Simon  
Secretary of State

# Office of the Minnesota Secretary of State

## Minnesota Limited Liability Company | Amendment to Articles of Organization

Minnesota Statutes, Chapter 322B or 322C



Read the instructions before completing this form.

Filing Fee: \$55 for expedited service in-person and online filings, \$35 if submitted by mail

1. List the name of this company currently on file with the Office of the Minnesota Secretary of State: (Required)

VSTAR THEATRICAL, LLC

2. The articles of organization for this Limited Liability Company are amended pursuant to Chapter 322B or 322C.

**AMENDMENT OPTIONS:** Complete as many amendment options as apply. Complete an option only if you are changing the information related to that option.

3. The company name is changed to:

[Empty text box for company name change]

4. The registered office address is changed to:

[Empty text box for street address]	[Empty text box for city]	MN	[Empty text box for zip code]
Street Address (A post office box by itself is not acceptable)	City	State	Zip Code

5. The registered agent is changed to:

[Empty text box for registered agent name]

6. List the date the expiration date has changed to in the jurisdiction of its organization, or list the word "perpetual"

[Empty text box for expiration date]

mm/dd/yyyy or Perpetual

7. The business mailing address has changed to:

44 NORTHERN STACKS DR SUITE 200	FRIDLEY	MN	55421
Address	City	State	Zip Code

8. Does the limited liability company elect to be governed under Minnesota Statutes, Chapter 322C and accept all of the duties and responsibilities set forth by that chapter?

Yes

No

If yes, then the Limited Liability Company elects to be governed under Chapter 322C effective either immediately upon filing, or at a stated date within 30 days after filing as allowed by 322B.175 \_\_\_\_\_

9. The articles of organization are otherwise amended as follows:

[Empty text box for other amendments]

10. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

If this filing is governed under Minnesota Statutes 322B, I certify that this Limited Liability Company has not yet elected to come under Minnesota Statutes 322C in its operating agreement.

[Signature]

Signature of Authorized Person or Authorized Agent

11/22/2007

Date

**Office of the Minnesota Secretary of State**  
Minnesota Limited Liability Company | Amendment to Articles of Organization  
*Minnesota Statutes, Chapter 322B or 322C*



**Email Address for Official Notices**

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

**tax@vstarentertainment.com**

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

**List a name and daytime phone number of a person who can be contacted about this form:**

<b>JOHN SPITZER</b>	<b>763 324 7889</b>
Contact Name	Phone Number

**Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.**

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?  
Yes  No





**Work Item 98148560023**  
**Original File Number 819549100058**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
11/22/2017 11:59 PM

*Steve Simon*

Steve Simon  
Secretary of State