

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM487744

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Houlihan's Restaurants, Inc.		12/13/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Houlihan's Restaurants, Inc.		
Street Address:	8700 State Line, Suite 100		
City:	Leawood		
State/Country:	KANSAS		
Postal Code:	66206		
Entity Type:	Corporation: VIRGINIA		
PROPERTY NUMBERS Total: 29			
Property Type	Number	Word Mark	
Registration Number:	1566527	BRAXTON SEAFOOD GRILL	
Registration Number:	2527341	BRAXTON SEAFOOD GRILL	
Registration Number:	3056361	CALIFORNIA MASHERS	
Registration Number:	3076726	DEVON	
Registration Number:	1363864	DEVON BAR & GRILL	
Registration Number:	4257782	DEVON SEAFOOD + STEAK	
Registration Number:	3076728	DEVON SEAFOOD GRILL	
Registration Number:	4663763	FEED YOUR LIFESTYLE	
Registration Number:	4362660	FOODY CALL	
Registration Number:	3040743	H	
Registration Number:	2274633	H	
Registration Number:	3127861	H-LIST	
Registration Number:	4257260	H-LISTED	
Registration Number:	3011726	HOULI	
Registration Number:	1835780	HOULIHAN'S	
Registration Number:	2018664	HOULIHAN'S	
Registration Number:	2285522	HOULIHAN'S	
Registration Number:	1130582	HOULIHAN'S OLD PLACE	
Registration Number:	1050344	HOULIHAN'S OLD PLACE	

CH \$740.00 1566527

Property Type	Number	Word Mark
Registration Number:	3358755	HOULIHAN'S RESTAURANT + BAR
Registration Number:	2129750	J. GILBERT'S
Registration Number:	4490859	J. GILBERT'S WOOD-FIRED STEAKS & SEAFOOD
Registration Number:	2758669	JG
Registration Number:	2011988	JG J. GILBERT'S WOOD-FIRED STEAKS
Registration Number:	3276715	LIVE FULL
Registration Number:	2983852	NLINE
Registration Number:	4911971	PLATE IT FORWARD
Registration Number:	4920690	THE OYSTER BAR AT DEVON SEAFOOD GRILL
Registration Number:	4568568	THE SINK

CORRESPONDENCE DATA

Fax Number: 9136479057

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: 9136409050

Email: tmdocketing.elbein@hoveywilliams.com

Correspondent Name: Michael Elbein

Address Line 1: 10801 Mastin Blvd., Suite 1000

Address Line 4: Overland Park, KANSAS 66210

ATTORNEY DOCKET NUMBER:	3459.00000
NAME OF SUBMITTER:	MME
SIGNATURE:	/MME/
DATE SIGNED:	08/27/2018

Total Attachments: 8
source=1157441_1#page1.tif
source=1157441_1#page2.tif
source=1157442_1#page1.tif
source=1157442_1#page2.tif
source=1157442_1#page3.tif
source=1157442_1#page4.tif
source=1157442_1#page5.tif
source=1157442_1#page6.tif

Delaware

The First State

Page 1

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 CONVERSION OF "HOULIHAN'S RESTAURANTS, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2017, AT 5:21 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE CORPORATION HAS FILED ALL DOCUMENTS AND PAID ALL FEES REQUIRED, AND THEREUPON THE CORPORATION SHALL CEASE TO EXIST AS A CORPORATION OF THE STATE OF DELAWARE.



2309709 0265C
SR# 20177560018

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


Jeffrey W. Bullock, Secretary of State

Authentication: 203755799
Date: 12-13-17

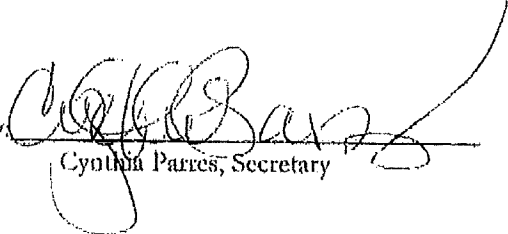
TRADEMARK
REEL: 006423 FRAME: 0525

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE CORPORATION
TO A NON-DELAWARE ENTITY
PURSUANT TO SECTION 266 OF THE
GENERAL CORPORATION LAW

1. The name of the corporation is Houlihan's Restaurants, Inc.
2. The date of filing of its original certificate of incorporation with the Secretary of State is September 16, 1992. The name under which its certificate of incorporation was originally filed was Gilbert/Robinson, Inc.
3. The jurisdiction to which the corporation shall convert to is Virginia and the name under which the entity shall be known as is Houlihan's Restaurants, Inc.
4. The conversion has been approved in accordance with this section.
5. The corporation may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.
6. The address to which a copy of the process shall be mailed to by the Secretary of State is: c/o Secretary, 8700 State Line, Suite 100, Leawood, KS 66206.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on this 11th day of December, 2017.

By


Cynthia Parres, Secretary



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

December 13, 2017

BETH EPSTEIN
UCC RETRIEVALS INC
7288 HANOVER GREEN DR
MECHANICSVILLE, VA 23111

RECEIPT

RE: Houlihan's Restaurants, Inc.

ID: 0825766 - 9

DCN: 17-12-13-1102

Dear Customer:

This is your receipt for \$25.00 covering the fees for filing articles of domestication and articles of incorporation with this office.

This is also your receipt for \$200.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of domestication is December 13, 2017. When the certificate is effective, Houlihan's Restaurants, Inc., a foreign corporation, is deemed to be a corporation incorporated under the laws of this Commonwealth with the following name:

Houlihan's Restaurants, Inc.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

DOMRCPT
DOM
CIS0343

P.O. Box 1197, Richmond, VA 23218-1197
Tyler Building, First Floor, 1300 East Main Street, Richmond, VA 23219-3630
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) www.scc.virginia.gov/clk

TRADEMARK
REEL: 006423 FRAME: 0527

0825766 - 9

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 13, 2017

The State Corporation Commission has found the accompanying articles of domestication submitted on behalf of

Houlihan's Restaurants, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF DOMESTICATION

be issued and admitted to record with the articles of domestication and articles of incorporation in the Office of the Clerk of the Commission, effective December 13, 2017.

When the certificate becomes effective, Houlihan's Restaurants, Inc., a foreign corporation, is deemed to be a corporation incorporated under the laws of this Commonwealth with the name

Houlihan's Restaurants, Inc.

The corporation is granted the authority conferred on it by law in accordance with its articles of incorporation, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner

DOMACPT
CIS0343
17-12-13-1102

TRADEMARK
REFL - 006423 FRAME: 0528

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, December 13, 2017

This is to certify that the certificate of domestication of

Houlihan's Restaurants, Inc.

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business.

Effective date: December 13, 2017



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

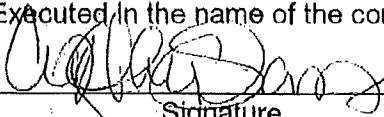
**ARTICLES OF DOMESTICATION OF
HOULIHAN'S RESTAURANTS, INC.**

The undersigned, on behalf of the foreign corporation set forth below, pursuant to Title 13.1, Chapter 9, Article 12.1 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to the filing of these articles of domestication is Houlihan's Restaurants, Inc. Upon the filing of these articles, the name of the corporation shall be Houlihan's Restaurants, Inc.
2. The corporation was originally incorporated under the laws of Delaware on September 16, 1992.
3. The plan of domestication, pursuant to § 13.1-722.2 of the Code of Virginia, is set forth as follows:
 - A. The corporation is presently domesticated in the State of Delaware.
 - B. The jurisdiction in which the corporation is to be domesticated is the Commonwealth of Virginia. The domestication in Virginia shall herein be referred to as the "Domestication".
 - C. The Company shall convert from a Delaware corporation to a Virginia corporation by domesticating in Virginia pursuant to Section §18-266 of the General Corporation Law of the State of Delaware and Section §13.1-722.2 of the Virginia Stock Corporation Act.
 - D. Contemporaneously herewith, this Plan of Domestication is being adopted and approved by the sole stockholder and the board of directors of the Company.
 - E. The Domestication shall be effective upon the filing of the Certificate of Conversion with the Delaware Secretary of State and the filing of the Articles of Domestication with the Virginia State Corporation Commission. The time of such effectiveness shall herein be referred to as the "Effective Date".
 - F. On the Effective Date, by virtue of the Domestication and without any action on the part of the holder thereof, each share of Common Stock of the Company issued and outstanding immediately prior thereto shall be unchanged, shall continue to represent one share of Common Stock of the Company as a Virginia corporation, and shall remain issued and outstanding immediately after the consummation of the Domestication.

- G. On and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of the Common Stock of the Company shall be deemed for all purposes to continue to evidence ownership of and to represent the shares of the Company into which the shares represented by such certificates have been converted as herein provided. Without limiting the generality of the foregoing, the Company intends to cancel such certificates after the Effective Date and re-issue such certificates evidencing Virginia as the new jurisdiction in which the Company is organized.
- H. On the Effective Date, all of the rights, privileges, debts, liabilities, powers and property of the Company as a Delaware corporation shall continue to be the rights, privileges, debts, liabilities and powers of the Company as a Virginia corporation in the manner and as more fully set forth in Section §13.1-722.6 of the Virginia Stock Corporation Act. Without limiting the foregoing, upon the Effective Date, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, agreements, contracts and other assets of every kind and description of the Company (as a Delaware corporation) shall continue to be vested in and devolved upon the Company (as a Virginia corporation) without further act or deed.
- I. The members of the Board of Directors and the officers of the Company immediately prior to the Effective Date shall continue in office following the Effective Date of the Domestication until the expiration of their respective terms of office and until their successors shall have been elected and qualified.
4. The full text of the amended and restated articles of incorporation that will be in effect immediately after consummation of the domestication is attached hereto.
5. The domestication is permitted by the laws of the jurisdiction in which the corporation is incorporated immediately prior to the filing of these articles, and the corporation has complied with those laws in effecting the domestication.

Executed in the name of the corporation by:



 Signature

12/11/17

 Date

Cynthia Parres

Secretary

(SCID: F1119413)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF A VIRGINIA STOCK CORPORATION

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, states as follows:

1. The name of the corporation is Houlihan's Restaurants, Inc.
2. The corporation is authorized to issue 1,000 shares of common stock.
3. A. The name of the corporation's registered agent is Corporation Service Company.
B. The corporation's registered agent is a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.
4. A. The corporation's registered office address, including the street and number, which is identical to the business office of the registered agent, is Bank of America Center, 16th Floor, 1111 East Main Street, Richmond, VA 23219.
B. The registered office is located in the city of Richmond.
5. The corporation's principal office address, including the street and number is 8900 State Line Road, Suite 100, Leawood, KS 66208.
6. The directors are:

Name(s)	Address(es)
Michael Archer	8900 State Line Road, Suite 100 Leawood, KS 66208
Zalmie Jacobs	8900 State Line Road, Suite 100 Leawood, KS 66208
Anand Philip	8900 State Line Road, Suite 100 Leawood, KS 66208
Robert Shapiro	8900 State Line Road, Suite 100 Leawood, KS 66208

INCORPORATOR:

Dianna Wood
Signature

Dianna Wood
Printed Name