

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM517473

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
SEQUENCE:	1		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Nandorf, Inc.		03/26/2019	Corporation: WASHINGTON
RECEIVING PARTY DATA			
Name:	NANDORF, LLC		
Street Address:	11400 SE 6th Street, Suite 200		
City:	Bellevue		
State/Country:	WASHINGTON		
Postal Code:	98044		
Entity Type:	Limited Liability Company: WASHINGTON		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3918819	UNIQUE THRIFT STORE	
Registration Number:	3942864	UNIQUE	
CORRESPONDENCE DATA			
Fax Number:	2028357586		
<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:	202-835-7500		
Email:	dcip@milbank.com		
Correspondent Name:	Javier J. Ramos		
Address Line 1:	1850 K Street, NW, Suite 1100		
Address Line 2:	Milbank, LLP		
Address Line 4:	Washington, D.C. 20006		
ATTORNEY DOCKET NUMBER:	26203.11900		
NAME OF SUBMITTER:	Javier J. Ramos		
SIGNATURE:	/Javier J. Ramos/		
DATE SIGNED:	04/04/2019		
Total Attachments: 9			
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UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

I, **KIM WYMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF CONVERSION

From

NANDORF, INC. , a/an WASHINGTON PROFIT CORPORATION

to

NANDORF, LLC , a/an WASHINGTON LIMITED LIABILITY COMPANY, effective on the date indicated below.

Effective Date: 03/26/2019

UBI Number: 600 562 361



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

Kim Wyman, Secretary of State

Date Issued: 03/26/2019

TRADEMARK

REEL: 006609 FRAME: 0940

ARTICLES OF ENTITY CONVERSION UBI No: 600 562 361
of
NANDORF, INC.
to
NANDORF, LLC

Pursuant to Section 25.15 of the Revised Code of Washington (the "*RCW*"), Nandorf, Inc., a Washington corporation (the "*Corporation*"), has been converted into Nandorf, LLC, a Washington limited liability company (the "*LLC*"). The Corporation hereby certifies as follows:

1. The name of the converting entity is Nandorf, Inc., a Washington corporation.
2. The name of the converted entity is Nandorf, LLC, a Washington limited liability company.
3. The conversion of the Corporation to the LLC (the "*Conversion*") was approved by the Board of Directors and the sole shareholder of the Corporation in accordance with Section 25.15 of the RCW.
4. The Conversion shall be effective upon the filing of these Articles of Entity Conversion and the Certificate of Formation attached hereto as Exhibit A.
5. These Articles of Entity Conversion shall be effective immediately upon filing.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of March 26, 2019.

NANDORF, INC.,
a Washington corporation

By: _____

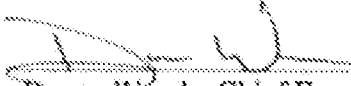

Duane Woods, Chief Executive Officer

EXHIBIT A

CERTIFICATE OF FORMATION

(attached hereto)

NANDORF, INC.

PLAN OF ENTITY CONVERSION

THIS PLAN OF ENTITY CONVERSION (this "*Plan*") is entered into as of March 26, 2019, by and between Nandorf, Inc., a Washington corporation (the "*Corporation*") and TVI, Inc., a Washington corporation (the "*Shareholder*").

WHEREAS, the Shareholder owns all of the issued and outstanding shares of the Corporation (the "*Shares*");

WHEREAS, pursuant to Sections 23B.09 and 25.15 of the Revised Code of Washington (the "*RCW*"), the Corporation desires to convert from a Washington corporation to a Washington limited liability company (the "*Conversion*" and such converted company, the "*LLC*"); and

WHEREAS, the Shareholder desires, effective upon the Conversion, to convert the Shares into all of the outstanding membership interests of the LLC (the "*Membership Interests*").

NOW, THEREFORE, in consideration of the premises and mutual covenants, agreements, undertakings and obligations set forth herein, and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto agree as follows:

1. Plan of Conversion.

(a) The name of the converting entity is Nandorf, Inc., a Washington corporation.

(b) The name of the converted entity is Nandorf, LLC, a Washington limited liability company.

(c) In accordance with Sections 23B.09.050 and 25.15.451 of the RCW, the Corporation, as the converting entity, is continuing its existence in the organizational form of the LLC. The LLC shall continue the historic business of the Corporation using its historic business assets.

(d) The Articles of Conversion to be filed with the Secretary of State of the State of Washington is attached hereto as Exhibit A (the "*Articles*").

(e) The Certificate of Formation of the LLC to be filed with the Secretary of State of the State of Washington is attached hereto as Exhibit B (the "*Certificate*").

(f) The Operating Agreement of the LLC is attached hereto as Exhibit C.

2. Conversion of Shares. Upon the filing of the Articles and the Certificate with the Secretary of State of the State of Washington (the "*Effective Time*"), the Shares shall

automatically convert into the Membership Interests and represent one hundred percent (100%) of the Membership Interests of the LLC immediately following the conversion.

3. **Effect on Stock Certificates.** All of the outstanding certificates representing shares of the Corporation's common stock immediately prior to the Effective Time shall be canceled.

4. **Applicable Law.** This Plan shall be governed in all respects by the internal laws of Washington as applied to agreements entered into among Washington residents to be performed entirely within Washington.

5. **Waiver.** No action taken pursuant to this Plan shall be deemed to constitute a waiver by the party taking such action of compliance with any covenants or agreements contained herein. No failure to exercise and no delay in exercising any right, power or privilege of a party hereunder shall operate as a waiver or a consent to the modification of the terms hereof unless given by the party in writing. The waiver by any party hereto of a breach of any provision of this Plan shall not operate or be construed as a waiver of any preceding or succeeding breach.

6. **Entire Agreement.** This Plan constitutes the entire agreement and understanding between the parties hereto with respect to the subject matter covered hereby, and supersedes any prior or contemporaneous agreement or understanding related to the subject matter hereof and thereof.

7. **Modification or Amendment.** This Plan may be modified or amended only by written agreement executed and delivered by all parties hereto. Any such modification or amendment shall be binding on all parties hereto.

8. **Successors and Assigns.** This Plan shall be binding upon and inure to the benefit of the parties hereto and their respective successors, assigns, heirs, executors, administrators and legal representatives.

9. **Headings.** The headings contained in this Plan are for convenience of reference only and shall not limit or otherwise affect the meaning or interpretation hereof.

10. **Severability.** If any provision set forth in this Plan is determined by a court of competent jurisdiction to be unenforceable by reason of its being too extensive in any respect, such provision shall be interpreted to have the broadest application as shall be enforceable. The invalidity or unenforceability of any particular provision of this Plan shall not affect the validity of the other provisions hereof, which shall continue in full force and effect.

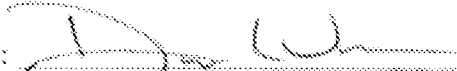
11. **Counterparts.** This Plan may be executed in several counterparts, each of which shall be deemed an original, and all of which counterparts together shall constitute one and the same instrument.

[Signature page immediately follows.]

IN WITNESS WHEREOF, the parties hereto have executed this Plan as of the day and year first above written.

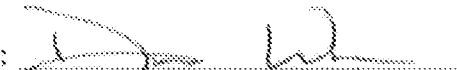
CORPORATION:

NANDORF, INC.

By: 
Duane Woods, Chief Executive Officer

SHAREHOLDER:

TVL, INC.

By: 
Duane Woods, Chief Executive Officer

{SIGNATURE PAGE TO PLAN OF ENTITY CONVERSION}

**CERTIFICATE OF FORMATION
OF
NANDORF, LLC**

The undersigned, for the purpose of forming a limited liability company under Title 25 of the Revised Code of Washington, hereby executes the following Certificate of Formation.

ARTICLE I. NAME

The name of the limited liability company is Nandorf, LLC.

ARTICLE II. REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the limited liability company is Corporate Creations Network Inc. and the address of the initial registered office and mailing address of the limited liability company is West 505 Riverside Avenue, Suite 500, Spokane, Washington 99201.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business in the State of Washington is Nandorf, LLC, 11400 SE 6th Street, Suite 200, Bellevue, Washington, 98004.

ARTICLE IV. DURATION

The duration of the limited liability company shall be perpetual.

ARTICLE V. EFFECTIVE DATE

The effective date of this Certificate of Formation is the date of filing by the Secretary of State of the State of Washington.

ARTICLE VI. SIGNATORY

The name and address of the person executing this Certificate of Formation is as follows:

Duane Woods
Nandorf, LLC
11400 SE 6th Street, Suite 200
Bellevue, Washington, 98004

Date: 3/26/2019


Duane Woods, Chief Executive Officer

CONSENT TO SERVE AS REGISTERED AGENT

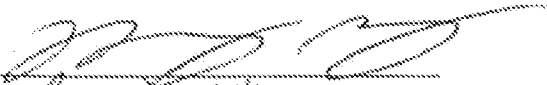
Corporate Creations Network Inc. hereby consents to serve as registered agent in the State of Washington for the following limited liability company:

NANDORF, LLC

We understand that as agent for the limited liability company, our responsibility will be to accept service of process in the name of the limited liability company, to forward all mail to the limited liability company, and to notify the office of the Secretary of State immediately of its resignation or of any changes in the address of the registered office of the limited liability company for which it is agent.

CORPORATE CREATIONS NETWORK INC.

Dated: March 26, 2019

By: 
Name: Ryan Mulligan
Title: Special Secretary

Street and Mailing Address
West 505 Riverside Avenue, Suite 500
Spokane, Washington 99201



COVER SHEET FOR CONVERSION OF BUSINESS ENTITY

The undersigned, under penalties of perjury, do hereby attest to the conversion and/or domestication of the specified entity by virtue of the selections and information provided below.

Converting from: (current domicile and entity type)

Choose 1 domicile (required)		Choose 1 entity type (required)		Governing statute
<input checked="" type="checkbox"/>	Domestic (Washington)	<input checked="" type="checkbox"/>	Profit Corporation	RCW 23.8
<input type="checkbox"/>	Foreign (list domicile below)		Limited Liability Company (LLC)	RCW 25.15
			Limited Partnership (LP or LLLP)	RCW 25.10
			Limited Liability Partnership (LLP)	RCW 25.05
			unincorporated entity	
			Other: (list below)	

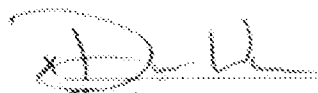
Converting to: (new domicile and entity type)

Choose 1 domicile (required)		Choose 1 entity type (required)		Governing statute
<input checked="" type="checkbox"/>	Domestic (Washington)		Profit Corporation	RCW 23.8
<input type="checkbox"/>	Foreign (list domicile below)	<input checked="" type="checkbox"/>	Limited Liability Company (LLC)	RCW 25.15
			Limited Partnership (LP or LLLP)	RCW 25.10
			Limited Liability Partnership (LLP)	RCW 25.05
			unincorporated entity	
			Other: (list below)	

- Current name of entity: Nandorf, Inc.
- UBIN (if available): 600 562 361
- Name of new entity: Nandorf, LLC
- Date conversion is to be effective: March 26, 2019
- Street and mailing address for service of process if converted organization is foreign: _____
11400 SE 6th Street, Suite 200

City Bellevue State or Country Washington Postal Code 98004

*Attach required documents per RCW RCW 23B.09.010 and RCW 25.15.436


Duane Woods
CEO
3/26/2019
(425) 450-2360

Signature Printed Name Title Date Phone Number