

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM522612

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rusch Machine & Design, Inc.		05/07/2019	Corporation: WISCONSIN
RECEIVING PARTY DATA			
Name:	Rusch Machine & Design LLC		
Street Address:	1209 Orange Street		
Internal Address:	Corporation Trust Center		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	5300483	RMD	
Registration Number:	3272294	GET BENT	
Serial Number:	88305474	RMD	
Serial Number:	88369945	RMD RUSCH MACHINE & DESIGN, INC.	
Serial Number:	88369964	RMD RUSCH MACHINE & DESIGN, INC.	
CORRESPONDENCE DATA			
Fax Number:	4142770656		
<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:	4142716560		
Email:	taagnello@michaelbest.com, mkeipdocket@michaelbest.com		
Correspondent Name:	Thomas A. Agnello		
Address Line 1:	100 E. Wisconsin Avenue, Suite 3300		
Address Line 2:	Michael Best & Friedrich LLP		
Address Line 4:	Milwaukee, WISCONSIN 53202		
NAME OF SUBMITTER:	Thomas A. Agnello		
SIGNATURE:	/Thomas A. Agnello/		
DATE SIGNED:	05/08/2019		

OP \$140.00 5300483

Total Attachments: 11

source=RUSCH MACHINE DESIGN LLC - DE - CONVERSION#page1.tif

source=RUSCH MACHINE DESIGN LLC - DE - CONVERSION#page2.tif

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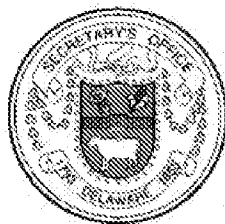
source=WI Certificate of Conversion to DE#page7.tif

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 A WISCONSIN CORPORATION UNDER THE NAME OF "RUSCH MACHINE & DESIGN, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "RUSCH MACHINE & DESIGN, INC." TO "RUSCH MACHINE & DESIGN LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 2019, AT 5:33 O`CLOCK P.M.



A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

7407944 8100F
SR# 20193628815

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

Authentication: 202781061
Date: 05-07-19

TRADEMARK
REEL: 006639 FRAME: 0809

RUSCH MACHINE & DESIGN, INC.


**CERTIFICATE OF CONVERSION FROM A CORPORATION
TO A LIMITED LIABILITY COMPANY**

Dated as of May 6, 2019

Pursuant to Section 18-214 of the Delaware Limited Liability Company Act, the undersigned, acting as an authorized person on behalf of Rusch Machine & Design, Inc., a Wisconsin corporation (the "Company"), hereby executes this Certificate of Conversion from a Corporation to a Limited Liability Company (this "Certificate") to convert the Company into a Delaware limited liability company. The undersigned certifies as follows:

1. The Company was originally formed as a Wisconsin corporation on January 11, 1999.
2. Immediately prior to the filing of this Certificate, the name of the Company was "Rusch Machine & Design, Inc."
3. Concurrently with the filing of this Certificate, (i) a Certificate of Formation will be filed with the Delaware Secretary of State on behalf of the Company, and (ii) the name of the Company will be changed to "Rusch Machine & Design LLC".
4. The conversion of the Company into a Delaware limited liability company has been approved by the board of directors and the sole shareholder of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the day and year first above written.

By: 
Name: Stephan B. Nordstrom
Title: Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:33 PM 05/07/2019
FILED 05:33 PM 05/07/2019
SR 20193628815 - File Number 7407944

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "RUSCH MACHINE & DESIGN LLC" FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 2019, AT 5:33 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7407944 8100F
SR# 20193628815

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


Authentication: 202781061
Date: 05-07-19

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STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION

- First:** The name of the limited liability company is Rusch Machine & Design LLC.
- Second:** The address of its registered office in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Rusch Machine & Design LLC this 6th day of May, 2019.

By: 
Name: Stephan B. Nordstrom
Title: Authorized Person



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

CERTIFICATE OF CONVERSION - Ch. 180

RUSCH MACHINE & DESIGN, INC.

Received Date: 5/6/2019

Filed Date: 5/7/2019

Filing Fee: \$150.00

Expedited Fee: \$25.00

Total Fee: \$175.00

Entity ID#: R034109

Certificate of Conversion, converting a WI domestic Corp (Chap 180) into an unlicensed foreign LLC

Effective Date: May 6, 2019

OOS# 201905065316877



State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services

FILING FEE \$150.00

Please check box for (Optional)
Expedited service + \$25.00

PAGE 3/10 REC'D 5/6/2019 11:29:43 AM Central Daylight Time PRD 082676813

FORM **1000**

CERTIFICATE OF CONVERSION

Sec. 178.1144, 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and
183.1207(3) & (5), Wis. Stats.

1. Before conversion:

Company Name: Rusch Machine & Design, Inc.		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>WI</u> (state or country *)

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

2. After conversion:

Company Name: Rusch Machine & Design LLC		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>DE</u> (state or country)

DFI/CORP/1000 (02/18)



TRADEMARK
REEL: 006639 FRAME: 0814

PAGE 4/10 REC'D 5/8/2019 11:29:43 AM [Central Daylight Time] PRD 082676813

3. A Plan of Conversion containing all the following parts is required to be attached as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 178.0114, 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the statement of partnership authority, registration statement, articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. If converting the entity to another state or country, the governing document is not required. (NOTE: Templates for each are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

4. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

5. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

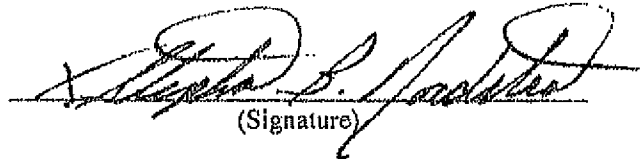
Registered Agent (Agent for Service of Process): Baileigh Industrial, Inc.	Registered Office: 1625 Dufek Dr., Manitowoc, WI 54220-8372
Additional Entry for a Limited Partnership or General Partnership only →	Record/Principal Office:

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION:**

Registered Agent (Agent for Service of Process):	Registered Office in WI (Street & Number, City, State (WI) and ZIP code):
Additional Entry for a Limited Partnership or General Partnership only →	Record/Principal Office:

PAGE 5/10 REC'D 5/6/2019 11:29:43 AM [Central Daylight Time] PRD 082676813

7. Executed on May 6, 2019 (date) by the business entity PRIOR TO ITS CONVERSION.


(Signature)

Stephan B. Nordstrom

(Printed Name)

Mark (X) below the title of the person executing the document.

For a corporation

Title: President OR Secretary or other officer title _____

For a limited partnership/general partnership/ limited liability partnership

For a limited liability company

Title: Member OR Manager

Title: General Partner Partner

This document was drafted by Vincent M. Morrone, Esq.

INSTRUCTIONS (Ref. Sec. 178.1141, 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, (fees not yet set by rule), payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, please visit www.wdfi.org/contact_us/ for current physical address). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 711 for TTY.

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity **prior to conversion**. Definitions of foreign entity types are set forth in ss. 178.0102(4t) (5) & (6), 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Enter the company name, type of business entity, and state of organization of business entity **after conversion**.

PAGE 7/10 REC'D 5/6/2019 11:29:43 AM [Central Daylight Time] PRD 082676813

DO NOT STAPLE

Sec. 178.1141,
179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5) and
183.1207(3) & (5),
Wis. Stats.

Optional Template

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



**Exhibit A
PLAN OF CONVERSION**

1. Before conversion:

Company Name: Rusch Machine & Design, Inc.		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>WI</u> (state or country)

2. After conversion:

Company Name: Rusch Machine & Design LLC		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>DE</u> (state or country)

3. The terms and conditions of the conversion.

Upon the effectiveness of the Conversion, the Corporation shall convert into the LLC and shall exist as a limited liability company governed by and organized in accordance with the Delaware Limited Liability Company Act. From and after the effectiveness of the Conversion, the existence, purpose, powers, franchises, rights and immunities of the Corporation shall continue unaffected and unimpaired by the Conversion and it shall continue its existence as the LLC. The Corporation shall cease to exist as a corporation upon the effectiveness of the Conversion. The Corporation shall not be required to wind up its affairs, or pay its liabilities or distribute its assets, as a result of the Conversion and the Conversion shall not constitute a dissolution of the Corporation, but shall continue a continuation of the existence of the Corporation in the form of the LLC.

PAGE 8/10 REC'D 5/6/2019 11:29:43 AM [Central Daylight Time] PRD 082676813

Optional Template (continued)

4. The manner and basis of converting the shares or other ownership interests of the business entity that is to be converted into shares or other ownership interests of the new form of business entity (required).

Upon the effectiveness of the Conversion, each issued and outstanding share of the Corporation's common stock shall be converted into one (1) unit of membership interest in the LLC. The sole shareholder of the Corporation shall become the sole member of the LLC.

5. Other provisions relating to the conversion, as determined by the business entity.

Upon the effectiveness of the Conversion, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Corporation shall be transferred to, vested in and devolve upon the LLC without further act or deed. All property, rights and every other interest of the Corporation shall effectively be the property of the LLC as they were of the Corporation.

6. (OPTIONAL) Delayed Effective Date and Time of Conversion

The effective date and time of conversion shall be _____ (date) at _____ (time).
(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by sec. 178.0114, 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the business entity prior to conversion.)

7. The articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion is attached as Exhibit B. If converting the entity to another state or country, the governing document is not required and will not be accepted.

(NOTE: Templates for statement of partnership authority, registration statement, certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional)

(Attach the appropriate governing document after conversion as Exhibit B)

PAGE 6/10 REC'D 5/6/2019 11:29:43 AM Central Daylight Time PRD 082676813

CERTIFICATE OF CONVERSION

Kelly Teelin, Paralegal
Michael Best & Friedrich LLP
PO Box 1806
Madison, WI 53701-1806

▲ Please provide an email or postal mailing address for the filed copy of the document.

Your phone number during the day: 608-257-3501, ext. 20132

INSTRUCTIONS (Cont'd)

3. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may either use the template Plan of Conversion provided in this form or may draft a Plan by other means.

4. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

5. Except for general partnerships, provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership or general partnership, provide the address of its record or principal office.

6. Except for general partnerships, provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership or general partnership, also provide the address of its record or principal office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

7. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.