

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM523530

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Morley Candy Makers, Inc.		10/11/2018	Corporation: MICHIGAN
RECEIVING PARTY DATA			
Name:	Morley Candy Makers, LLC		
Also Known As:	Sanders Candy		
Street Address:	23770 Hall Road		
City:	Clinton Township		
State/Country:	MICHIGAN		
Postal Code:	48036		
Entity Type:	Limited Liability Company: MICHIGAN		
PROPERTY NUMBERS Total: 22			
Property Type	Number	Word Mark	
Serial Number:	87881760	P'NUTTIE DELIGHTS	
Serial Number:	86921919	NOT ALL CARAMEL IS CREATED EQUAL	
Serial Number:	86684596	BUMPY CAKE FOR TWO OR MORE FOR YOU!	
Serial Number:	86684587	CHOCOLATE WORTH SHARING	
Serial Number:	86537649	SANDERS	
Serial Number:	86536819	BUMPY	
Serial Number:	86178072	EAT.LIFE.BETTER	
Serial Number:	86178070	SANDERS FINE CHOCOLATIERS	
Serial Number:	86178061	AMERICA'S ORIGINAL GOURMET DESSERT TOPPI	
Serial Number:	86178058	THE UN-PRETZEL	
Serial Number:	85404612	GRETZEL	
Serial Number:	85769097	PECAN-DY	
Serial Number:	85404542	TITANS	
Serial Number:	85107321	A TASTE OF MICHIGAN	
Serial Number:	85073635	FROM SANDERS KITCHEN TO YOUR TABLE	
Serial Number:	77980740	CHOCOLATE WORTH SHARING SANDERS FINE CHO	
Serial Number:	76548654	MORLEY CANDY MAKERS	
Serial Number:	76303463	CHOCOLATE EXCELLENCE	

CH \$565.00 87881760

Property Type	Number	Word Mark
Serial Number:	76303464	SNOCONUTS
Serial Number:	74576649	TORTIES
Serial Number:	72450645	SANDERS
Serial Number:	72450644	SANDERS

CORRESPONDENCE DATA

Fax Number: 2486894071

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: 2486893500

Email: shovlin@reising.com

Correspondent Name: Colleen N. Shovlin

Address Line 1: 755 West Big Beaver Road

Address Line 2: Suite 1850

Address Line 4: Troy, MICHIGAN 48084

ATTORNEY DOCKET NUMBER:	8143-3000-0
NAME OF SUBMITTER:	Colleen N. Shovlin
SIGNATURE:	/Colleen N. Shovlin/
DATE SIGNED:	05/14/2019

Total Attachments: 6

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**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received
OCT 10 2018

AC1 (FOR BUREAU USE ONLY)
ADJUSTED PURSUANT TO
TELEPHONE AUTHORIZATION **WH**

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

FILED
OCT 10 2018
ADMINISTRATOR
CORPORATIONS DIVISION

Name William H. Heritage, III		
Address 101 W. Big Beaver Rd., Tenth Floor		
City Troy	State Michigan	ZIP Code 48084

EFFECTIVE DATE: **10/11/18**
Expiration date for new assumed names: December 31, **2023**
Expiration date for transferred assumed names appear on page 2.

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

CERTIFICATE OF CONVERSION
For use by a Corporation Converting into a Business Organization

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies), and Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate of Conversion.

1. Before Conversion

Entity Name: MORLEY CANDY MAKERS, INC.		Entity ID: 800201185
Indicate (X) Entity Type	<input checked="" type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Domestic Nonprofit Corporation
	Street Address, if different than the one provided in Item 3:	
	<input type="checkbox"/>	Foreign Profit Corporation
	<input type="checkbox"/>	Foreign Nonprofit Corporation

2. After Conversion

Entity Name: MORLEY CANDY MAKERS, LLC		
Indicate (X) Entity Type	<input type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Foreign Profit Corporation
	<input checked="" type="checkbox"/>	Domestic Limited Liability Company
	<input type="checkbox"/>	Foreign Limited Liability Company

If the converting corporation is a domestic corporation that has not commenced business, has not issued any shares or memberships, and has not elected a board of directors, proceed to Item 9.
If the converting corporation is a domestic corporation that has commenced business or a foreign corporation, proceed to Item 3.

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3. Surviving Business Organization (After Conversion Entity)

Governing Statute: Michigan Limited Liability Company Act, MCLA 450.4101, et seq.
Street Address: 23770 Hall Road, Clinton Township, MI 48036
Principal Place of Business: 23770 Hall Road, Clinton Township, MI 48036

4. Complete only if before conversion entity is a domestic profit corporation.

Designation and number of outstanding shares in each class and series <u>12,465 shares of common stock</u>
Indicate class and series of shares entitled to vote _____ <u>common stock</u>
Indicate class and series entitled to vote as a class, if any _____ <u>n/a</u>
If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows: _____ <u>n/a</u>

5. Complete only if before conversion entity is a nonprofit corporation and it is organized on a stock basis.

Designation and number of outstanding shares in each class _____
Indicate class of shares entitled to vote _____
Indicate class of shares entitled to vote as a class, if any _____
If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows: _____

6. Complete only if before conversion entity is a nonprofit corporation and it is organized on a membership basis.

For a corporation organized on a membership basis, state (a) a description of its members and (b) the number, classification, and voting rights of its members:

7. Complete only if before conversion entity is a nonprofit corporation and it is organized on directorship basis.

For a corporation organized on a directorship basis, state (a) a description of the organization of its board and (b) the number, classification, and voting rights of its directors:

8. Complete only if before conversion entity is a domestic profit or nonprofit corporation.

The manner and basis of converting the shares or memberships of the converting corporation into ownership interests or obligations of the surviving business organization, into cash, into other consideration that may include ownership interests or obligations of an entity that is not a party to the conversion, or into a combination of cash and other consideration.

All common stock will be converted into membership interest on an equivalent basis.

9. (Complete only if a later effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document by the administrator.)

The conversion is effective on the 11 day of October, 2018.

The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any shareholder or member of the converting corporation.

The conversion is permitted by the law that will govern the internal affairs of the business organization after conversion and the surviving business organization complies with that law in converting.

10. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the conversion are:

Assumed Name	Expiration Date
Sanders Candy	12/31/2021

11. The converting corporation's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization:

Assumed Name	Expiration Date
Morley Candy Makers	12/31/2023

12. **Signatures:** Complete only Section (a) or (b) if the converting corporation is domestic.
Complete only (c) if the converting corporation is foreign.

Complete if the domestic corporation has not commenced business:

a) The plan of conversion was approved by unanimous consent of the incorporators of the converting domestic corporation and the corporation has not yet commenced business, has not issued any shares or memberships, and has not elected a board of directors in accordance with Section 745(1)(d) of the Act.

Signed this _____ day of _____

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

Complete if the domestic corporation has commenced business:

b) The plan of conversion was adopted by the Board of Directors and approved by the shareholders of the domestic corporation in accordance with Section 745(1)(c) of the Act.

Signed this 9th day of October, 2018

By 
(Signature of Authorized Officer or Agent)

Kenneth W. Jacobson, President
(Type or Print Name)

Complete only if the converting corporation is foreign:

c) The plan of conversion was adopted and submitted for approval in the manner required by the law governing the internal affairs of the converting foreign corporation.

Signed this _____ day of _____

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

TRADEMARK

OCT 10 2018

AFTER FILING RETURN TO:	
Name:	William H. Heritage, III
Address:	101 West Big Beaver Road, 10th Floor
City, State, Zip:	Troy, MI 48084-5280

ARTICLES OF ORGANIZATION
For use by Domestic Limited Liability Companies

Pursuant to the provisions of Act 23, Public Acts of 1993, as amended (the "Act"), the undersigned execute the following Articles:

ARTICLE I:

The name of the limited liability company is:

MORLEY CANDY MAKERS, LLC

ARTICLE II:

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

ARTICLE III:

The duration of the limited liability company is perpetual, subject to dissolution pursuant to the Act or the operating agreement.

ARTICLE IV:

1. The address of the registered office is: 101 W. Big Beaver Rd., Tenth Floor Columbia Center, Troy, MI 48084
2. The mailing address of the registered office, if different than above, is:
3. The name of the resident agent at the registered office is: William H. Heritage, III


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ARTICLE V:

A member of the limited liability company shall have no personal liability to the limited liability company or its members for monetary damages, for a breach of the member's duties under Section 404 of the Act, except for the following:

1. The receipt of a financial benefit to which the member is not entitled;
2. Liability under Section 308 of the Act;
3. A knowing violation of law; or
4. Any act or omission occurring prior to the effective date of this Article.

Date: October 9, 2018



Ronald W. Rapson, President of
Sanders Candy Holdings, Inc.,
Sole Member

Person or organization remitting fees: Giarmarco, Mullins & Horton, P.C.	Preparer's name and business telephone number: William H. Heritage, III 248-457-7000
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