TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM531715

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ENTITY CONVERSION

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Reddy Ice Corporation		07/01/2019	Corporation: NEVADA

RECEIVING PARTY DATA

Name:	Reddy Ice LLC
Street Address:	5720 LBJ Freeway, Suite 200
City:	Dallas
State/Country:	TEXAS
Postal Code:	75240
Entity Type:	Limited Liability Company: NEVADA

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	1533504	CITY ICE
Registration Number:	3234275	CRYSTAL CLASSIC CUBES
Registration Number:	3234276	CRYSTAL CLASSIC CUBES GOURMET ICE CUBES
Registration Number:	1574073	PREMIUM ICE
Registration Number:	2680967	REDDY
Registration Number:	2686355	REDDY ICE
Registration Number:	2874281	REDDYICE
Registration Number:	1242718	THE ICE FACTORY
Registration Number:	4717743	REDDYICE
Registration Number:	4747680	REDDY911
Registration Number:	4753128	REDDY24/7
Registration Number:	5297789	VALUE ICE
Registration Number:	5297790	VALUE ICE

OP $340.00 1533504

CORRESPONDENCE DATA

Fax Number: 2142000853

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: 214.651.5304

Email: jessica.foda@haynesboone.com

Correspondent Name:	Mike McArthur, Haynes and Boone, LLP
Address Line 1:	2323 Victory Avenue, Suite 700
Address Line 4:	Dallas, TEXAS 75219

ATTORNEY DOCKET NUMBER:	33878.11
NAME OF SUBMITTER:	Mike McArthur
SIGNATURE:	/Mike McArthur/
DATE SIGNED:	07/12/2019

Total Attachments: 6

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STATE OF NEVADA

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138

Certified Copy

July 1, 2019

Job Number: C20190701-0237
Reference Number: 00011371691-39
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20190281226-73	Convert In	2 Pages/1 Copies
20190281227-84	Articles of Organization	2 Pages/1 Copies

Respectfully,

Barbara K. Cegavske
Secretary of State

Certified By: Ashley Pion
Certificate Number: C20190701-0237

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

140304

Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page 1

Filed in the office of Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20190281226-73
	Filing Date and Time 07/01/2019 8:00 AM
	Entity Number C19533-1998

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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PLEASE NOTE: The charter document for the resulting entity *must* be submitted/filed simultaneously with the articles of conversion.

Articles of Conversion
(Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

Reddy Ice Corporation
Name of constituent entity

Nevada — Jurisdiction
Corporation — Entity type *

and,

Reddy Ice LLC
Name of resulting entity

Nevada — Jurisdiction
Limited Liability Company — Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

☐ **The entire plan of conversion is attached to these articles.**

☒ **The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.**

☐ **The complete executed plan of conversion for the resulting domestic limited *partnership is* on file at the records office required by NRS 88.330.**

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

TRADEMARK
REEL: 006693 FRAME: 0257

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page 2

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn:

c/o:

5. Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: **Time:**

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).

2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Reddy Ice Corporation

Name of *constituent* entity

X

Signature | EVP, CFO and Treasurer **Title** | July 1, 2019 **Date**

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. **This statement must be included within the resulting entity's articles.**

FILING FEE: $350.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

TRADEMARK
REEL: 006693 FRAME: 0258

ARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

050106

Filed in the office of Barbara K. Cegavske Barbara K. Cegavske Secretary of State State of Nevada	Document Number **20190281227-84** Filing Date and Time **07/01/2019 8:00 AM** Entity Number **C19533-1998**

Articles of Organization
Limited-Liability Company
(PURSUANT TO NRS CHAPTER 86)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)

Reddy Ice LLC

Check box if a Series Limited-Liability Company ☐

Check box if a Restricted Limited-Liability Company ☐

2. Registered Agent for Service of Process: (check only one box)

☒ Commercial Registered Agent: C T Corporation System
Name

☐ Noncommercial Registered Agent (name and address below) OR ☐ Office or Position with Entity (name and address below)

Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity

Street Address | City | Nevada | Zip Code

Mailing Address (if different from street address) | City | Nevada | Zip Code

3. Dissolution Date: (optional)

Latest date upon which the company is to dissolve (if existence is not perpetual):

4. Management: (required)

Company shall be managed by: ☒ Manager(s) **OR** ☐ Member(s)
(check only one box)

5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)

1) Deborah Conklin
Name
5720 LBJ Freeway, Suite 200 | Dallas | TX | 75240
Street Address | City | State | Zip Code

2) Steven Janusek
Name
5720 LBJ Freeway, Suite 200 | Dallas | TX | 75240
Street Address | City | State | Zip Code

3) Michael Salvator
Name
5720 LBJ Freeway, Suite 200 | Dallas | TX | 75240
Street Address | City | State | Zip Code

6. Name, Address and Signature of Organizer: (attach additional page if more than 1 organizer)

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

Renee Blango-Michie
Name

X Renée Blango-Michie
Organizer Signature

100 N. City Parkway, Suite 1600 | Las Vegas | NV | 89106
Address | City | State | Zip Code

7. Certificate of Acceptance of Appointment of Registered Agent:

I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Organization, submit a separate signed Registered Agent Acceptance form.

X Cardell Rankin Cardell Rankin, Asst. Secretary
Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

06/28/2019
Date

This form must be accompanied by appropriate fees.

TRADEMARK
REEL: 006693 FRAME: 0259

ATTACHMENT TO
ARTICLES OF ORGANIZATION
OF
REDDY ICE LLC

The articles of organization (the "Articles of Organization") of Reddy Ice LLC (the "Company") consist of the articles set forth on the preceding page and the additional articles set forth on this attachment as follows:

5. Name and Address of Managers (continued)

Name: Adam Cohn
Address: 5720 LBJ Freeway, Suite 200, Dallas TX 75240

8. Payment of Expenses.

In addition to any other rights of indemnification permitted by the laws of the State of Nevada as may be provided for by the Company in these Articles of Organization, the Company's operating agreement or any other agreement, the expenses of any member or manager incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding arising by reason of the fact that such member or manager is or was a member or manager of the Company, must be paid by the Company, or through insurance purchased and maintained by the Company or through other financial arrangements made by the Company as permitted by the laws of the State of Nevada, as such expenses are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an unsecured undertaking by or on behalf of such member or manager to repay the amount if it is ultimately determined by a court of competent jurisdiction that such member or manager is not entitled to be indemnified by the Company.

Any repeal or modification of this Article 8 approved by the members of the Company shall be prospective only. In the event of any conflict between this Article 8 and any other article of these Articles of Organization, the terms and provisions of this Article 8 shall control.

9. Special Provision Regarding Distributions.

Notwithstanding anything to the contrary in these Articles of Organization or the operating agreement of the Company, the Company is hereby specifically permitted to make any distribution that otherwise would be prohibited by Nevada Revised Statutes 86.343(1)(b).

* * * * *

TRADEMARK
REEL: 006693 FRAME: 0260

INITIAL/ANNUAL LIST OF MANAGERS OR MANAGING MEMBERS AND STATE BUSINESS LICENSE APPLICATION OF:

Reddy Ice LLC

NAME OF LIMITED-LIABILITY COMPANY

ENTITY NUMBER

FOR THE FILING PERIOD OF July-2019 TO July-2020

USE BLACK INK ONLY - DO NOT HIGHLIGHT

****YOU MAY FILE THIS FORM ONLINE AT www.nvsilverflume.gov****

Filed in the office of
Barbara K. Cegavske
Secretary of State
State of Nevada

Document Number
20190281228-95

Filing Date and Time
07/01/2019 8:00 AM

Entity Number
C19533-1998

☒ Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

IMPORTANT: Read instructions before completing and returning this form.

1. Print or type names and addresses, either residence or business, for all manager or managing members. A **Manager**, or if none, a **Managing Member** of the LLC must sign the form. *FORM WILL BE RETURNED IF UNSIGNED.*
2. If there are additional managers or managing members, attach a list of them to this form.
3. Return completed form with the fee of $150.00. A $75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
4. State business license fee is $200.00. Effective 2/1/2010, $100.00 must be added for failure to file form by deadline.
5. Make your check payable to the Secretary of State.
6. Ordering Copies: If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional $30.00 per certification. A copy fee of $2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
7. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
8. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing.

ABOVE SPACE IS FOR OFFICE USE ONLY

ANNUAL LIST FILING FEE: $150.00 LATE PENALTY: $75.00 (if filing late) BUSINESS LICENSE FEE: $200.00 LATE PENALTY: $100.00 (if filing late)

CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN BOX BELOW

☐ Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code: ☐

NRS 76.020 Exemption Codes
001 - Governmental Entity
008 - NRS 680B.020 Insurance Co.

NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

NAME		CITY	STATE	ZIP CODE
Deborah Conklin	MANAGER OR MANAGING MEMBER			
ADDRESS: 5720 LBJ Freeway, Suite 200		Dallas	TX	75240
Steven Janusek	MANAGER OR MANAGING MEMBER			
5720 LBJ Freeway, Suite 200		Dallas	TX	75240
Michael Salvator	MANAGER OR MANAGING MEMBER			
5720 LBJ Freeway, Suite 200		Dallas	TX	75240
Adam Cohn	MANAGER OR MANAGING MEMBER			
5720 LBJ Freeway, Suite 200		Dallas	TX	75240

None of the managers or managing members identified in the list of managers and managing members has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a manager or managing member in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X

Signature of Manager, Managing Member or Other Authorized Signature

Title: Manager

Date: July 1, 2019

Nevada Secretary of State List
ManorMem
Form: 100403 Revised: 7-1-17