

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM535690

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/08/2015
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ramen Tatsu-ya, Inc.		09/08/2015	Corporation: TEXAS

RECEIVING PARTY DATA

Name:	Tatsu-Ya, LLC
Street Address:	1907 West 38th Street
Internal Address:	#A
City:	Austin
State/Country:	TEXAS
Postal Code:	78731
Entity Type:	Limited Liability Company: TEXAS

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	4546783	RAMEN TATSU-YA: JAPANESE SOUL FOOD
Registration Number:	4542497	RAMEN TATSU-YA
Registration Number:	4546748	TATSU-YA

CORRESPONDENCE DATA

Fax Number: 5123225201
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: 512-482-5242
Email: sespensshade@pirkeybarber.com
Correspondent Name: Steven M. Espensshade
Address Line 1: 1801 East 6th Street
Address Line 2: Suite 300
Address Line 4: Austin, TEXAS 78702

NAME OF SUBMITTER:	Steven M. Espensshade
SIGNATURE:	/sm espensshade/
DATE SIGNED:	08/07/2019

OP \$90.00 4546783

Total Attachments: 8

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Form 622
(Revised 05/11)
Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: see instructions



**Certificate of Merger
Combination Merger
Business Organizations Code**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

SEP 08 2015

Corporations Section

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

Party 1

Tatsu-Ya, LLC

Name of Organization

The organization is a limited liability company It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

Texas USA The file number, if any, is 801929957
State Country Texas Secretary of State file number

Its principal place of business is 1907 West 38th Street, #A Austin TX
Address City State

- The organization will survive the merger. The organization will not survive the merger.
 The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 2

Ramen Tatsu-ya, Inc.

Name of Organization

The organization is a corporation It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

Texas USA The file number, if any, is 801605982
State Country Texas Secretary of State file number

Its principal place of business is 1907 West 38th Street, #A Austin TX
Address City State

- The organization will survive the merger. The organization will not survive the merger.
 The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 3

Name of Organization

The organization is a _____ It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

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Form 622
SEP 08 2015

Secretary of State

The file number, if any, is _____
State *Country* *Texas Secretary of State file number*

Its principal place of business is _____
Address *City* *State*

- The organization will survive the merger. The organization will not survive the merger.
- The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Plan of Merger

- The plan of merger is attached.
If the plan of merger is not attached, the following statements must be completed.

Alternative Statements

In lieu of providing the plan of merger, each domestic filing entity certifies that:

1. A signed plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.
2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

Complete item 3B if the merger effected changes to the certificate of formation of a surviving filing entity.

- 3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.
- 3B. The plan of merger effected changes or amendments to the certificate of formation of:

Name of filing entity effecting amendments

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

Amendment Text Area

4. Organizations Created by Merger
The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization 1 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

Approval of the Plan of Merger

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

The approval of the owners or members of _____
Name of domestic entity
was not required by the provisions of the BOC.

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is accepted and filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate


- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

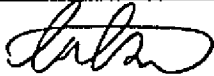
Date: 9/8/2015

Tatsu-Ya, LLC
Merging Entity Name


Signature of authorized person (see instructions)

Tatsu Aikawa
Printed or typed name of authorized person

Ramen Tatsu-ya, Inc.
Merging Entity Name


Signature of authorized person (see instructions)

Tatsu Aikawa
Printed or typed name of authorized person

Merging Entity Name

Signature of authorized person (see instructions)

Printed or typed name of authorized person

**PLAN OF MERGER
OF
RAMEN TATSU-YA, INC., A TEXAS CORPORATION AND
TATSU-YA, LLC, A TEXAS LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Chapter 10 of the Texas Business Organizations Code, the undersigned do hereby adopt and approve this Plan of Merger (this "Plan of Merger") dated as of September 8, 2015, as follows:

WHEREAS, it is proposed that Ramen Tatsu-ya, Inc. a Texas corporation (hereafter, "Non-Surviving Corporation"), merge (the "Merger") with and into Tatsu-Ya, LLC, a Texas limited liability company (hereafter "Surviving Company").

WHEREAS, this Plan of Merger has been adopted by the sole Director of the Non-Surviving Corporation and the Member of the Surviving Company;

WHEREAS, the Merger is permitted by the laws of the State of Texas and has been authorized in compliance with said laws;

NOW, THEREFORE, BE IT RESOLVED, that the Merger is hereby approved and authorized; and be it further

RESOLVED, that pursuant to the Merger, the Non-Surviving Corporation and the Surviving Company shall, pursuant to the provisions of the laws of the State of Texas, be merged with and into a single limited liability company, to wit, the Surviving Company, which shall be the surviving limited liability company under its present name pursuant to the provisions of the Texas Business Organizations Code; and be it further

RESOLVED, that the separate existence of the Non-Surviving Corporation shall cease when the Merger becomes effective in accordance with the laws of the State of Texas; and be it further

RESOLVED, that the Certificate of the Surviving Company when the Merger becomes effective shall be the Certificate of the Surviving Company, and said Certificate shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Texas Business Organizations Code; and be it further

RESOLVED, that the present Operating Agreement of the Surviving Company will be the Operating Agreement of said Surviving Company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Texas Business Organizations Code; and be it further

RESOLVED, that the sole Manager of the Surviving Company when the merger becomes effective shall continue to be sole Manager of said Surviving Company, until the election and qualification of his successor or until his tenure is otherwise terminated

in accordance with the Operating Agreement of the Surviving Company; and be it further

RESOLVED, that the outstanding shares of the Non-Surviving Corporation shall be cancelled and no membership interests of the Surviving Company shall be issued in exchange therefor; and be it further

RESOLVED, that the outstanding membership interests of the Surviving Company shall remain outstanding and are not affected by the merger; and be it further

RESOLVED, that the merger of the Non-Surviving Corporation with and into Surviving Company is authorized in the manner prescribed by the Texas Business Organizations Code and this Plan of Merger herein made and approved has been submitted to the sole Member of the Surviving Company for his approval in the manner prescribed by the provisions of the Texas Business Organizations Code; and be it further

RESOLVED, that the Manager, and each of the officers, of Surviving Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date set forth below.

TATSU-YA, LLC

By: _____



Name: Tatsu Aikawa

Title: Member

RAMEN TATSU-YA, INC.

By: _____



Name: Tatsu Aikawa

Title: Director

TEXAS COMPTROLLER *of* PUBLIC ACCOUNTS

P.O. Box 13528 • AUSTIN, TX 78711-3528



September 4, 2015

RAMEN TATSU-YA, INC.
8557 RESEARCH BLVD STE 126
AUSTIN, TX 78758-7855

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS
COUNTY OF TRAVIS

I, Glenn Hegar, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY that according to the records of this office

RAMEN TATSU-YA, INC.

has filed all required reports for taxes administered by the Comptroller under Title 2, Tax Code, and taxes reported due on those reports have been paid. This certificate must be filed with the Texas Secretary of State to legally end the entity's existence in Texas. This certificate is valid through December 31, 2015.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 4th day of
September, 2015 A.D.

A handwritten signature in black ink, appearing to read "Glenn Hegar", written over a faint circular stamp.

Glenn Hegar
Texas Comptroller

Taxpayer number: 32048139177
File number: 0801605982

NOTE: Failure by registered Texas entities to legally end existence with the Texas Secretary of State on or before the expiration of this certificate will result in additional franchise tax responsibilities. Texas entities not registered with the Texas Secretary of State and all out-of-state entities are responsible for franchise tax through the last date of business in this state.

Form 05-305 (Rev.12-07/16)