

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM545185

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Audio Fidelity Communications Corporation		09/13/2019	Corporation: VIRGINIA
RECEIVING PARTY DATA			
Name:	Audio Fidelity Communications, LLC		
Doing Business As:	Whitlock		
Street Address:	12820 West Creek Parkway, Suite M		
City:	Richmond		
State/Country:	VIRGINIA		
Postal Code:	23238		
Entity Type:	Limited Liability Company: VIRGINIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	5071812	SHARE IT WITH THE WORLD	
CORRESPONDENCE DATA			
Fax Number:	3105527031		
<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:	(310) 551-8755		
Email:	pto-cc@gibsondunn.com		
Correspondent Name:	Mandy Robertson-Bora		
Address Line 1:	2029 Century Park East, 40th Floor		
Address Line 2:	Gibson, Dunn & Crutcher LLP		
Address Line 4:	Los Angeles, CALIFORNIA 90067-3026		
ATTORNEY DOCKET NUMBER:	64686-00066		
NAME OF SUBMITTER:	Mandy Robertson-Bora		
SIGNATURE:	/mandy robertson-bora/		
DATE SIGNED:	10/15/2019		
Total Attachments: 8			
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ARTICLES OF ENTITY CONVERSION

AUDIO FIDELITY COMMUNICATIONS CORPORATION a Virginia corporation

These Articles of Entity Conversion are hereby filed with the State Corporation Commission of the Commonwealth of Virginia pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia.

1. Names.

A. Name of Converting Entity. The name of the corporation immediately prior to the filing of these Articles of Entity Conversion (the "Corporation") is as follows:

AUDIO FIDELITY COMMUNICATIONS CORPORATION

B. Name of Surviving Entity. The Corporation shall convert to a Virginia limited liability company and the name of the Corporation will be changed to the following:

AUDIO FIDELITY COMMUNICATIONS, LLC

2. Original Incorporation Date. The converting Corporation was originally incorporated on January 3, 1956 as a Virginia stock corporation with the name "Audio Fidelity Communications Corporation."

3. Plan of Entity Conversion. Attached hereto as Exhibit A, and incorporated herein by this reference, is the Plan of Entity Conversion (the "Plan of Entity Conversion") for the conversion of the Corporation (the "Conversion").

3. Statement of Adoption. The Plan of Entity Conversion, including the full text of the Articles of Organization of the surviving entity as they will be in effect immediately after the consummation of the Conversion, was adopted by the written consent of the sole shareholder of the Corporation on September 12, 2019.

4. Effective Date. These Articles of Entity Conversion have been filed on the filing date shown below. The Conversion shall become effective on September 13, 2019.

FILING DATE: September 13, 2019

[Signature page follows]

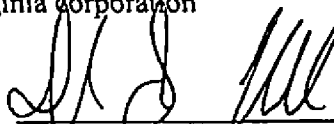
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WITNESS the following signature:

THE CONVERTING ENTITY:

Audio Fidelity Communications Corporation
a Virginia corporation

By:



Name: Douglas S. Hall

Title: CEO

TRADEMARK

REEL: 006771 FRAME: 0571

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EXHIBIT A
PLAN OF ENTITY CONVERSION

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PLAN OF ENTITY CONVERSION

AUDIO FIDELITY COMMUNICATIONS CORPORATION

a Virginia corporation

1. **Names.**

A. Converting Entity. Audio Fidelity Communications Corporation.

B. Surviving Entity. Audio Fidelity Communications, LLC.

2. **Terms and Conditions.**

A. General. Audio Fidelity Communications Corporation (the "Corporation") shall convert into Audio Fidelity Communications, LLC (the "LLC") in accordance with this Plan of Entity Conversion (the "Conversion"). The LLC shall be the surviving entity of the Conversion.

B. State Filings. To effectuate the Conversion, the Corporation shall cause appropriate state filings to be made with the State Corporation Commission of the Commonwealth of Virginia pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia.

C. Effective Date. The Conversion shall become effective on September 13, 2019 (the "Effective Date").

3. **Manner and Basis of Conversion.** On the Effective Date, the issued and outstanding shares held by the sole shareholder will be converted into 100,000 ownership units of the LLC which shall constitute all of the membership interests in the resulting LLC.

4. **Articles of Organization of LLC.** Attached hereto as Exhibit A to this Plan of Entity Conversion is the full text of the Articles of Organization of the surviving entity as they will be in effect immediately after the consummation of the Conversion.

5. **Other Provisions Relating to the Conversion.** The Corporation shall authorize and instruct its officers, employees and representatives (as applicable) to take such actions, and to make such filings, as may be necessary or appropriate to effectuate or evidence the Conversion.

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EXHIBIT A
to the Plan of Entity Conversion
Articles of Organization
Audio Fidelity Communications, LLC

**ARTICLES OF ORGANIZATION
OF
AUDIO FIDELITY COMMUNICATIONS, LLC**

Pursuant to Section 13.1-1010 of Chapter 12 of Title 13.1 of the Code of Virginia, the undersigned states as follows:

1. Name. The name of the limited liability company (the "LLC") is Audio Fidelity Communications, LLC.
2. Initial Registered Office. The address of the initial registered office which is located in the County of Goochland, Virginia is 12820 West Creek Parkway, Suite M, Richmond, Virginia 23238.
3. Initial Registered Agent. The initial registered agent of the LLC is Douglas S. Hall, whose business address is identical with the initial registered office. The registered agent is an individual who is a resident of the Commonwealth of Virginia and an officer and manager of the LLC.
4. Principal Office. The post office address of the principal office where the records will be maintained pursuant to Virginia Code Section 13.1-1028 is 12820 West Creek Parkway, Suite M, Richmond, Virginia 23238.
5. Operating Agreement. Any Operating Agreement of the LLC shall be in writing.

In WITNESS WHEREOF the undersigned executed these Articles of Organization on the date set forth opposite his name.


Bryce D. Jewett III, Organizer

September 13, 2019

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, SEPTEMBER 13, 2019

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

AUDIO FIDELITY COMMUNICATIONS CORPORATION

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF ENTITY CONVERSION

be issued and admitted to record with the articles of entity conversion and articles of organization in the Office of the Clerk of the Commission, effective September 13, 2019.

When the certificate becomes effective, AUDIO FIDELITY COMMUNICATIONS CORPORATION is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

Audio Fidelity Communications, LLC

The limited liability company is granted the authority conferred on it by law in accordance with its articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner

CNVRLACT
CISLFD
19-09-13-1103

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents on file in the Clerk's Office of the Commission relating to the conversion of Audio Fidelity Communications, LLC from a Virginia corporation to a Virginia limited liability company.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
October 1, 2019*

Joel H. Peck

Joel H. Peck, Clerk of the Commission