

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM551930

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
The Sportsman's Guide, Inc.		07/31/2018	Corporation: MINNESOTA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Sportsman's Guide, LLC		
<b>Street Address:</b>	411 Farwell Avenue		
<b>City:</b>	South St. Paul		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55075		
<b>Entity Type:</b>	Limited Liability Company: MINNESOTA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87394821	B BOLDERTON	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9529959577		
<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>			
<b>Phone:</b>	9522247285		
<b>Email:</b>	pat.shriver@fmjlaw.com		
<b>Correspondent Name:</b>	Ernest P. Shriver		
<b>Address Line 1:</b>	775 Prairie Center Drive		
<b>Address Line 2:</b>	Suite 400		
<b>Address Line 4:</b>	Eden Prairie, MINNESOTA 55344		
<b>ATTORNEY DOCKET NUMBER:</b>	61583-3cv		
<b>NAME OF SUBMITTER:</b>	Ernest P. Shriver		
<b>SIGNATURE:</b>	/eps/		
<b>DATE SIGNED:</b>	12/04/2019		
<b>Total Attachments: 12</b>			
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## Office of the Minnesota Secretary of State Certificate of Conversion

I, Steve Simon, Secretary of State of Minnesota, certify that: the documentation required to effectuate a conversion by the entity listed below from the law under which the entity was previously governed to the law under which it is governed after the issuance of this certificate, on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Name of Converting Entity:

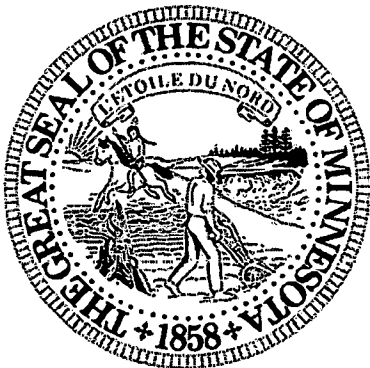
Minnesota: The Sportsman's Guide, Inc.

After Conversion, Entity is governed by Minnesota Statutes, Chapter:  
322C

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

Minnesota: Sportsman's Guide, LLC

This Certificate has been issued on: 07/31/2018



A handwritten signature in black ink that reads "Steve Simon".

Steve Simon  
Secretary of State  
State of Minnesota

## Office of the Minnesota Secretary of State Certificate of Organization

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

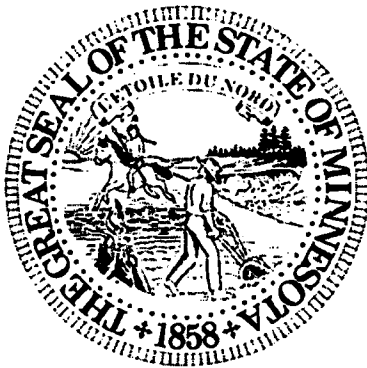
The business entity is now legally registered under the laws of Minnesota.

Name: Sportsman's Guide, LLC

File Number: 1026259700092

Minnesota Statutes, Chapter: 322C

This certificate has been issued on: 07/31/2018



*Steve Simon*

Steve Simon  
Secretary of State  
State of Minnesota



**ARTICLES OF CONVERSION  
OF  
THE SPORTSMAN'S GUIDE, INC.  
INTO  
SPORTSMAN'S GUIDE, LLC**


THESE ARTICLES OF CONVERSION ("Articles of Conversion") relate to the conversion of The Sportsman's Guide, Inc., a Minnesota corporation, into Sportsman's Guide, LLC, a Minnesota limited liability company.

1. The plan of conversion ("Plan of Conversion"), dated as of July 31, 2018, is attached hereto as Exhibit A.
2. The Sportsman's Guide, Inc., a Minnesota corporation, is converting into a Minnesota limited liability company.
3. The converted organization is Sportsman's Guide, LLC, which shall be a limited liability company governed by Chapter 322C of the Minnesota Statutes.
4. The conversion will be effective under Chapter 322C of the Minnesota Statutes as of 12:01 a.m. on July 31, 2018.
5. The conversion has been approved as required by Chapter 302A of the Minnesota Statutes.
6. The conversion has been approved as required by Chapter 322C of the Minnesota Statutes.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion of the Company as of the 31<sup>st</sup> day of July, 2018.

THE SPORTSMAN'S GUIDE, INC.

By:   
Name: Ryan W. Weiglein  
Title: CEO

*[Signature Page to Articles of Conversion –  
The Sportsman's Guide, Inc. into Sportsman's Guide, LLC]*

TRADEMARK

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**EXHIBIT A**

**PLAN OF CONVERSION**

*[See Following Page]*

**PLAN OF CONVERSION  
OF  
THE SPORTSMAN'S GUIDE, INC.  
INTO  
SPORTSMAN'S GUIDE, LLC**

THIS PLAN OF CONVERSION (this "Plan of Conversion") is adopted by The Sportsman's Guide, Inc., a Minnesota corporation (the "Company"), as of July 31, 2018.

WHEREAS, the board of directors of the Company has determined that it is advisable and in the best interests of the Company and its sole shareholder to convert (the "Conversion") the Company from a Minnesota corporation into a Minnesota limited liability company (the "Converted Organization").

WHEREAS, in order to effect the Conversion, the board of directors has approved, and the sole shareholder of the Company has adopted, this Plan of Conversion.

1. Conversion. Pursuant to Chapter 302A of the Minnesota Statutes, the Company, a Minnesota corporation governed by Chapter 302A of the Minnesota Statutes, shall be converted into the Converted Organization. The name of the Converted Organization shall be "Sportsman's Guide, LLC" and the Converted Organization shall be governed by Chapter 322C of the Minnesota Statutes.

2. Effective Time. The Conversion shall be effective as of 12:01 a.m. on July 31, 2018 (the "Effective Time").

3. Conversion of Capital Stock to Membership Interests. At the Effective Time, (i) each share of common stock of the Company, shall, by virtue of the conversion and without any action on the part of the holder thereof, be converted into membership interests in the Converted Organization, and (ii) the sole member (previously known as the sole shareholder) shall hold 100% of the membership interests in the Converted Organization.

4. Organizational Documents. The articles of organization attached as Exhibit A hereto shall be the initial articles of organization of the Converted Organization. The operating agreement attached as Exhibit B hereto shall be the initial operating agreement of the Converted Organization.

5. Board of Governors and Officers. In accordance with the operating agreement of the Converted Organization, the Converted Organization will be a "member-managed" limited liability company. Therefore, the directors of the Company holding office immediately before the Effective Time shall cease to be directors of the Company upon the Conversion. Further, the officers of the Converted Organization shall be such persons and with such titles as described in the operating agreement of the Converted Organization.




6. Articles of Conversion. In accordance with this Plan of Conversion and for the purposes of effecting the Conversion, the Company shall file articles of conversion, which articles shall contain a copy of this Plan of Conversion (but without the Exhibit B hereto), with the Minnesota Secretary of State.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Plan of Conversion on behalf of the Company as of the date first written above.

THE SPORTSMAN'S GUIDE, INC.

By:   
Name: Franz W. Weiglein  
Title: CEO

*[Signature page to Plan of Conversion –  
The Sportsman's Guide, Inc. into Sportsman's Guide, LLC]*

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**EXHIBIT A**

**ARTICLES OF ORGANIZATION**

[See next page]

**ARTICLES OF ORGANIZATION  
OF  
SPORTSMAN'S GUIDE, LLC**

The undersigned organizer, for the purpose of forming a limited liability company pursuant to the provisions of Chapter 322C, Minnesota Statutes, does hereby adopt the following Articles of Organization:

**Article I  
Name**

The name of the limited liability company shall be Sportsman's Guide, LLC (the "Company").

**Article II  
Registered Office**

The street address of the registered office of the Company in the State of Minnesota shall be 2800 Southcross Drive West, Burnsville, MN 55306-5530.

**Article III  
Organizer**

The name and street address of the organizer, who is a natural person of at least eighteen (18) years old, is as follows:

Name

Address

Jesse J. Klick

775 Prairie Center Drive, Suite 400  
Eden Prairie, MN 55344

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization this 31<sup>st</sup> day of July, 2018.

ORGANIZER:

  
\_\_\_\_\_  
Jesse J. Klick

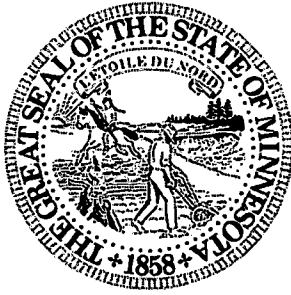
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**EXHIBIT B**

**OPERATING AGREEMENT**

[See next page]



**File Numbers**

102625970007

1026259700092

2Y-349

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED

7/31/2018 11:59:00 PM

A handwritten signature in black ink that reads "Steve Simon".

Steve Simon  
Secretary of State