

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM557194

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	ENTITY CONVERSION
RESUBMIT DOCUMENT ID:	900512156

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MN Airlines, LLC		05/31/2019	Limited Liability Company: MINNESOTA

RECEIVING PARTY DATA

Name:	Sun Country, Inc
Street Address:	2005 Cargo Rd
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55450
Entity Type:	Corporation: MINNESOTA

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	88434366	SUN COUNTRY REWARDS
Serial Number:	88433638	GET TO GOING
Registration Number:	5086348	SUN COUNTRY CONNECTIONS
Registration Number:	4703156	S
Registration Number:	4703155	S
Registration Number:	4703001	SUN COUNTRY
Registration Number:	3785170	UFLY
Registration Number:	2126040	SUN COUNTRY VACATIONS
Registration Number:	2326946	S
Registration Number:	1303139	SUN COUNTRY AIRLINES
Registration Number:	4703000	SUN COUNTRY

CORRESPONDENCE DATA

Fax Number:

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: 651-681-3902

Email: eric.levenhagen@suncountry.com

Correspondent Name: Eric M. Levenhagen

TRADEMARK

Address Line 1: 1300 Corporate Center Curve
Address Line 4: Eagan, MINNESOTA 55121

NAME OF SUBMITTER: Eric M. Levenhagen

SIGNATURE: /Eric M. Levenhagen/

DATE SIGNED: 01/13/2020

Total Attachments: 7

source=MN Cert of Conversion and Articles of Incorporation of Sun Country Inc. filed 5-31-2019-v1#page1.tif
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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: 322C

Home Jurisdiction and Name of Converting Entity:

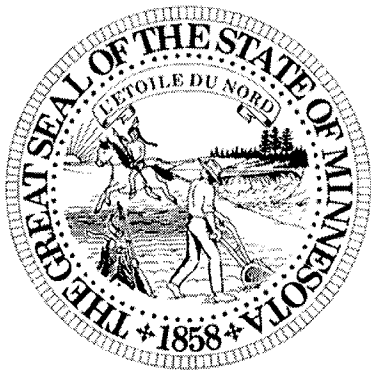
Minnesota: MN Airlines, LLC

After Conversion, Entity is governed by Minnesota Statutes, Chapter:
302A

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

Minnesota: Sun Country, Inc.

This Certificate has been issued on: 05/31/2019



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 Incorporation

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.

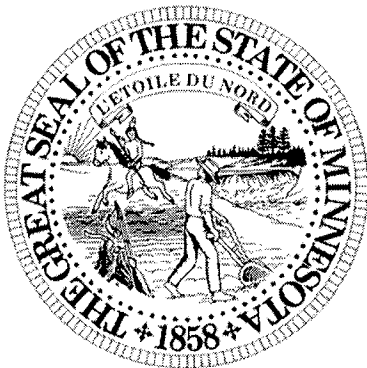
The business entity is now legally registered under the laws of Minnesota.

Name: Sun Country, Inc.

File Number: 1087142600068

Minnesota Statutes, Chapter: 302A

This certificate has been issued on: 05/31/2019



Steve Simon

Steve Simon
Secretary of State
State of Minnesota



ARTICLES OF CONVERSION

for conversion of

MN Airlines, LLC, a Minnesota limited liability company

to

Sun Country, Inc., a Minnesota corporation

These Articles of Conversion of MN Airlines, LLC are executed and filed pursuant to Sections 322C.1007-1010 of the Minnesota Revised Uniform Limited Liability Company Act and Sections 302A.682-692 of the Minnesota Business Corporation Act.

1. The name of the converting entity (the "Converting Entity") before the conversion is "MN Airlines, LLC" and its home jurisdiction is Minnesota.
2. The name of the converted entity (the "Converted Entity") immediately after the conversion is "Sun Country, Inc." and its home jurisdiction is Minnesota.
3. The Plan of Conversion was approved by the sole member of the Converting Entity in accordance with the provisions of Section 322C.1008 of the Minnesota Revised Uniform Limited Liability Company Act.
4. Attached as Exhibit A are the Articles of Incorporation of the Converted Entity.
5. The conversion shall be effective upon the filing of these Articles of Conversion and the Articles of Incorporation with the Minnesota Secretary of State.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Conversion to be executed as of May 31, 2019.

MN Airlines, LLC:

By: SCA Acquisition, LLC, its sole Member

Name: Eric M. Wenzhusen
Title: Chief Administrative Officer & General Counsel

TRADEMARK

REEL: 006830 FRAME: 0759

Exhibit A
Articles of Incorporation

Attached.

ARTICLES OF INCORPORATION
OF
SUN COUNTRY, INC.

To form a corporation pursuant to the Minnesota Business Corporation Act, the undersigned, an individual 18 years of age or older, adopts the following articles of incorporation:

1. Name. The name of the corporation is Sun Country, Inc.
2. Registered Office and Registered Agent. The address of its registered office in the State of Minnesota is 2345 Rice Street, Suite 230, Roseville, MN 55113. The name of its registered agent at such address is Corporation Service Company.
3. Purposes. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Minnesota Business Corporation Act.
4. Authorized Shares. The total number of shares of stock that the corporation is authorized to issue is 357,009 shares, par value \$0.01 per share, all of which shares are designated as common stock.

Shares of any class or series of the corporation, including shares of any class or series which are then outstanding, unless otherwise specifically provided in the terms and preferences of any such particular class or series, may be issued to the holders of shares of another class or series of the corporation without the authorization, approval or vote of the holders of shares of any class or series of the corporation.

5. No Cumulative Voting. There shall be no cumulative voting by the shareholders of the corporation.

6. No Preemptive Rights. The shareholders of the corporation shall not have any preemptive rights arising under the Minnesota Business Corporation Act. This provision is not applicable to rights arising in connection with a designation of rights and preferences of a series of preferred stock or arising under contract.

7. Limitation of Directors' Liability. To the fullest extent permitted by the Minnesota Business Corporation Act as the same exists or may hereafter be amended, a director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Neither the amendment, modification or repeal of this Article nor the adoption of any provision in these articles of incorporation inconsistent with this Article shall adversely affect any right or protection of a director or officer of the corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.

8. Written Action by Directors. An action required or permitted to be taken at a meeting of the board of directors of the corporation may be taken by a written action signed, or consented to by authenticated electronic communication, by all of the directors unless the action need not be approved by the shareholders of the corporation, in which case the action may be taken by a written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board of directors

of the corporation at which all of the directors were present. A written action may be signed in separate counterparts.

9. Written Action by Shareholders. At any time that the corporation is not a “publicly held corporation” (as defined by Minnesota Statutes Section 302A.011, sub. 40), an action required or permitted to be taken at a meeting of the shareholders of the corporation may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting of the shareholders at which all shareholders were present.

10. No Dissenters’ Rights for Articles Amendments. To the fullest extent permitted by the Minnesota Business Corporation Act as the same exists or may hereafter be amended, a shareholder of the corporation shall not be entitled to dissent from, and obtain payment for the fair value of the shareholder’s shares in the event of, an amendment of the articles of incorporation.

11. Combined Voting Groups. To the fullest extent permitted by the Minnesota Business Corporation Act as the same exists or may hereafter be amended, if a proposed amendment to the articles of incorporation entitling by statute the holders of outstanding shares of two or more classes or series to vote as separate classes or series would affect those classes or series in the same or a substantially similar way, the holders of the outstanding shares of all the classes or series so affected must vote together as a single voting group on the proposed amendment.

12. Control Share Acquisitions. Minnesota Statutes Section 302A.449, sub. 7, and 302A.671 (all as may be amended from time to time) concerning Control Share Acquisitions shall not apply to this corporation.

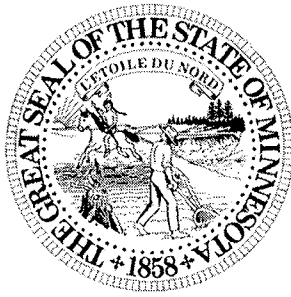
13. Incorporator. The name and mailing address of the incorporator are:

Deborah L. Vigdal
Dorsey & Whitney LLP
50 South Sixth Street, Suite 1500
Minneapolis, MN 55402-1498

Dated: May 31, 2019



Deborah L. Vigdal, Incorporator



File Numbers

108714260004

1087142600068

27317-LLC

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

5/31/2019 11:59:00 PM

Steve Simon

Steve Simon
Secretary of State