

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM561494

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ENTITY CONVERSION

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Automated Pet Care Products, Inc.		09/26/2019	Corporation:

RECEIVING PARTY DATA

Name:	Automated Pet Care Products, LLC
Street Address:	2900 Auburn Ct.
City:	Auburn Hills
State/Country:	MICHIGAN
Postal Code:	48326
Entity Type:	Limited Liability Company: MICHIGAN

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	5259515	LITTER-ROBOT
Registration Number:	5093852	AUTO · PETS
Registration Number:	4674125	LITTER · ROBOT
Registration Number:	4674124	LITTER · ROBOT
Registration Number:	4669964	FEED · SAFE
Registration Number:	4669963	FEED · SAFE A SAFE HAVEN FOR YOUR SMALLE
Serial Number:	88760859	LITTER-ROBOT PINCH DETECT
Serial Number:	88321749	B
Serial Number:	88321671	LITTERBOX.COM
Serial Number:	88721056	LITTERBUCKS
Serial Number:	88709165	BUBBLE BOWL
Serial Number:	88507699	FARM TO FELINE
Serial Number:	88481943	THE DESTINATION FOR CAT PARENTS
Serial Number:	88463898	WHISKER
Serial Number:	88505875	LITTER TRAP
Serial Number:	88505850	PET POUF
Serial Number:	88572718	CATPOOP.COM
Serial Number:	88505832	CAT SAC
Serial Number:	88097379	WHISKER

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	88505691	KRINKLE
Serial Number:	88389357	FARM TO FELINE
Serial Number:	88324243	LITTERBOX.COM

CORRESPONDENCE DATA

Fax Number: 4159551158

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: 4159551155

Email: tmapps@krinternetlaw.com

Correspondent Name: Virginia Sanderson

Address Line 1: 150 Post St., Suite 520

Address Line 4: San Francisco, CALIFORNIA 94108

NAME OF SUBMITTER:	Virginia Sanderson
SIGNATURE:	/Virginia Sanderson/
DATE SIGNED:	02/10/2020

Total Attachments: 6

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**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received
SEP 26 2019

AC1 (FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

FILED
SEP 26 2019

ADMINISTRATOR
CORPORATIONS DIVISION

Name Bruce W. Haffey		
Address 101 West Big Beaver Road, 10th Floor		
City Troy	State MI	ZIP Code 48084-5280

EFFECTIVE DATE:
Expiration date for new assumed names: December 31,
Expiration date for transferred assumed names appear on page 2.

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

CERTIFICATE OF CONVERSION

For use by a Corporation Converting into a Business Organization

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies), and Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate of Conversion.

1. Before Conversion

Entity Name: Automated Pet Care Products, Inc.		Entity ID: 800070665
Indicate (X) Entity Type	<input checked="" type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Domestic Nonprofit Corporation
	Street Address, if different than the one provided in Item 3:	
	<input type="checkbox"/>	Foreign Profit Corporation
	<input type="checkbox"/>	Foreign Nonprofit Corporation

2. After Conversion

Entity Name: Automated Pet Care Products, LLC	
Indicate (X) Entity Type	<input type="checkbox"/> Domestic Profit Corporation
	<input type="checkbox"/> Foreign Profit Corporation
	<input checked="" type="checkbox"/> Domestic Limited Liability Company
	<input type="checkbox"/> Foreign Limited Liability Company

If the converting corporation is a domestic corporation that has not commenced business, has not issued any shares or memberships, and has not elected a board of directors, proceed to Item 9.
If the converting corporation is a domestic corporation that has commenced business or a foreign corporation, proceed to Item 3.

\$150.00 OK/PP. 1919378

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3. Surviving Business Organization (After Conversion Entity)

Governing Statute: MCL 450.4101, et seq.
Street Address: 2900 Auburn Ct., Auburn Hills, MI 48326
Principal Place of Business: same

4. Complete only if before conversion entity is a domestic profit corporation.

Designation and number of outstanding shares in each class and series <u>1,000,000 shares of voting common stock</u>
Indicate class and series of shares entitled to vote <u>All shares are voting common shares</u>
Indicate class and series entitled to vote as a class, if any <u>N/A</u>
If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows: <u>N/A</u>

5. Complete only if before conversion entity is a nonprofit corporation and it is organized on a stock basis.

Designation and number of outstanding shares in each class _____
Indicate class of shares entitled to vote _____
Indicate class of shares entitled to vote as a class, if any _____
If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows: _____

6. Complete only if before conversion entity is a nonprofit corporation and it is organized on a membership basis.

For a corporation organized on a membership basis, state (a) a description of its members and (b) the number, classification, and voting rights of its members:

7. Complete only if before conversion entity is a nonprofit corporation and it is organized on directorship basis.

For a corporation organized on a directorship basis, state (a) a description of the organization of its board and (b) the number, classification, and voting rights of its directors:

8. Complete only if before conversion entity is a domestic profit or nonprofit corporation.

The manner and basis of converting the shares or memberships of the converting corporation into ownership interests or obligations of the surviving business organization, into cash, into other consideration that may include ownership interests or obligations of an entity that is not a party to the conversion, or into a combination of cash and other consideration.

All shares of stock of the converting corporation are owned by a single shareholder and will be converted into a single membership interest, representing 100% ownership, of the surviving limited liability company.

9. (Complete only if a later effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document by the administrator.)

The conversion is effective on the _____ day of _____, _____.

The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any shareholder or member of the converting corporation.

The conversion is permitted by the law that will govern the internal affairs of the business organization after conversion and the surviving business organization complies with that law in converting.

10. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the conversion are:

Assumed Name	Expiration Date
Autopets	12/31/2023

11. The converting corporation's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization:

Assumed Name	Expiration Date

12. **Signatures:** Complete only Section (a) or (b) if the converting corporation is domestic.
Complete only (c) if the converting corporation is foreign.

Complete if the domestic corporation has not commenced business:

a) The plan of conversion was approved by unanimous consent of the incorporators of the converting domestic corporation and the corporation has not yet commenced business, has not issued any shares or memberships, and has not elected a board of directors in accordance with Section 745(1)(d) of the Act.

Signed this _____ day of _____, _____.

(Signature of Incorporator)

(Signature of Incorporator)

(Type or Print Name)

(Type or Print Name)

(Signature of Incorporator)

(Signature of Incorporator)

(Type or Print Name)

(Type or Print Name)

Complete if the domestic corporation has commenced business:

b) The plan of conversion was adopted by the Board of Directors and approved by the shareholders of the domestic corporation in accordance with Section 745(1)(c) of the Act.

Signed this 25th day of September, 2019.

By Bradley Baxter
(Signature of Authorized Officer or Agent)

Bradley Baxter, President
(Type or Print Name)

Complete only if the converting corporation is foreign:

c) The plan of conversion was adopted and submitted for approval in the manner required by the law governing the internal affairs of the converting foreign corporation.

Signed this _____ day of _____, _____.

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

AFTER FILING RETURN TO:	
Name:	Bruce W. Haffey
Address:	101 West Big Beaver Road, 10th Floor
City, State, Zip:	Troy, MI 48084-5280

ARTICLES OF ORGANIZATION
For use by Domestic Limited Liability Companies

Pursuant to the provisions of Act 23, Public Acts of 1993, as amended (the "Act"), the undersigned execute the following Articles:

ARTICLE I:

The name of the limited liability company is:

AUTOMATED PET CARE PRODUCTS, LLC

ARTICLE II:

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

ARTICLE III:

The duration of the limited liability company is perpetual, subject to dissolution pursuant to the Act or the operating agreement.

ARTICLE IV:

1. The address of the registered office is: 2900 Auburn Court, Auburn Hills, MI 48326
2. The mailing address of the registered office, if different than above, is:
3. The name of the resident agent at the registered office is: Bradley Baxter

ARTICLE V:

The limited liability company shall be managed by or under the authority of managers.

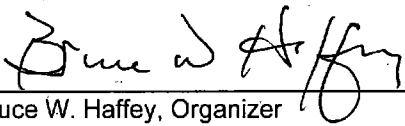
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ARTICLE VI:

A manager of the limited liability company shall have no personal liability to the limited liability company or its members for monetary damages, for a breach of the manager's duties under Section 404 of the Act, except for the following:

1. The receipt of a financial benefit to which the manager is not entitled;
2. Liability under Section 308 of the Act;
3. A knowing violation of law; or
4. Any act or omission occurring prior to the effective date of this Article.

Date: September 26, 2019


Bruce W. Haffey, Organizer

Person or organization remitting fees: Giarmarco, Mullins & Horton, P.C.	Preparer's name and business telephone number: Bruce W. Haffey 248-457-7000
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