

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM562285

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Motion Water Sports, Inc.		12/31/2019	Corporation: WASHINGTON
RECEIVING PARTY DATA			
Name:	Motion Sports, LLC		
Street Address:	7926 Bracken Place SE		
City:	Snoqualmie		
State/Country:	WASHINGTON		
Postal Code:	98065		
Entity Type:	Limited Liability Company: WASHINGTON		
PROPERTY NUMBERS Total: 24			
Property Type	Number	Word Mark	
Registration Number:	1011062	O'BRIEN	
Registration Number:	1019479	O'BRIEN	
Registration Number:	1068197	WORLD TEAM	
Registration Number:	2040774	LIQUID FORCE	
Registration Number:	2117564	DOUBLEUP	
Registration Number:	2144784	OBRIEN	
Registration Number:	2144785	O'BRIEN	
Registration Number:	2147892	OBRIEN	
Registration Number:	2147893	O'BRIEN	
Registration Number:	2195099	STRAIGHT LINE	
Registration Number:	2323822	HYDROSLIDE	
Registration Number:	2360967	LIQUID FORCE	
Registration Number:	2463219	NASH	
Registration Number:	2909728	SL	
Registration Number:	3266029	HYDROHOOK	
Registration Number:	3449916	LIQUID FORCE	
Registration Number:	4442487	OBRIEN	
Registration Number:	5014742	WAKEFOIL	
Registration Number:	5057598	BRO STOCK	

OP \$615.00 1011062

Property Type	Number	Word Mark
Registration Number:	5107538	RELENTLESS INNOVATION
Registration Number:	5401864	WAKEFOIL
Serial Number:	88453180	COMFORT TOP
Serial Number:	88462175	SUB Z
Serial Number:	88462248	SUB-Z COOLERS

CORRESPONDENCE DATA

Fax Number: 7039919110

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: 7035224583

Email: maria@tassan.com

Correspondent Name: Maria v. Hardison

Address Line 1: 4143 27th Street N.

Address Line 4: Arlington, VIRGINIA 22207-5211

NAME OF SUBMITTER:	Maria v. Hardison
SIGNATURE:	/mvh/
DATE SIGNED:	02/14/2020

Total Attachments: 8

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UNITED STATES OF AMERICA

The State of Washington



Secretary of State

I, **KIM WYMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF CONVERSION

From

MOTION WATER SPORTS, INC. , a/an WASHINGTON PROFIT CORPORATION

to

MOTION SPORTS, LLC , a/an WASHINGTON LIMITED LIABILITY COMPANY, effective on the date indicated below.

Effective Date: 12/31/2019

UBI Number: 602 280 093



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Handwritten signature of Kim Wyman in cursive script.

Kim Wyman, Secretary of State

Date Issued: 12/19/2019

TRADEMARK

REEL: 006864 FRAME: 0963

**PLAN OF CONVERSION OF
MOTION WATER SPORTS, INC.
INTO
MOTION SPORTS, LLC**

This Plan of Conversion ("Plan") dated as of the 13th day of December 2019 is hereby adopted by MOTION WATER SPORTS, INC., a Washington corporation (the "Converting Entity"), in accordance with the Revised Code of Washington Sections 25.15.436, 23B.09.010, 23B.09.030, and all other applicable sections (the "RCW").

Recitals

- A. The Converting Entity is a corporation incorporated and existing under Title 23 of the RCW.
- B. The Converting Entity's Shareholders have deemed it advisable and in the best interest of the Company and its Shareholders that the Converting Entity be converted into a Washington limited liability company pursuant to the RCW.
- C. The contemplated conversion is approved and permissible pursuant to all applicable RCW sections.
- D. The Converting Entity's Shareholders have approved the conversion of the Converting Entity into a limited liability company, pursuant to the RCW, under the terms and conditions set forth below.

Plan of Conversion

NOW, THEREFORE, MOTION WATER SPORTS, INC. hereby sets forth the details for such conversion into MOTION SPORTS, LLC, as follows:

1. **Conversion.** At the Effective Date (as defined below), upon the terms and subject to the conditions of this Plan, and in accordance with the RCW, the Converting Entity shall be converted into a limited liability company organized and existing under Washington law and shall be named MOTION SPORTS, LLC (the "Converted Entity") (the "Conversion"). Following the Conversion, the company shall cease to exist as a corporation of the State of Washington and shall continue to exist as a limited liability company of the State of Washington.

2. **Effective Date.** Subject to the terms and conditions set forth in this Plan, a Cover Sheet for Conversion of Business Entity, Certificate of Formation, and this Plan shall be duly executed and acknowledged by the Converting Entity and thereafter delivered to the Washington Secretary of State for filing pursuant to the RCW. The Conversion shall become effective as of December 31, 2019 (the "Effective Date").

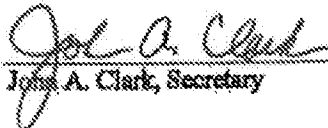
3. **Effects of the Conversion.** The Conversion shall have the effects set forth in the RCW. Without limiting the generality of the foregoing, at the Effective Date, all the properties, rights, privileges, powers and franchises of the Converting Entity shall vest in MOTION SPORTS, LLC, and all debts, liabilities and duties of the Converting Entity shall become the debts, liabilities and duties of MOTION SPORTS, LLC.

4. **Conversion of Shares.** The Shareholders of the Converting Entity shall become the Members of the Converted Entity. Upon the Effective Date of the Conversion, automatically and without the requirement of the delivery of any further instrument or the taking of any further action by or on the part of the Shareholders of the Converting Entity, each then outstanding common share of the Converting Entity shall be, by virtue of the conversion, converted into units of the Converted Entity as follows: each 1 common share of the Converting Entity shall be and hereby is converted to 1 unit of the Converted Entity.

5. **Approval Statement.** The foregoing conversion is approved and permissible pursuant to the RCW, the Converting Entity's governing documents, and all other applicable laws. The conversion complies with the procedures for the approval of an entity conversion provided in the organic law of the other entity. The Shareholders of the Converting Entity have duly authorized and approved the conversion of the Converting Entity into a limited liability company and this Plan, as reflected in the attached Resolutions of the Sole Shareholder.

IN WITNESS WHEREOF, the undersigned, being a duly authorized officer of the above-stated company executes this Plan as of the date first written above.

MOTION WATER SPORTS, INC.

By: 
John A. Clark, Secretary

**ACTION BY UNANIMOUS CONSENT
OF THE SOLE SHAREHOLDER OF
MOTION WATER SPORTS, INC.**

New London, Ohio
December 13, 2019

The undersigned, being the sole shareholder of **MOTION WATER SPORTS, INC.**, a Washington corporation ("*Company*"), does hereby take the following actions in writing and without a meeting, and approve such actions of the Company in accordance with the Revised Code of Washington:

WHEREAS, the sole shareholder has deemed it advisable and in the best interest of the Company that the Company be converted into a Washington limited liability company pursuant to Washington law (the "*Conversion*"); and

WHEREAS, the sole shareholder has determined that it is most expedient to authorize John A. Clark and/or John E. Archer to execute any and all documentation related to the Conversion necessary to complete the transactions contemplated thereby.

NOW THEREFORE, the undersigned sole shareholder of the Company, by executing these Resolutions, hereby takes the following actions:

RESOLVED, that the Company is hereby authorized to convert from **MOTION WATER SPORTS, INC.** to **MOTION SPORTS, LLC**, and file all documentation with the appropriate governmental authorities and take all necessary actions to effectuate the Conversion and the transactions contemplated thereby.

RESOLVED FURTHER, that John A. Clark and/or John E. Archer are hereby authorized, in the name and on behalf of the Company, to negotiate, execute, and deliver all documentation and forms necessary to complete the Conversion pursuant to these Resolutions, and to take such other and further actions to carry out the intent of these Resolutions as they deem appropriate.

RESOLVED FURTHER, that any action taken previously by the Company, John E. Archer and/or John A. Clark, on behalf of the Company, in connection with the preparation, negotiation, or consummation of the Conversion, and any other documents described in the foregoing Resolutions is hereby approved, ratified, and confirmed in all respects.

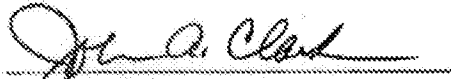
RESOLVED FURTHER, that any act of the Company or resolutions adopted prior to the date of these Resolutions which would conflict with the above Resolutions or impede the Company from performing as authorized by the above Resolutions are hereby declared null and void.

MOTION WATER SPORTS, INC.
[Signature Page to Action by Unanimous Consent]

IN WITNESS WHEREOF, the undersigned, being the sole shareholder of the Company, hereby consents to the taking of the actions referenced herein, by unanimous written consent in lieu of a meeting, effective as of the date first written above.

MOTION HOLDCO, INC.

By:


John A. Clark, Secretary



Office of the Secretary of State
Corporations & Charities Division

Physical/Overnight address

881 Capitol Way S
Olympia, WA 98501-1226
Tel: 360.725.0377

Mailing Address

PO Box 40234
Olympia, WA 98504-8234
www.sos.wa.gov/corps

This Box For Office Use Only

* Filing Fee \$180

* To Expedite Filing Add \$50

Certificate of Formation
Limited Liability Company
RCW 23.95 and RCW 25.15

All fields required unless otherwise specified

(1) Do you already have a UBI Number? (Check one) Yes No If Yes, provide UBI # 602 280 093

If No, a new UBI# will be issued to you upon successful completion of the filing.

(2) ENTITY NAME: MOTION SPORTS, LLC

If designation is not provided, it will be defaulted to LLC

For name requirements review the following RCW(s): RCW 23.95.305

Does the entity have a name reserved? (Check one) Yes No

If Yes, provide the Name Reservation Number and Name If No, provide only the name

Reservation Number: _____

Name: _____

(3) PERIOD OF DURATION : Please check ONE of the following

* This Company shall have a perpetual duration (default) This Company shall have a duration of _____ years.

This Company shall expire on _____

(4) EFFECTIVE DATE: Please check ONE of the following:

Date of filing * Specify a date 12/31/2019 cannot be more than 90 days following received date

(S) REGISTERED AGENT:

Is the Registered Agent a Commercial Registered Agent? Yes No

If Yes, provide the name of the Commercial Registered Agent: _____

A Commercial Registered Agent is an entity or individual that is registered with the Office of the Secretary of State to receive legal documents on behalf of a corporation. A Commercial Registered Agent has the entity/individual's address on record with the office.

A Registered Agent consent is still required for a Commercial Registered Agent located below.

If No, please continue below

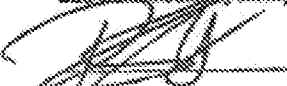
Please complete ONE type of Registered Agent below. Be sure to include the name below the checked box. Then continue to provide the required street address. Mailing address if needed.

<input checked="" type="checkbox"/> Individual	<input type="checkbox"/> Entity	<input type="checkbox"/> Office or Position
PETER SURRETTE		
First and last name of a Non-commercial Registered Agent. (Any person not registered as a Commercial Registered Agent.)	Name of a Non-commercial Registered Agent. (Any business not registered as a Commercial Registered Agent.)	List the Office or Position serves as agent. (Only if using the specific office or position as the registered agent, no matter who holds the position like Secretary, Member or Treasurer.)

Phone: (425) 775-5418	Email: peter@obrien.com
Registered Agent Street Address (required) (Must be a physical address No PO Box or FMR)	Registered Agent Mailing Address (optional) <input type="checkbox"/> Check if mailing address is the same as street address
Country: United States State: Washington	Country: United States State: Washington
Address: 7926 BRACKEN PLACE SE	Address: _____
Zip: 98045-0030 City: SNOQUALMIS	Zip: _____ City: _____

CONSENT TO SERVE AS REGISTERED AGENT - REQUIRED FOR ALL TYPES

I hereby consent to serve as Registered Agent in the State of Washington for the named entity. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the entity; to forward mail to the entity; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

	PETER SURRETTE, Senior VP	12/13/2018
Signature of Registered Agent	Printed Name/Title	Date

(6) PRINCIPAL OFFICE: *The place where the entity's records are kept

Principal Office Street Address (Must be a physical address; No PO Box or PMB) Address: 7976 BRACKEN PL SE	Mailing Address (optional) * Check if mailing address is the same as street address. Address: _____
Zip: 98065-9271 City: SNOQUALMIE	Zip: _____ City: _____
State: WA Country: UNITED STATES	State: _____ Country: _____

Phone: (optional) _____ Email: (optional) _____

(7) RETURN ADDRESS FOR THIS FILING: (Optional)

This address will be sent document(s) regarding this specific filing in addition to document(s) being sent to the Registered Agent's street/mailling address.

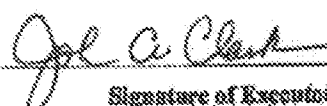
Attention to: Resign Saltzman Email: saltzman@rsf.com
Address: 4996 Fouts Rd
City: Medina State: OH Zip: 44256

(8) EXECUTOR INFORMATION:

Name, address, and signature required. Attach additional sheets if necessary.

I hereby certify, under penalty of law, that the above information is accurate and complies with the filing requirements of state law.

Name: John A. Clark
Address: 433 Park Ave
City: New London State: OH Zip: 44831 Country: UNITED STATES

	<u>John A. Clark, Secretary</u>	<u>12/13/2019</u>
Signature of Executor	Printed Name/Title	Date