

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM570889

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Minnesota Limited, Inc.		03/31/2011	Corporation: MINNESOTA
RECEIVING PARTY DATA			
Name:	Minnesota Limited, LLC		
Street Address:	18640 200th St.		
City:	Big Lake		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	Limited Liability Company: MINNESOTA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4055030	MINNESOTA LIMITED, INC.	
CORRESPONDENCE DATA			
Fax Number:	3176361507		
<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:	317-238-6304		
Email:	rgoode@kdlegal.com		
Correspondent Name:	Robert J. Goode		
Address Line 1:	One Indiana Square		
Address Line 2:	Suite 2800		
Address Line 4:	Indianapolis, INDIANA 46204		
NAME OF SUBMITTER:	Joseph J. Cortherms		
SIGNATURE:	/Joseph Vortherms/		
DATE SIGNED:	04/07/2020		
Total Attachments: 7			
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ARTICLES OF CONVERSION
OF
MINNESOTA LIMITED, INC.
INTO
MINNESOTA LIMITED, LLC

These Articles of Conversion relate to the conversion of Minnesota Limited, Inc., a Minnesota corporation, into Minnesota Limited, LLC, a Minnesota limited liability company.

1. The plan of conversion, dated March 31, 2011, is attached hereto as **Exhibit A**.
2. The name of the converting organization is Minnesota Limited, Inc. The name of the converted organization will be Minnesota Limited, LLC.
3. The converted organization will be a limited liability company governed by Chapter 322B of the Minnesota Statutes.
4. The plan of conversion has been approved by the converting organization pursuant to Section 302A.685 of the Minnesota Statutes.
5. The Articles of Organization attached hereto as **Exhibit B** will be the Articles of Organization of the converted organization.
6. The conversion provided for herein will be effective at 11:59 p.m. on the date these Articles of Conversion are filed with the Minnesota Secretary of State.

DATED: March 31, 2011

Minnesota Limited, Inc.

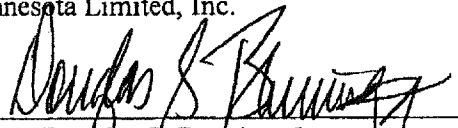

By: Douglas S. Barning, Jr.,
Chief Executive Officer

Exhibit A: Plan of Conversion
Exhibit B: Articles of Organization

EXHIBIT A

PLAN OF CONVERSION

Pursuant to the provisions of the Minnesota Business Corporation Act, as amended (the "Act"), Minnesota Limited, Inc., a Minnesota corporation (the "Converting Organization"), hereby sets forth the following Plan of Conversion:

WITNESSETH:

WHEREAS, the Converting Organization was duly incorporated as a Minnesota corporation on March 26, 1959;

WHEREAS, the authorized common stock of the Converting Organization consists of two thousand five hundred (2,500) shares of common stock, two thousand fifty-five (2,055) shares of which are issued and outstanding as of the date of this Plan of Conversion;

WHEREAS, Vectren Infrastructure Services Corporation, an Indiana corporation (the "Shareholder"), is the sole shareholder of the Converting Organization;

WHEREAS, Section 302A.681 of the Act, and other applicable law, authorizes the conversion of a domestic business corporation into a domestic limited liability company;

WHEREAS, the Board of Directors and the Shareholder of the Converting Organization have determined for good and valid purposes that it is in the best interest of the Converting Organization to convert into a Minnesota limited liability company, Minnesota Limited, LLC (the "Converted Organization"), pursuant to the Act and this Plan of Conversion; and

WHEREAS, each one (1) share in the Converting Organization shall be converted into one (1) unit of membership interest in the Converted Organization, with each share to thereafter be cancelled as set forth herein (hereinafter sometimes referred to as the "Conversion").

ARTICLE I

Name and Type of the Converted Organization

On the date Articles of Conversion are filed with the Minnesota Secretary of State (the "Effective Date" (as defined in Section 4.2 below) and in accordance with the provisions of the Act, the Converting Organization shall be converted into the Converted Organization. On and after the Effective Date, the name of Converted Organization shall be "Minnesota Limited, LLC," a Minnesota limited liability company.

ARTICLE II

Terms and Conditions of Conversion

2.1 Effect of the Conversion. As of the Effective Date, the Conversion shall result in the following:

- (i) The Articles of Organization attached hereto as **Exhibit B** constitute the Articles of Organization of the Converted Organization;
- (ii) The properties and assets of the Converting Organization will be transferred to the Converted Organization;
- (iii) The liabilities of the Converting Organization will be transferred to the Converted Organization;
- (iv) All licenses, permits, and other authorities to conduct the business of the Converting Organization shall be automatically deemed to be the licenses, permits, and authorities of the Converted Organization;
- (v) An action or proceeding pending against the Converting Organization continues against the Converted Organization as if the Conversion had not occurred;
- (vi) Shares in the Converting Organization shall be reclassified into units of membership interest in the Converted Organization;
- (vii) The Board of Directors of the Converting Organization shall become the Board of Governors of the Converted Organization;
- (viii) The Converted Organization shall be considered to be a Minnesota limited liability company for all purposes;
- (ix) The Converted Organization shall be considered to be the same entity without interruption as the Converting Organization that existed before the Conversion; and
- (x) The Converted Organization shall be considered to have been incorporated or otherwise organized on the date that the Converting Organization was originally incorporated.

2.2 Converting Organization's Organization Documents. As of the Effective Date, the Articles of Incorporation and Bylaws of the Converting Organization shall be treated as having been cancelled and will no longer govern the internal management and operations of the Converted Organization.

ARTICLE III

Manner and Basis of Converting the Shares of the Converting Organization into a Membership Interest in the Converted Organization

3.1 Exchange of Ownership Interest. Following the Conversion, the Shareholder shall be the sole member of the Converted Organization, owning two thousand fifty-five (2,055) units of membership interest in the Converted Organization.

3.2 Retirement of Converting Organization Common Stock. As of the Effective Date of the Conversion, each share of common stock of the Converting Organization issued and

outstanding on the Effective Date shall, without the necessity of the surrender of stock certificates or any other action, be extinguished, cancelled, retired, and converted into one unit of membership interest in the Converted Organization, and all interests of the Shareholder in the Converting Organization shall be null and void.

3.3 Issuance of Membership Interest in Converted Organization. On the Effective Date, the Converted Organization shall issue units of membership interest in the Converted Organization to the Shareholder in accordance with Section 3.1.

ARTICLE IV **Miscellaneous**

4.1 Incorporation of Recitals. The recitals contained above are incorporated into the operative provisions of this Plan of Conversion as if separately restated, and are true and correct.

4.2 Effective Date and Time. The Conversion shall become effective as of the date that the Articles of Conversion are filed with the Minnesota Secretary of State. The date and time upon which the Conversion becomes effective is referred to herein as the "Effective Date."

4.3 Further Action. From time to time on and after the Effective Date, the Board of Governors of the Converted Organization may act in the name of the Converting Organization, may execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other actions as the Converted Organization, or its successors or assigns, may deem necessary or advisable in order to vest in, perfect, or confirm to the Converted Organization and its successors and assigns, the title to and possession of all the property, rights, privileges, powers, and franchises to which it is entitled and otherwise to carry out the intent and purposes of this Plan of Conversion.

4.4 Governing Act. This Plan of Conversion shall in all respects be governed and construed under the laws of the State of Minnesota, without regard to Minnesota's law regarding conflicts of law.

4.5 Severability. If any provision of this Plan of Conversion is held to be invalid or unenforceable by a court of competent jurisdiction, this Plan of Conversion shall be interpreted and enforceable as if such provision were severed or limited, but only to the extent necessary to render such provision and this Plan of Conversion enforceable.

* * *

[signature page immediately follows]

IN WITNESS WHEREOF, the Converting Organization, by its duly authorized officer, has executed this Plan of Conversion as of this 31st day of March, 2011.

MINNESOTA LIMITED, INC.

By: _____

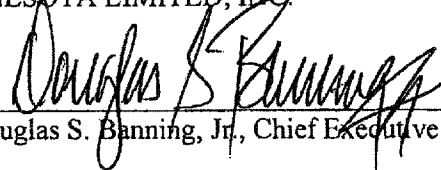

Douglas S. Banning, Jr., Chief Executive Officer

EXHIBIT B

**ARTICLES OF ORGANIZATION
OF
MINNESOTA LIMITED, LLC**

The following Articles of Organization are adopted by the Company pursuant to the Articles of Conversion and Plan of Conversion filed with the Minnesota Secretary of State.

**ARTICLE 1
Name**

The name of this limited liability company is Minnesota Limited, LLC.

**ARTICLE 2
Registered Office**

The address of this limited liability company's registered office in this state is 18640 200th Street, P.O. Box 410, Big Lake, Minnesota 55309.

**ARTICLE 3
Organizer**

The name and address of the sole organizer of this limited liability company is Douglas S. Banning, Jr., 8850 Crawfordsville Road, Indianapolis, Indiana 46234.

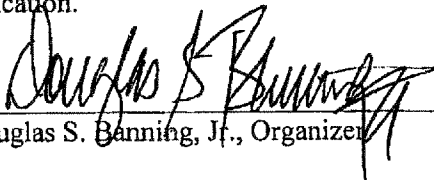
**ARTICLE 4
Actions by Written Consent**

Any action required or permitted to be taken at a meeting of the board of governors may be taken by written action signed, or consented to by authenticated electronic communication, by all of the governors then in office, unless the action is one which need not be approved by the members, in which case such action will be effective if signed by, or consented to by authenticated electronic communication, the number of governors that would be required to take the same action at a meeting at which all governors were present. Any action required or permitted to be taken at a meeting of the members may be taken by written action signed, or consented to by authenticated electronic communication, by members having voting power equal to the voting power that would be required to take the same action at a meeting at which all members entitled to vote were present.

**ARTICLE 5
Limitation of Governor Liability**

No governor of this limited liability company will be personally liable to the limited liability company or its members for monetary damages for breach of fiduciary duty by such governor, except to the extent expressly required by Minnesota law. Any repeal or modification of this Article by the members of this limited liability company will be prospective only and will not adversely affect any limitation on the personal liability of a governor of this limited liability

company existing at the time of such repeal or modification.



Douglas S. Banning, Jr., Organizer

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 31 2011

Mark Ritchie
Secretary of State