

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM586067

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Elite Arms Inc.		07/02/2020	Corporation: MICHIGAN
RECEIVING PARTY DATA			
Name:	Elite Defense, LLC		
Street Address:	2145 Crooks Road		
Internal Address:	Suite 210		
City:	Troy		
State/Country:	MICHIGAN		
Postal Code:	48084		
Entity Type:	Limited Liability Company: MICHIGAN		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	4761023	ED	
Registration Number:	4809188	ELITE ARMS	
Registration Number:	4128521	ELITE DEFENSE	
Registration Number:	4550997	ELITE DEFENSE	
Registration Number:	4635640	OFFICIAL SPONSOR OF THE GOOD GUYS	
Registration Number:	4809186	OUTFIT WITH CONFIDENCE	
CORRESPONDENCE DATA			
Fax Number:			
<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:	616-752-2797		
Email:	aunderhill@wnj.com		
Correspondent Name:	Warner Norcross + Judd LLP		
Address Line 1:	1500 Warner Building		
Address Line 2:	150 Ottawa Ave. NW		
Address Line 4:	Grand Rapids, MICHIGAN 49426		
NAME OF SUBMITTER:	Amber M. Underhill		
SIGNATURE:	/Amber M. Underhill/		
DATE SIGNED:	07/12/2020		

OP \$165.00 4761023

Total Attachments: 5

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

#10

Date Received 7/7/2020 1:06	(FOR BUREAU USE ONLY)	<p>FILED</p> <p>JUL 07 2020</p> <p>ADMINISTRATOR CORPORATIONS DIVISION</p>
	<p>AC1</p> <p>\$400 MC CEPAS 20070792458580</p> <p>This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.</p>	
<p>Name David W. MacDonald / Warner Norcross + Judd LLP</p> <p>Address 45000 River Ridge Drive, Suite 300</p> <p>City Clinton Township, MI 48038</p> <p>State</p> <p>ZIP Code</p>		<p>EFFECTIVE DATE:</p> <p>Expiration date for new assumed names: December 31,</p> <p>Expiration date for transferred assumed names appear on page 2.</p>
<p align="center">Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.</p>		

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: Elite Arms Inc.		Entity ID: 800695101
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: Elite Defense, 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.



3. Surviving Business Organization (After Conversion Entity)

Governing Statute:

Michigan Limited Liability Company Act (Act 23, Public Acts of 1993)

Street Address:

2145 Crooks Road, Suite 210, Troy, MI 48084

Principal Place of Business:

2145 Crooks Road, Suite 210, Troy, MI 48084

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

Designation and number of outstanding shares in each class and series 100 common shares

Indicate class and series of shares entitled to vote Common Shares

Indicate class and series entitled to vote as a class, if any Not applicable

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:

Not applicable

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:

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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.

On the effective date of the conversion, each of the shares of stock of the converting corporation outstanding immediately before the effective date will be converted into membership interests of the surviving business organization and as a result, the sole shareholder of the converting corporation will be the sole member of the surviving business organization immediately following the conversion.

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
Elite Defense	December 31, 2025

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)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(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 2nd day of July, 2020.

By _____
(Signature of Authorized Officer or Agent)

Joseph L. Caradonna, Secretary
(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)

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

Date Received

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.

Name

David W. MacDonald / Warner Norcross + Judd LLP

Address

45000 River Ridge Drive, Suite 300

City

State

ZIP Code

Clinton Township, MI 48038

EFFECTIVE DATE:

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

ARTICLES OF ORGANIZATION

For use by Domestic Limited Liability Companies

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned executes the following Articles:

ARTICLE I

The name of the limited liability company is: Elite Defense, 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 if other than perpetual is: _____

ARTICLE IV

1. The name of the resident agent at the registered office is: Christopher Kouza

2. The street address of the location of the registered office is:

2145 Crooks Road, Suite 210 _____, Michigan 48084
(Street Address) (City) (Zip Code)

3. The mailing address of the registered office if different than above:

_____, Michigan _____
(P.O. Box or Street Address) (City) (Zip Code)

ARTICLE V (Insert any desired additional provision authorized by the Act; attach additional pages if needed.)

The business and affairs of the limited liability company will be managed by a Manager or Managers.

Signed this 2nd day of July, 2020

By _____
(Signature(s) of Organizer(s))

Joseph L. Caradonna, as Vice President of ODIN Defense Industries, Inc., a Michigan corporation, as Organizer

(Type or Print Name(s) of Organizer(s))

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