

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM592032

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/02/2020

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
OUTRCO, Inc.		07/16/2020	Corporation: FLORIDA

RECEIVING PARTY DATA

Name:	BDSRCO, Inc.
Street Address:	1806 38th Ave. East
City:	Bradenton
State/Country:	FLORIDA
Postal Code:	34208
Entity Type:	Corporation: FLORIDA

PROPERTY NUMBERS Total: 54

Property Type	Number	Word Mark
Serial Number:	88651596	EXCURZION
Serial Number:	88921262	MAGICAL SEASON
Serial Number:	88794502	AUTUMN GATHERINGS
Serial Number:	88708498	ISLAND SHORES
Serial Number:	88417479	B
Serial Number:	88087105	BURKES
Serial Number:	88059895	MAGICAL SEASON
Serial Number:	87575259	LEO & LUNA
Serial Number:	87794075	MAGICAL SEASON
Serial Number:	87086605	CASEY KEY
Serial Number:	87086538	KATE PARK
Serial Number:	87545334	INSPIRED LIVING FOR LESS
Serial Number:	87299044	IKONIK
Serial Number:	87704831	
Serial Number:	87299148	RUGGED EARTH OUTFITTERS
Serial Number:	87323207	HOME CENTRIC
Serial Number:	87088525	SILVER BAIT
Serial Number:	87083693	LOFT + LUXE

OP \$1365.00 88651596

Property Type	Number	Word Mark
Serial Number:	87083661	HARMONY SPA
Serial Number:	86012551	BUMBLE & BIRDIE
Serial Number:	86715911	GIGIL
Serial Number:	86384988	SOL + LUNA
Serial Number:	86311793	MARKHAM
Serial Number:	85722719	BEALLS OUTLET
Serial Number:	85927904	RACKS AND REELS
Serial Number:	85938793	HIGH FIFTH
Serial Number:	85938773	KATE PARK
Serial Number:	85363438	IKONIK
Serial Number:	85363416	KINETIC ENERGY
Serial Number:	85363462	EMERALD 18
Serial Number:	85216147	BURKE'S OUTLET
Serial Number:	85965775	ISLAND SHORES
Serial Number:	85938803	NINE.FOUR.ONE
Serial Number:	85938731	CROCHET
Serial Number:	85906954	CASEY KEY
Serial Number:	85356783	ENLIGHTEN
Serial Number:	78460678	PALM GROVE
Serial Number:	78367869	K.T.SPORTS
Serial Number:	78366906	KENETH TOO!
Serial Number:	77771525	OUTLET ONE CARD
Serial Number:	77565547	RUGGED EARTH OUTFITTERS
Serial Number:	77941683	AVA & GRACE
Serial Number:	77676355	MAGICAL SEASON
Serial Number:	77344908	AVA & GRACE
Serial Number:	77124732	KT
Serial Number:	76629175	BURKE'S OUTLET
Serial Number:	76270437	MONDAY CLUB
Serial Number:	76166615	SUN CASUALS
Serial Number:	75598728	BURKE'S OUTLET
Serial Number:	75892877	ALLYSON WHITMORE
Serial Number:	75231115	HILLARD & HANSON
Serial Number:	74706161	MICHAEL AUSTIN
Serial Number:	74706162	PALM HARBOUR
Serial Number:	73832958	ELLEMENNO

CORRESPONDENCE DATA

**TRADEMARK
REEL: 007022 FRAME: 0220**

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: 6152386304
Email: trademarks@bonelaw.com
Correspondent Name: Paul W. Kruse
Address Line 1: 511 Union Street
Address Line 2: Suite 1600
Address Line 4: Nashville, TENNESSEE 37219

ATTORNEY DOCKET NUMBER:	112339-60800
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NAME OF SUBMITTER:	Paul W. Kruse
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SIGNATURE:	/Paul W. Kruse/
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DATE SIGNED:	08/14/2020
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Total Attachments: 7

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ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
BDSRCO, Inc.	FL	corp.	P12000054415

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
OUTRCO, Inc.	FL	corp.	P1200005447

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THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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FOURTH: Please check one of the boxes that apply to surviving entity:

- This entity exists before the merger and is a domestic filing entity.
- This entity exists before the merger and is not authorized to transact business in Florida.
- This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- The plan of merger was approved by the shareholders and each separate voting group as required.
- The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

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EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

August 2, 2020

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
BDSRCO, Inc.	<i>Michael Maddaloni</i>	Michael Maddaloni
OUTRCO, Inc.	<i>Michael Maddaloni</i>	Michael Maddaloni

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

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PLAN OF MERGER

THIS PLAN OF MERGER dated effective August 2, 2020, is made and entered into between BDSRCO, INC., a Florida corporation, hereinafter called the surviving corporation, and OUTRCO, INC., a Florida corporation, hereinafter called the absorbed corporation.

RECITALS:

A. BDSRCO, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1806 38th Avenue East, Bradenton, Florida 34208, and is a wholly owned subsidiary of Beall's, Inc.

B. OUTRCO, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1806 38th Avenue East, Bradenton, Florida 34208 and is a wholly owned subsidiary of Beall's Outlet Stores, Inc. whose ultimate parent is Beall's, Inc. the sole shareholder of the surviving corporation.

C. The Board of Directors of the surviving corporation and the absorbed corporation deem it desirable and in the best business interests of the corporations and their shareholders that OUTRCO, INC. be merged into BDSRCO, INC. pursuant to the provisions of Sections 607.1104, et seq., of the Florida Statutes.

IN CONSIDERATION OF the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. MERGER. OUTRCO, INC. shall merge with and into BDSRCO, INC., which shall be the surviving corporation.

2. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. CONVERSION OF SHARES. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

a. Since the sole shareholder of the surviving corporation is also the ultimate shareholder of the absorbed corporation, the absorbed corporation's stock shall not be converted into stock of the surviving corporation.

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b. Upon the effective date, by virtue of this Plan of Merger and the Articles of Merger, and without any action on the part of the holder thereof, each share of common stock of OUTRCO, Inc. outstanding immediately prior thereto shall be canceled, retired and cease to be outstanding.

4. NO CHANGES TO ARTICLES OF INCORPORATION. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. NO CHANGES IN BYLAWS. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be August 2, 2020.

7. EXECUTION OF AGREEMENT. This Plan of Merger may be executed in several counterparts, each of which shall be construed as an original, and all so executed will together constitute one Plan of Merger, binding on all the parties hereto, notwithstanding that all the parties may not be signatories to the same counterpart.

Executed on behalf of the parties by their respective officers and sealed with their corporate and company seals pursuant to the authorization of their respective Board of Directors on the date first above written.

BDSRCO, INC.,
a Florida corporation

By: Michael Maddaloni
Michael Maddaloni
Its: President

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OUTRCO, INC.,
a Florida corporation

By: Michael Maddaloni
Michael Maddaloni
Its: President