

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM600660

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Plant 21, LLC		07/01/2020	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Wingen LLC		
Street Address:	6904 Old Lockhart Highway, Unit 2		
City:	Buda		
State/Country:	TEXAS		
Postal Code:	78610		
Entity Type:	Limited Liability Company: TEXAS		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3029624	FRAGRANT BEAUTY	
Registration Number:	4263117	PAPARAZZI	
CORRESPONDENCE DATA			
Fax Number:	2392610057		
<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:	239-262-1001		
Email:	usptomail@whitelawfirm.com		
Correspondent Name:	Jennifer L. Whitelaw		
Address Line 1:	3838 Tamiami Trail North, Suite 310		
Address Line 4:	Naples, FLORIDA 34103		
NAME OF SUBMITTER:	Jennifer L. Whitelaw		
SIGNATURE:	/JENNIFER L. WHITELAW/		
DATE SIGNED:	10/01/2020		
Total Attachments: 9			
source=WinGen State of California Certificate of Conversion Filed#page1.tif			
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source=WinGen State of California Certificate of Conversion Filed#page3.tif			
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source=FINAL SIGNED- TX Certificate of Conversion#page1.tif
source=FINAL SIGNED- TX Certificate of Conversion#page2.tif



**State of California
Secretary of State**

Certificate of Conversion

CONV-1A

File #

199910210038

FILED
Secretary of State
State of California

ICC

AUG 14 2020

This Space For Filing Use Only

IMPORTANT — Read all instructions before completing this form.

Converted Entity Information

1. Name of Converted Entity
WinGen LLC

2. Form of Entity
Texas Limited Liability Company

3. Jurisdiction
Texas

4. Mailing Address of Chief Executive Office
6904 Old Lockhart Highway, Unit 2

City: Buda, State: TX, Zip Code: 78610

5. Street Address of Chief Executive Office - Do not list a P.O. Box
6904 Old Lockhart Highway, Unit 2

City: Buda, State: TX, Zip Code: 78610

6. Street Address of the California Office, if any - Do not list a P.O. Box

City: _____, State: CA, Zip Code: _____

7. If the converting entity is a California corporation, limited liability company, limited partnership or general partnership, you must designate an agent for service of process: Item 7a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 7b: If the agent is an individual, list the agent's business or residential street address. Item 7c: If the agent is an individual, list the mailing address of the converted entity's agent. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.

a. Name of Agent For Service of Process
Mark Broxon

b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box
45 N. 1st Street, Suite B

City: Campbell, State: CA, Zip Code: 95008

c. If an individual, Mailing Address of Agent for Service of Process
Same as above

Converting Entity Information

8. Name of Converting Entity
Plant 21, LLC

9. Form of Entity
California Limited Liability Company

10. Jurisdiction
California

11. CA Secretary of State File Number, if any
199910210038

12. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:

<u>The class and number of outstanding interests entitled to vote.</u>	AND	<u>The percentage vote required of each class.</u>
100 Authorized, issues and outstanding interests		100%

Additional Information

13. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

14. I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct of my own knowledge. I declare I am the person who executed this instrument, which execution is my act and deed.

August 1, 2020
Date

See signature page attached.
Signature of Authorized Person

Type or Print Name and Title of Authorized Person


Type or Print Name and Title of Authorized Person

199910210038

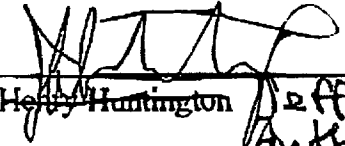
**EXHIBIT A
TO CERTIFICATE OF CONVERSION**

I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct of my own knowledge. I declare I am the person who executed this instrument, which execution is my act and deed.


FOUR STAR GREENHOUSE, INC.

By: 
Thomas J. Smith, President of Four Star Greenhouse, Inc., Member

PVG REALTY, LLC

By: 
Jeffrey Huntington, Authorized Member of PVG Realty, LLC, Member


J&H JAPAN CO., LTD.

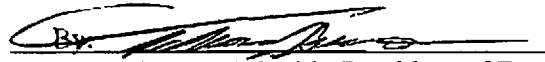
By: 
Katsuyoshi Mizuno, President of J&H Japan Co., Ltd., Member

PROVEN WINNERS NORTH AMERICA, LLC, Member

By: **FOUR STAR GREENHOUSE, INC.,**
Its Authorized Member

KIENTZLER/INNOVAPLANT GMBH & COMPANY, KG

By: 
Andres Kientzler, President of Kientzler/Innovaplant GMBH & Company, KG, Member

By: 
Thomas J. Smith, President of Four Star Greenhouse, Inc.



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

AUG 25 2020

BM

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

Form 205
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512-463-5555
FAX: 512 463-5709
Filing Fee: \$300



Certificate of Formation
Limited Liability Company

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
JUN 12 2020

Corporations Section

Article 1 – Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

WinGen LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2 – Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

Benjamin Winslow
First Name M.I. Last Name Suffix

C. The business address of the registered agent and the registered office address is:

6904 Old Lockhart Highway Buda TX 75610
Street Address City State Zip Code

Article 3—Governing Authority

(Select and complete either A or B and provide the name and address of each governing person.)

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

GOVERNING PERSON 1			
NAME (Enter the name of either an individual or an organization, but not both.)			
IF INDIVIDUAL			
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
OR			
IF ORGANIZATION			
Four Star Greenhouse, Inc.			
<i>Organization Name</i>			
ADDRESS			
1015 Indian Trail Road	Carleton	MI USA	48117
<i>Street or Mailing Address</i>	<i>City</i>	<i>State Country</i>	<i>Zip Code</i>

GOVERNING PERSON 2				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
PVG REALTY, LLC				
Organization Name				
ADDRESS				
7316 Pleasant Street	Loudon	NH	USA	03307
Street or Mailing Address	City	State	Country	Zip Code

GOVERNING PERSON 3				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
J&H JAPAN CO., LTD.				
Organization Name				
ADDRESS				
Sunago 607	Nagakute	Aichi	Japan	480-1112
Street or Mailing Address	City	State	Country	Zip Code

Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

This entity is being formed pursuant to a plan of conversion.

The converting entity is PLANT 21 LLC, a California limited liability company. It filed its Articles of Organization on April 12, 1999, with the State of California. The file number of the organization issued by the Nevada Secretary of State is 199910216038. Its principal place of business is 32019 Aquaduct Road, Bonsall, California 92003.

Organizer

The name and address of the organizer:

John H. Boggs, Esq., Eastman & Smith Ltd.

Name

One SeaGate, 24th Floor

Street or Mailing Address

Toledo

City

OH 43604

State Zip Code

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: July 1, 2020
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 6.4.20


Signature of organizer

Cindy L. Grossman
Printed or typed name of organizer

**ATTACHMENT TO
FORM 205 – CERTIFICATE OF FORMATION – LIMITED LIABILITY COMPANY**

GOVERNING PERSON 4

INNOVAPLANT GMBH&CO KG.
Binger Straße 31, Gensingen, Germany 55457

GOVERNING PERSON 5

PROVEN WINNERS NORTH AMERICA, LLC
45 N. 1st Street, Suite B, Campbell, CA, USA, 95008

CERTIFICATE OF CONVERSION

Parties to the Conversion

Pursuant to §10.154 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this Certificate of Conversion.

The name, address, organizational form, state of incorporation or organization, date of organization, and file number issued by the secretary of state for each organization that is a party to the conversion are as follows:

1. The converted entity is **WINGEN LLC**, a Texas limited liability company. It will file its Certificate of Formation simultaneously with this Certificate of Conversion. Its principal place of business is 6904 Old Lockhart Highway, Unit 2, Buda, Texas 78610.
2. The converting entity is **PLANT 21 LLC**, a California limited liability company. It filed its Articles of Organization on April 12, 1999, with the State of California. The file number of the organization issued by the California Secretary of State is 199910216038. Its principal place of business is 32019 Aquaduct Road, Bonsall, California 92003.

Plan of Conversion

In lieu of providing the plan of conversion, each domestic filing entity certifies that:

1. A signed Plan of Conversion is on file at the principal place of business of PLANT 21 LLC, 32019 Aquaduct Road, Bonsall, California 92003.
2. A signed Plan of Conversion will be on file after the conversion at the principal place of business of WINGEN LLC, 6904 Old Lockhart Highway, Unit 2, Buda, Texas 78610.
3. On written request, a copy of the Plan of Conversion will be furnished without cost by PLANT 21 LLC, before the conversion, or by WINGEN LLC, after the conversion, to any owner or partner of any domestic entity that is a party to the Plan of Conversion.

Approval of the Plan of Conversion

The Plan of Conversion has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the conversion and by the governing documents of those organizations.

Franchise Tax

WINGEN LLC is liable for the payment of franchise taxes.

Effectiveness of Filing

This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is July 1, 2020.

Counterparts

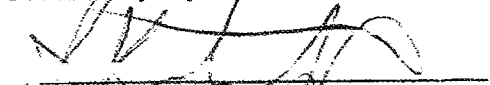
This document may be executed in counterparts, each of which when so executed shall be deemed to be an original, and all such counterparts shall together constitute one and the same instrument.

CONVERTING ENTITY:

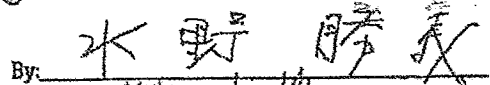
FOUR STAR GREENHOUSE, INC., Member

By: 
Thomas J. Smith, President


PVG REALTY, LLC, Member


Jeffrey Huntington, Authorized Member

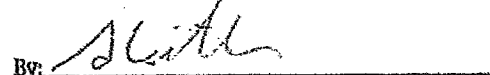
J&H JAPAN CO., LTD, Member

By: 
Name: Katsuyoshi Mizuno
Title: Managing Director

PROVEN WINNERS NORTH AMERICA, LLC,
Member

By: 
Mark Broxon, President

INNOVAPLANT GMBH & COMPANY, KG, Member

By: 
Andreas Kientzler