

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM610695

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MILLER'S BAKERY, INC.		10/29/2020	Corporation: WISCONSIN
RECEIVING PARTY DATA			
Name:	MILLER'S BAKERY, LLC		
Also Known As:	Miller Baking Co.		
Street Address:	1415 North 5th Street		
City:	Milwaukee		
State/Country:	WISCONSIN		
Postal Code:	53212		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	5435010		
Registration Number:	5162878	CROWN YOUR CREATIONS	
Registration Number:	5134204	LIGHT AND AIRY WITH A TOUCH OF SWEETNESS	
Registration Number:	4943198	CRAFT BAKED	
Registration Number:	4761571	IT'S NOT JUST A PRETZEL BUN. IT'S PRETZI	
Registration Number:	3917957	PRETZILLA	
CORRESPONDENCE DATA			
Fax Number:	8573004001		
<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:	857-300-4061		
Email:	internalip@lathrogpm.com, maggie.jiles@lathrogpm.com		
Correspondent Name:	Gordon R. Moriarty		
Address Line 1:	28 State Street, Suite 700		
Address Line 4:	Boston, MASSACHUSETTS 02109-1775		
ATTORNEY DOCKET NUMBER:	711744		
NAME OF SUBMITTER:	Gordon R. Moriarty		
SIGNATURE:	/Gordon R. Moriarty/		

CH \$165.00 5435010

DATE SIGNED:	11/24/2020
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Total Attachments: 9

- source=20. Wisconsin Certificate of Conversion (WI Corp to DE LLC)#page1.tif
- source=20. Wisconsin Certificate of Conversion (WI Corp to DE LLC)#page2.tif
- source=20. Wisconsin Certificate of Conversion (WI Corp to DE LLC)#page3.tif
- source=20. Wisconsin Certificate of Conversion (WI Corp to DE LLC)#page4.tif
- source=20. Wisconsin Certificate of Conversion (WI Corp to DE LLC)#page5.tif
- source=20. Wisconsin Certificate of Conversion (WI Corp to DE LLC)#page6.tif
- source=20. Wisconsin Certificate of Conversion (WI Corp to DE LLC)#page7.tif
- source=21. Delaware Certificate of Conversion (WI Corp to DE LLC)#page1.tif
- source=21. Delaware Certificate of Conversion (WI Corp to DE LLC)#page2.tif



FORM **1000**

CERTIFICATE OF CONVERSION

Sec. 178.1144, 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats.

1. Before conversion:

Company Name: MILLER'S BAKERY, INC.		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country *)

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

2. After conversion:

Company Name: MILLER'S BAKERY, LLC		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Delaware</u> (state or country)

3. A Plan of Conversion containing all the following parts is required to be **attached** as Exhibit A.
 (NOTE: A template for Plan of Conversion is included in this form. Use of the template is **optional**.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 178.0114, 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the statement of partnership authority, registration statement, articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. If converting the entity to another state or country, the governing document is not required. (NOTE: Templates for each are included in this form. Use of the templates is **optional**.)
- G. Other provisions relating to the conversion, as determined by the business entity.

4. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

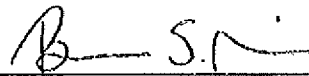
5. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION**:

Registered Agent (Agent for Service of Process): BRIAN S. MILLER	Registered Office: 1415 N 5TH ST MILWAUKEE, WI 53212-3806
Additional Entry for a Limited Partnership or General Partnership only →	Record/Principal Office:

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION**:

Registered Agent (Agent for Service of Process): Corporation Service Company	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 251 Little Falls Drive, Wilmington, DE 19808
Additional Entry for a Limited Partnership or General Partnership only →	Record/Principal Office:

7. Executed on 10/29/2020 (date) by the business entity PRIOR TO ITS CONVERSION.



(Signature)

Mark (X) below the title of the person executing the document.

Brian S. Miller

(Printed Name)

For a corporation

Title: President OR Secretary or other officer title _____

For a limited partnership/general partnership/ limited liability partnership

For a limited liability company

Title: Member OR Manager

Title: General Partner Partner

This document was drafted by _____

Sara Mares, Brownstein Hyatt Farber Schreck, LLP

INSTRUCTIONS (Ref. Sec. 178.1141, 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, (fees not yet set by rule), payable to the department. Filing fee is non-refundable. (If sent by Express or Priority U.S. mail, please visit www.wdfl.org/contact_us/ for current physical address). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 711 for TTY.

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity prior to conversion. Definitions of foreign entity types are set forth in ss. 178.0102(4t) (5) & (6), 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Enter the company name, type of business entity, and state of organization of business entity after conversion.

EXHIBIT A TO WISCONSIN CERTIFICATE OF CONVERSION

PLAN OF CONVERSION of MILLER'S BAKERY, INC. into MILLER'S BAKERY, LLC

This PLAN OF CONVERSION (the "Plan") sets forth the terms and conditions pursuant to which Miller's Bakery, Inc., a Wisconsin corporation (the "Converting Entity"), formed pursuant to Ch. 180 of the Wisconsin Business Corporation Law (the "Wisconsin Act") shall convert itself into a limited liability company organized under the laws of the State of Delaware and named Miller's Bakery, LLC (the "Converted Entity"), pursuant to the provisions of (i) Section 180.1161 and Chapter 180 and 181 of the Wisconsin Act and (ii) Section 18-214 of the Delaware Limited Liability Company Act, (the "Delaware Act," and together with the Wisconsin Act, the "Conversion Acts").

RECITALS

WHEREAS, all of the members of the board of directors (the "Board") and the Shareholder (as defined below) of the Converting Entity desire to convert the Converting Entity into the Converted Entity;

WHEREAS, following the Conversion (as defined below), the Converting Entity will continue its existence in the organizational form of the Converted Entity; and

WHEREAS, this Plan has been approved by the Board and by the Shareholder by written consent as of the date hereof.

NOW THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, the Conversion and the terms and conditions thereof and the mode of carrying the same into effect are hereby determined and agreed upon as set forth in this Plan.

ARTICLE I DEFINITIONS

Capitalized words and terms used in this Plan, but not defined in this Article I, shall have the meanings given them in other Articles of this Plan. The following capitalized words and terms shall have the following meanings when used in this Plan:

"Assets and Properties" means all assets and properties of whatever kind, nature, character or description (whether real, personal, or mixed and whether tangible or intangible, absolute, accrued, contingent, fixed, or otherwise, and wherever situated) as now operated, owned or leased by the Converting Entity, including, without limitation, cash, cash equivalents, securities, accounts and notes receivable, real estate, equipment, furniture, fixtures, contracts or agreements in force, goodwill and going concern value, and all of the rights, privileges, franchises and immunities, of a public or private nature of the Converting Entity, and all and every other interest of or belonging to the Converting Entity.

"Conversion" means the conversion of the Converting Entity from a corporation organized under the laws of the State of Wisconsin to a limited liability company organized under the laws of the State of Delaware in the manner provided in the Conversion Acts.

"Conversion Date" means the date upon which the Conversion shall become effective.

"Shareholder" means, Miller's Bakery Holdco, Inc., a Wisconsin corporation, the holder of all of the issued and outstanding common stock of the Converting Entity.

"Shareholder Action" means action taken pursuant to the Wisconsin Act, the Conversion Acts, this Plan, the articles of incorporation, as amended, and the bylaws, as amended, of the Converting Entity, by the Shareholder approving the adoption and implementation of the Plan and the Conversion, and which action may be taken by written consent of the Shareholder pursuant to the Wisconsin Act.

"Shares" means the outstanding shares of Class A Voting Common Stock and Class B Nonvoting Common Stock of the Converting Entity, all of which are owned beneficially and of record by the Shareholder.

ARTICLE II CONVERSION

Section 2.1 Conversion to Limited Liability Company. On the Conversion Date, the Converting Entity shall convert itself into the Converted Entity, which is a limited liability company organized under the laws of the State of Delaware. The Converting Entity is continuing its existence in the organizational form of the Converted Entity.

Section 2.2 Name and Organizational Documents of the Converted Entity. The name of the Converted Entity shall be Miller's Bakery, LLC. The Converted Entity may use such assumed names as its member deems necessary or appropriate. The Certificate of Formation for the Converted Entity shall be in the form previously approved by the Converting Entity Board and Shareholder.

Section 2.3 Manner and Basis of Converting Shares of Converting Entity into Limited Liability Company Interests in Converted Entity. On the Conversion Date, by virtue of the Conversion and without any further action on the part of the Shareholder, the Shares shall automatically be converted into one hundred percent (100%) of the limited liability company interests in the Converted Entity, and the Shares shall be cancelled for all purposes.

Section 2.4 Transfer of Rights to Limited Liability Company. On the Conversion Date, the separate existence of the Converting Entity shall cease and the limited liability company, as the Converted Entity, shall without further act or deed, thereupon and thereafter succeed to and possess all of the Assets and Properties of the Converting Entity, and all and every other interest of or belonging to the Converting Entity shall be taken and deemed to be vested in the Converted Entity without further act or deed. The Converted Entity shall thenceforth be responsible and liable for all obligations and liabilities of the Converting Entity, and any claim existing or action or proceeding pending by or against the Converting Entity may be prosecuted by or against the Converted Entity as if the Conversion had not taken place.

Section 2.5 Corporate Action by Converting Entity. This Plan has been approved by the Board and the Shareholder.

Section 2.6 Assumption of Fees and Tax Liability. The Converted Entity will be responsible for all fees and taxes applicable to the Converting Entity, and the Converted Entity will be obligated to pay all such fees and taxes if such fees and taxes are not timely paid.

Section 2.7 Limited Liability Company Agreement. The Limited Liability Company Agreement, substantially in the form previously approved by the Converting Entity Board and

Shareholder, shall be the Limited Liability Company Agreement of the Converted Entity following the Conversion Date unless and until the same shall be amended in accordance with the provisions thereof.

**ARTICLE III
MISCELLANEOUS**

Section 3.1 Further Assurances. The Converting Entity will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken such further or other actions as the Board may deem necessary or desirable in order to vest or perfect in, or conform of record or otherwise to give, the Converted Entity title to and possession of all of the Assets and Properties referred to in this Plan and otherwise to carry out the intent and purposes of this Plan.

Section 3.2 Filing of Wisconsin and Delaware Certificates of Conversion. On the Conversion Date, the Converting Entity shall file (i) a Certificate of Conversion (the "Wisconsin Certificate") with the Wisconsin Department of Financial Institutions in the manner provided by the Wisconsin Act, and (ii) a Certificate of Conversion (the "Delaware Certificate") and Certificate of Formation with the Delaware Secretary of State in the manner provided by the Delaware Act.

Section 3.3 Governing Law. This Plan shall be construed and interpreted in accordance with, and governed by, the laws of the State of Wisconsin.

* * * * *



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

CERTIFICATE OF CONVERSION - Ch. 180

MILLER'S BAKERY, INC.

Received Date: 10/29/2020

Filed Date: 10/30/2020

Filing Fee: \$150.00

Expedited Fee: \$25.00

Entity ID#: 1M15712

Total Fee: \$175.00

FILING #1

Certificate of Conversion, converting a WI domestic Corp (Chap 180) into an unlicensed foreign LLC

Effective Date: October 29, 2020

OOS# 202010295602856

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A WISCONSIN CORPORATION UNDER THE NAME OF "MILLER'S BAKERY, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2020, AT 9:43 O`CLOCK A.M.



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

3778668 8100V
SR# 20208132778

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203975644
Date: 10-30-20

TRADEMARK
REEL: 007114 FRAME: 0658

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY
COMPANY ACT

- 1.) The jurisdiction where the Corporation first formed is Wisconsin.
- 2.) The jurisdiction immediately prior to filing this Certificate is Wisconsin.
- 3.) The date the corporation first formed is 09/15/1970.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
Miller's Bakery, Inc.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of
Formation is Miller's Bakery, LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
29th day of October, A.D. 2020.

By: 
Authorized Person

Name: Brian S. Miller
Print or Type