

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM614940

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Entity Conversion Effective As of 11/24/2020		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
THE CE SHOP, INC.		11/10/2020	Corporation: NORTH DAKOTA
RECEIVING PARTY DATA			
Name:	THE CE SHOP LLC		
Street Address:	5670 GREENWOOD PLAZA BLVD.		
Internal Address:	SUITE 420		
City:	GREENWOOD VILLAGE		
State/Country:	COLORADO		
Postal Code:	80111		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	5258614	THE CE SHOP	
Registration Number:	3494985	THE CE SHOP	
CORRESPONDENCE DATA			
Fax Number:	4154391500		
<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>			
Email:	maria.banda@kirkland.com		
Correspondent Name:	Maria Banda		
Address Line 1:	Kirkland & Ellis, LLP		
Address Line 2:	555 California Street, Suite 2700		
Address Line 4:	San Francisco, CALIFORNIA 94104		
ATTORNEY DOCKET NUMBER:	35770-177		
NAME OF SUBMITTER:	Maria Banda		
SIGNATURE:	/Maria Banda/		
DATE SIGNED:	12/16/2020		
Total Attachments: 19			
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page1.tif			
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page2.tif			
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page3.tif			

CH \$65.00 5258614

source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page4.tif
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page5.tif
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page6.tif
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page7.tif
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page8.tif
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page9.tif
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page10.tif
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page11.tif
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page12.tif
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page13.tif
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page14.tif
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page15.tif
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page16.tif
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page17.tif
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page18.tif
source=ND Conversion - The CE Shop LLC - 11.24.2020 (52584149v1)_(72894999_1)#page19.tif



STATE OF NORTH DAKOTA

Alvin A. Jaeger

Secretary of State

600 E Boulevard Avenue Dept 108

Bismarck, ND 58505-0500

KENNETH HORNER
2288 ESPANA ST
AURORA, CO 80013

11/13/2020

Receipt Detail

Receipt ID: 2672892

Receipt Total: \$185.00

Item	Description	Check/Ref #	Image ID	Fee	#	Total
Conversion	The CE Shop LLC - 0000081408	5342361	B0328-2555	\$50.00	1	\$50.00
Initial Filing - Limited Liability Company - Business - Foreign	THE CE SHOP LLC		B0328-2570	\$135.00	1	\$135.00
Payment - Credit Card (office)	KENNETH HORNER, AURORA , CO 80013	319727	B0328-2554			(\$185.00)
				Balance:		\$0.00



STATE OF NORTH DAKOTA

Alvin A. Jaeger

Secretary of State

600 E Boulevard Avenue Dept 108
Bismarck, ND 58505-0500

The CE Shop LLC
STE 420
5670 GREENWOOD PLAZA BLVD
GREENWOOD VILLAGE, CO 80111-2408

November 24, 2020

Amendment Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Amendment Type: Conversion

SOS Control ID #: 0000081408

Filing Name: The CE Shop LLC

Filing Type: Limited Liability Company - Business - Foreign

Received Date: 11/12/2020

Status: Active

Effective Date: 11/24/2020

Image ID: B0328-2555

Receipt ID: 002672892

A handwritten signature in black ink that reads "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



Certificate of Conversion

The undersigned, as Secretary of State of the state of North Dakota, hereby certifies that Articles of Conversion of

THE CE SHOP, INC. (Corporation - Business - Domestic)

to

The CE Shop LLC (Limited Liability Company - Business - Foreign)

duly signed and verified pursuant to North Dakota statutes governing conversions, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Conversion.

Effective Date: November 24, 2020

Filed Date: November 24, 2020

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

TRADEMARK

REEL: 007137 FRAME: 0383

RECEIVED
NOV 12 2020
SEC. OF STATE

For Office Use Only
-FILED-
SOS Control ID#: 0000081408
Date Filed: 11/24/2020

ARTICLES OF CONVERSION
FROM A NORTH DAKOTA CORPORATION TO A
DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 10-19.1-104.4 ET SEQ. OF THE NORTH DAKOTA BUSINESS
CORPORATION ACT

1. The CE Shop, Inc., a North Dakota corporation (the "Converting Organization"), is being converted into The CE Shop LLC, a Delaware limited liability company (the "Converted Organization").

2. The Plan of Conversion has been approved by the Converting Organization in accordance with Section 10-19.1-104.3 of the North Dakota Business Corporation Act and the Delaware Limited Liability Company Act.

3. The Plan of Conversion is attached hereto as Exhibit A.

4. A copy of the Certificate of Formation of the Converted Organization is attached hereto as Exhibit B.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion on the 10th day of November, 2020.

Kenneth J Horner, Jr.
Kenneth J Horner, Jr. (Nov 12, 2020 08:17 MST)

Kenneth J. Horner, Jr., President

30328-2555 11/12/2020 Received by ND Secretary of State Alvin A. Jaeger

EXHIBIT A

Plan of Conversion

30328-2556 11/12/2020 Received by ND Secretary of State Alvin A. Jaeger

PLAN OF CONVERSION

OF

**THE CE SHOP, INC.,
a North Dakota corporation
(the "Converting Entity")**

INTO

**THE CE SHOP LLC,
a Delaware limited liability company
(the "Converted Entity")**

THIS PLAN OF CONVERSION of the Converting Entity, is made as of November 10, 2020. The CE Shop Holding Company, Inc., a Colorado corporation, owns all of the outstanding capital stock of the Converting Entity.

1. **Effective Time.** The conversion provided for in this Plan of Conversion will be effective upon the filing of the Articles of Conversion of the Converting Entity with the Secretary of State of North Dakota in accordance with Section 10-19.1-104.6 of the North Dakota Business Corporation Act.

2. **Manner of Conversion.** At the Effective Time, pursuant to the certificate of conversion attached as Exhibit A, and by virtue of the conversion and without any action on the part of any person or entity, all of the outstanding capital stock of the Converting Entity will be converted into 100% of the issued and outstanding membership interests in the Converted Entity, as set forth in the operating agreement of the Converted Entity attached as Exhibit B to this Plan of Conversion ("Operating Agreement").

3. **Governing Documents for Converted Entity.** The Converted Entity will be governed by the terms of the certificate of formation substantially in the form attached as Exhibit C to this Plan of Conversion and by the terms of the Operating Agreement.

4. **Terms and Conditions of Conversion.** (1) At the Effective Time, the Converting Entity will be converted into the Converted Entity, and the Converted Entity will thereafter be subject to all of the provisions of the Delaware Limited Liability Act; (2) the conversion of the Converting Entity into the Converted Entity will not be deemed to affect any obligations of the Converting Entity incurred prior to the conversion to the Converted Entity or the personal liability of any person incurred prior to such conversion; (3) the Converting Entity will not be required to wind up the entity's affairs or pay obligations and distribute the entity's assets, and the conversion will not constitute a dissolution of the Converting Entity and will constitute a continuation of the existence of the Converting Entity in the form of the Converted Entity; and (4) the Converted Entity is the same entity as the Converting Entity.

5. **Approval of Conversion.** This Plan of Conversion has been approved by the Board of Directors of the Converting Entity and by the sole shareholder of the Converting Entity in the manner prescribed by the provisions of the North Dakota Business Corporation Act.

Active/52454340.2

6. **Documentation.** The Converting Entity will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of North Dakota and the State of Delaware and will cause to be performed all necessary acts therein and elsewhere, to effectuate the conversion provided for herein.

7. **Earlier Termination.** This Plan of Conversion may be terminated and the transactions contemplated hereby may be abandoned at any time prior to the Effective Time of any requisite conversion documents filed with the Colorado Secretary of State, whether before or after approval of this Plan of Conversion, in accordance with the provisions of the Act.

30328-2558 11/12/2020 Received by ND Secretary of State Alvin A. Jaeger

EXHIBIT A

Certificate of Conversion

30328-2559 11/12/2020 Received by ND Secretary of State Alvin A. Jaeger

Active/52454340.2

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A NORTH DAKOTA CORPORATION UNDER THE NAME OF "THE CE SHOP, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "THE CE SHOP, INC." TO "THE CE SHOP LLC", FILED IN THIS OFFICE ON THE TENTH DAY OF NOVEMBER, A.D. 2020, AT 6:07 O`CLOCK P.M.

30328-2560 11/12/2020 Received by ND Secretary of State Alvin A. Jaeger



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

4106948 8100F
 SR# 20208332435

Authentication: 204063844
 Date: 11-12-20

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

TRADEMARK
 REEL: 007137 FRAME: 0389

30328-2561 11/12/2020 Received by ND Secretary of State Alvin A. Jaeger

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

1. The jurisdiction where the Corporation first formed is North Dakota.
2. The jurisdiction immediately prior to filing this Certificate is North Dakota.
3. The date the Corporation first was formed is September 12, 2005.
4. The name of the Corporation immediately prior to filing this Certificate is The CE Shop, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is The CE Shop LLC.
6. The conversion of The CE Shop, Inc. from a North Dakota Corporation into a Delaware Limited Liability Company will be effective at 2:00 p.m. eastern time on November 10, 2020.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the 10th day of November, 2020.



Kenneth J. Horner, Jr., Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered: 06:07 PM 11/10/2020
FILED: 06:07 PM 11/10/2020
SR 2020832435 - File Number 4106948

EXHIBIT B

Operating Agreement of The CE Shop LLC

[OMITTED PURSUANT TO SECTION 10-19.1-104.4(d)
OF THE NORTH DAKOTA BUSINESS CORPORATION ACT]

30328-2562 11/12/2020 Received by ND Secretary of State Alvin A. Jaeger

Active/52454340.2

EXHIBIT C

Certificate of Formation of The CE Shop LLC

30328-2563 11/12/2020 Received by ND Secretary of State Alvin A. Jaeger

Active/52454340.2

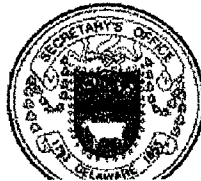
Delaware

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 FORMATION OF "THE CE SHOP LLC" FILED IN THIS OFFICE ON THE TENTH DAY OF NOVEMBER, A.D. 2020, AT 6:07 O`CLOCK P.M.

30328-2564 11/12/2020 Received by ND Secretary of State Alvin A. Jaeger



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

4106948 8100F
DN 000000000000

Authentication: 204063844

TRADEMARK
REEL: 007137 FRAME: 0393

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF
THE CE SHOP LLC

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

- 1. The name of the limited liability company is The CE Shop LLC.
- 2. The Registered Office of the limited liability company in the State of Delaware is located at 251 Little Falls Drive, Wilmington, Delaware 19808. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on the 10th day of November, 2020.

By: KA
Kenneth J. Horner, Jr., Authorized Person

30328-2565 11/12/2020 Received by ND Secretary of State Alvin A. Jaeger

State of Delaware
Secretary of State
Division of Corporations
Delivered: 06:07 PM 11/10/2020
FILED: 06:07 PM 11/10/2020
SR 20208332435 - File Number 4106948

EXHIBIT B

Certificate of Formation of

The CE Shop LLC

30328-2566 11/12/2020 Received by ND Secretary of State Alvin A. Jaeger

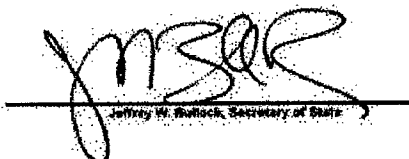
Delaware

The First State

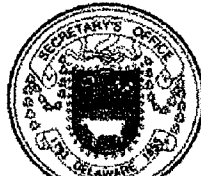
Page 1

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 FORMATION OF "THE CE SHOP LLC" FILED IN THIS OFFICE ON THE TENTH DAY OF NOVEMBER, A.D. 2020, AT 6:07 O`CLOCK P.M.

B0328-2567 11/12/2020 Received by ND Secretary of State Alvin A. Jaeger



Jeffrey W. Bullock, Secretary of State



4106948 8100F

Authentication: 204063844

TRADEMARK
REEL: 007137 FRAME: 0396

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF
THE CE SHOP LLC

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

- 1. The name of the limited liability company is The CE Shop LLC.
- 2. The Registered Office of the limited liability company in the State of Delaware is located at 251 Little Falls Drive, Wilmington, Delaware 19808. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on the 10th day of November, 2020.

By: KA
Kenneth J. Horner, Jr., Authorized Person

30328-2568 11/12/2020 Received by ND Secretary of State Alvin A. Jaeger

State of Delaware
Secretary of State
Division of Corporations
Delivered: 06:07 PM 11/10/2020
FILED: 06:07 PM 11/10/2020
SR 20208332435 - File Number 4106948



**CERTIFICATE OF AUTHORITY APPLICATION
FOREIGN LIMITED LIABILITY COMPANY**
SECRETARY OF STATE
SFN 19331 (09-2015)

For Office Use Only

ID Number:	
WO Number:	
Filed:	By:

SEE INSTRUCTIONS FOR FEE, FILING AND MAILING INFORMATION

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code, Sections 10-31-01, 10-31-13.1 and 10-32.1-75

1. The application is accompanied by the following:																																											
<input checked="" type="checkbox"/> *Filing fee of \$135	<input type="checkbox"/> Certificate of professional license																																										
<input checked="" type="checkbox"/> *Current CERTIFICATE OF GOOD STANDING or CERTIFICATE OF EXISTENCE duly authenticated by the organizing officer of the state or country of organization	<input type="checkbox"/> Signed Consent to Use Business Name and fee of \$10																																										
	<input type="checkbox"/> Trade Name Registration and fee of \$25																																										
2. Type of limited liability company applying for certificate of authority (check one)																																											
<input checked="" type="checkbox"/> Foreign Business	<input type="checkbox"/> Foreign Professional																																										
3. Federal ID Number																																											
4. Name of limited liability company EXACTLY as it appears on Certificate of Good Standing from state or country of origin The CE Shop LLC																																											
5. If applicable, provide the trade name and complete the Trade Name Registration form if selected trade name is not already registered in North Dakota. Only provide the trade name in this line if:																																											
a) The "new" limited liability company name is not in the form as required of limited liability companies in North Dakota.																																											
b) The Secretary of State has notified the limited liability company that its "new" name is the same or deceptively similar to a name already registered, and the limited liability company is unable to obtain Consent to Use Business Name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited liability company to use of the name in North Dakota.																																											
c) The limited liability company does not wish to use or protect its "new" name in North Dakota and chooses to use a name other than its limited liability company name.																																											
6. Complete address of principal executive office (Street/RR, PO Box, City, State, ZIP+4) Street address MUST be provided; may not be only a post office box. 5670 Greenwood Plaza Blvd #420, Greenwood Village, Colorado 80111-2408																																											
7. State or Country Where Organized Delaware	8. Limited liability company will expire in state or country of origin (check one) <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> Expires - Specify date: _____																																										
9. Telephone Number (888) 827-0777	10. Toll Free Telephone Number (888) 827-0777																																										
11A. Name of <u>commercial</u> registered agent in <u>North Dakota</u> Corporation Service Company	OR 11B. Name of <u>noncommercial</u> registered agent in <u>North Dakota</u>																																										
11C. Address of <u>noncommercial</u> registered agent in <u>North Dakota</u> (Street/RR, PO Box, City, State, ZIP+4) Street address MUST be provided; may not be only a post office box.																																											
12. Nature of business or activities the limited liability company conducts or intends to conduct in North Dakota Any lawful business, including online real estate educational services.																																											
13. Managers and governors of the limited liability company (attach additional sheet, if necessary)																																											
MANAGERS	<table border="1"> <thead> <tr> <th>Manager also serves as Governor</th> <th>Street/Rural Route</th> <th>Post Office Box</th> <th>City</th> <th>State</th> <th>ZIP+4</th> </tr> </thead> <tbody> <tr> <td><input type="checkbox"/></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Managing Member CES Holdco Inc.</td> <td colspan="5">5670 Greenwood Plaza Blvd #420, Greenwood Village, CO 80111-2408</td> </tr> <tr> <td>Managing Member</td> <td colspan="5"></td> </tr> </tbody> </table>	Manager also serves as Governor	Street/Rural Route	Post Office Box	City	State	ZIP+4	<input type="checkbox"/>						<input type="checkbox"/>						<input type="checkbox"/>						<input type="checkbox"/>						Managing Member CES Holdco Inc.	5670 Greenwood Plaza Blvd #420, Greenwood Village, CO 80111-2408					Managing Member					
Manager also serves as Governor	Street/Rural Route	Post Office Box	City	State	ZIP+4																																						
<input type="checkbox"/>																																											
<input type="checkbox"/>																																											
<input type="checkbox"/>																																											
<input type="checkbox"/>																																											
Managing Member CES Holdco Inc.	5670 Greenwood Plaza Blvd #420, Greenwood Village, CO 80111-2408																																										
Managing Member																																											
14. "The undersigned has read the foregoing application, knows the contents, and believes the statements to be true. I further authorize the Secretary of State to correct numbers 4, 7, 11A, 11B, and 11C if not correctly reflected. I understand that if I make a false statement in this document, I may be subject to criminal penalties."																																											
Signature 	Date 11/10/2020																																										
15. Name of Person to Contact About This Document Kenneth J. Horner, Jr.	Email Address ken@theceshop.com																																										
	Daytime Telephone Number (303) 968-7230																																										

30328-2569 11/12/2020 Received by ND Secretary of State Alvin A. Jaeger

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE CE SHOP LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF NOVEMBER, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE CE SHOP LLC" WAS FORMED ON THE TENTH DAY OF NOVEMBER, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



4106948 8300
SR# 20208364960
You may verify this certificate online at corp.delaware.gov/authver.shtml

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

Authentication: 204064070
Date: 11-12-20

30328-2570 11/12/2020 Received by ND Secretary of State Alvin A. Jaeger