

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM633656

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ENTITY CONVERSION

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
24 Hour Fitness USA, Inc.		12/10/2020	Corporation:

RECEIVING PARTY DATA

Name:	24 Hour Fitness USA, LLC
Street Address:	12647 Alcosta Boulevard, Suite 500
City:	San Ramon
State/Country:	CALIFORNIA
Postal Code:	94583
Entity Type:	Limited Liability Company: CALIFORNIA

PROPERTY NUMBERS Total: 93

Property Type	Number	Word Mark
Serial Number:	85975858	24 7 FITNESS
Serial Number:	87768572	24 HOUR FITNESS
Serial Number:	87768571	24 HOUR FITNESS
Serial Number:	87768567	24 HOUR FITNESS
Serial Number:	87768560	24 HOUR FITNESS
Serial Number:	74641199	24 HOUR FITNESS
Serial Number:	77596269	24 HOUR FITNESS
Serial Number:	87479727	24 HOUR FITNESS
Serial Number:	90084328	24 HOUR FITNESS
Serial Number:	75818537	24 HOUR FITNESS
Serial Number:	75772179	24 HOUR FITNESS
Serial Number:	77863843	24 HOUR FITNESS
Serial Number:	87607391	24 HOUR FITNESS
Serial Number:	85077395	24 HOUR FITNESS
Serial Number:	85077248	24 HOUR FITNESS
Serial Number:	87768575	24 HOUR FITNESS
Serial Number:	87767423	24 HOUR FITNESS
Serial Number:	76245850	24 HOUR FITNESS
Serial Number:	76245751	24 HOUR FITNESS

OP \$2340.00 85975858

Property Type	Number	Word Mark
Serial Number:	77063794	24 HOUR FITNESS 24 7 FITNESS
Serial Number:	76200768	24 HOUR FITNESS ACTIVE
Serial Number:	85774512	24 HOUR FITNESS
Serial Number:	87768579	24 HOUR FITNESS
Serial Number:	87498308	24 HOUR FITNESS DO MORE
Serial Number:	78304368	24 HOUR FITNESS EXPRESS
Serial Number:	76002229	24 HOUR FITNESS SPORT
Serial Number:	76200767	24 HOUR FITNESS ULTRA-SPORT
Serial Number:	90223012	24 LIFE
Serial Number:	90009504	24 LIFE
Serial Number:	78655955	24 MINUTE WORKOUT
Serial Number:	85673847	247 FITNESS
Serial Number:	78193617	24CYCLE
Serial Number:	87579713	24GO
Serial Number:	87277104	24GO
Serial Number:	87277102	24GO
Serial Number:	87277099	24GO
Serial Number:	87579715	24GO
Serial Number:	87277113	24GO
Serial Number:	87277111	24GO
Serial Number:	87277108	24GO
Serial Number:	75684566	24HOURFITNESS.COM
Serial Number:	86911266	24LIFE
Serial Number:	88825016	24LIFE
Serial Number:	88825012	24LIFE
Serial Number:	88825011	24LIFE
Serial Number:	88600449	24LIFE
Serial Number:	86914040	24 LIFE
Serial Number:	88600457	24 LIFE
Serial Number:	88600452	24 LIFE
Serial Number:	86496818	24 LIFE
Serial Number:	87427093	24 LIFE
Serial Number:	77063801	24 SEVEN
Serial Number:	87592695	24STORE
Serial Number:	85076576	APEX
Serial Number:	86601900	APEX
Serial Number:	78346264	APEX
Serial Number:	87598352	APEX FITNESS

Property Type	Number	Word Mark
Serial Number:	87553827	BODYBUGG
Serial Number:	87427129	BODYBUGG
Serial Number:	87414503	BODYBUGG
Serial Number:	90237489	BODYBUGG
Serial Number:	88298947	CAMP24
Serial Number:	88298943	CORE24
Serial Number:	88298954	CYCLE24
Serial Number:	87498311	DO MORE WITH YOUR 24
Serial Number:	78549437	FIT LITE
Serial Number:	86486985	FIT:PERKS
Serial Number:	78113388	FIT:PERKS
Serial Number:	78550259	GET IN GET OUT GET FIT
Serial Number:	78579573	GET IN. GET OUT. GET FIT.
Serial Number:	75584296	GROUP X
Serial Number:	86909572	GX24
Serial Number:	87262419	GX XX 24
Serial Number:	88298951	HIIT24
Serial Number:	77487735	HOOPS24
Serial Number:	88237887	HOOPS24
Serial Number:	88781399	MODUS METHOD
Serial Number:	85268887	MY24
Serial Number:	85157397	MY24
Serial Number:	88781405	P.A.S.E. FACTOR
Serial Number:	86493705	PITCH24
Serial Number:	86493704	PITCH24
Serial Number:	88298940	SET24
Serial Number:	76325467	STORE 24
Serial Number:	87479733	STORE24
Serial Number:	76325468	STORE24
Serial Number:	87912488	STUDIO24
Serial Number:	87725208	THE LOOP
Serial Number:	88781402	VIBE LAB
Serial Number:	86439888	WE ARE 24
Serial Number:	86439891	WE ARE 24
Serial Number:	88116240	YOGA24
Serial Number:	87902084	YOU24

CORRESPONDENCE DATA

**TRADEMARK
REEL: 007229 FRAME: 0170**

Fax Number: 3102299900

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: 3102290468

Email: ipdocketingsf@venable.com

Correspondent Name: Marjorie Witter Norman

Address Line 1: 2049 Century Park East, Suite 2300

Address Line 4: Los Angeles, CALIFORNIA 90067

NAME OF SUBMITTER:	Marjorie Witter Norman
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SIGNATURE:	/Marjorie Witter NORMAN/
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DATE SIGNED:	03/22/2021
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Total Attachments: 2

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source=24 HOUR FITNESS USA INC to 24 HOUR FITNESS USA LLC - CA - Conversion - 547050-5-0 (003)#page2.tif

202035110692

LLC-1A File #



State of California Secretary of State

1143727- Out

Limited Liability Company Articles of Organization - Conversion

FILED Secretary of State State of California

KC

DEC 10 2020

This Space For Filing Use Only

IMPORTANT — Read all instructions before completing this form.

Converted Entity Information

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

24 Hour Fitness USA, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):

One Manager

More Than One Manager

X All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Designated Office in CA. City: San Ramon, State: CA, Zip Code: 94583

5. Initial Mailing Address of Limited Liability Company, if different from Item 4. City, State, Zip Code

6. Initial Agent for Service of Process: Item 6a: 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 6b: If the agent is an individual, list the agent's CA business or residential street address. Item 6c: If the agent is an individual and the converting entity is a CA corporation, limited partnership or general partnership, list the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file.

a. Name of Agent For Service of Process

CORPORATION SERVICE COMPANY which will do business in CA as CSC - lawyers incorporating service

b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box. City, State: CA, Zip Code

c. If an individual, Mailing Address of Agent for Service of Process. City, State, Zip Code

Converting Entity Information

7. Name of Converting Entity: 24 Hour Fitness USA, Inc.

8. Form of Entity: Corporation

9. Jurisdiction: CA

10. CA Secretary of State File Number, if any: C1143727

11. 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:

The class and number of outstanding interests entitled to vote. AND The percentage vote required of each class. Common Stock: 3,050,125 66.67%

Additional Information

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

13. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person (Chris Nelson)

Chris Nelson, CFO and Executive Vice President Type or Print Name and Title of Authorized Person

Signature of Authorized Person (Dean Myatt)

Dean Myatt, Secretary and GC Type or Print Name and Title of Authorized Person



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

DEC 23 2020 *JM*

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

TRADEMARK

REEL: 007229 FRAME: 0173

RECORDED: 03/22/2021