

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM656175

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Alatrade Foods, LLC		06/09/2021	Limited Liability Company: ALABAMA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	AlaTrade Foods, Inc.		
<b>Street Address:</b>	725 Blount Avenue		
<b>City:</b>	Guntersville		
<b>State/Country:</b>	ALABAMA		
<b>Postal Code:</b>	35976		
<b>Entity Type:</b>	Corporation: ALABAMA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5294002	EVA'S CHICKEN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2054886267		
<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>			
<b>Phone:</b>	205-521-8267		
<b>Email:</b>	devans@bradley.com		
<b>Correspondent Name:</b>	Donita Evans		
<b>Address Line 1:</b>	1819 Fifth Avenue North		
<b>Address Line 2:</b>	BRADLEY ARANT BOULT CUMMINGS LLP		
<b>Address Line 4:</b>	Birmingham, ALABAMA 35203		
<b>ATTORNEY DOCKET NUMBER:</b>	ALATRADE FOODS		
<b>NAME OF SUBMITTER:</b>	Donita Evans		
<b>SIGNATURE:</b>	/Donita Evans/		
<b>DATE SIGNED:</b>	06/25/2021		
<b>Total Attachments: 7</b>			
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OP \$40.00 5294002

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RECEIVED DATE

JUN 09 2021

STATEMENT OF CONVERSION  
FOR  
ALATRADE FOODS L.L.C.

SECRETARY OF STATE  
OF ALABAMA

Pursuant to the provisions of Title 10A, Chapter 1, Article 8 of the *Code of Alabama* (1975), as amended, AlaTrade Foods L.L.C., an Alabama limited liability company, adopts the following Statement of Conversion for the purpose of giving notice of the conversion of AlaTrade Foods L.L.C., an Alabama limited liability company (the "Converting Entity"), into AlaTrade Foods, Inc., an Alabama corporation (the "Converted Entity").

1. The name and type of entity of the Converting Entity and the jurisdiction of its governing statute is AlaTrade Foods L.L.C., an Alabama limited liability company. The Converting Entity's entity identification number, as assigned by the Secretary of State of the State of Alabama, is: 671-409.
2. The public office where the Certificate of Formation (f/k/a Articles of Organization) of the Converting Entity is filed and the date of the filing thereof is the Office of the Judge of Probate of Marshall County, Alabama on August 24, 2000 (the "Certificate of Formation"). The Certificate of Formation was amended by that certain Articles of Amendment to Change Limited Liability Company Name, which was filed in the Office of the Judge of Probate of Marshall County, Alabama on November 27, 2001 and was amended and restated in its entirety by that certain Amended and Restated Certificate of Formation, which was filed in the Office of the Secretary of State of the State of Alabama on June 8, 2021.
3. The Converting Entity has been converted into the Converted Entity.
4. The name and type of entity of the Converted Entity and the jurisdiction of its governing statute is AlaTrade Foods, Inc., an Alabama corporation.
5. The street and mailing address of the principal office of the Converted Entity is: 725 Blount Avenue, Guntersville, Alabama 35976.
6. The conversion shall be effective upon filing this Statement of Conversion.
7. The conversion was approved pursuant to *Code of Alabama 1975*, Title 10A, Chapter 1, Article 8 (specifically 10A-1-8.01).
8. A copy of the plan of conversion will be furnished by the Converted Entity, on request and without cost, to any owner of the Converted Entity or Converting Entity.
9. The certificate of incorporation of the Converted Entity is attached hereto as Exhibit A, and the contents thereof are incorporated herein by reference.

Alabama  
Sec. Of State

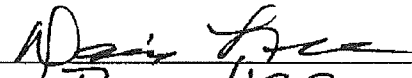
Entity Change	DLL
671-409	
Date	6/09/2021
Time	17:00
210511	7 Pg

1

File	\$100.00
County	\$.00
Total	\$100.00
10/003	

The undersigned authorized representative of the Converting Entity hereby executes this Statement of Conversion as of June 9, 2021.

ALATRADE FOODS L.L.C.

By:   
Name: Dawn Lee  
Its: Manager

**This instrument was prepared by:**  
Mary Nobles Hancock  
Bradley Arant Boult Cummings LLP  
1819 Fifth Avenue North  
Birmingham, Alabama 35203

**EXHIBIT A**

**Certificate of Incorporation of AlaTrade Foods, Inc.**

*(See attached)*

**CERTIFICATE OF INCORPORATION  
OF  
ALATRADE FOODS, INC.**

Alabama Sec. Of State	Entity Change DLL 671-409 Date 6/09/2021 Time 17:00 210611 7 PG	File \$100.00 County \$.00 Total \$100.00 10/003
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The undersigned, in order to form a corporation pursuant to the Alabama Business Corporation Law, as amended, restated, recodified, or replaced from time to time (the "ABCL"), hereby signs and adopts this certificate of incorporation:

1. Name. The name of the corporation formed hereby is AlaTrade Foods, Inc. (the "Corporation").

2. Conversion.

(a) The Corporation has been converted from AlaTrade Foods L.L.C., an Alabama limited liability company (the "Converting Entity"), pursuant to Title 10A, Chapter 1, Article 8 of the *Code of Alabama* (1975).

(b) The mailing address of the principal office of the Converting Entity is 725 Blount Avenue, Guntersville, Alabama 35976.

(c) The public office where the Certificate of Formation (f/k/a Articles of Organization) of the Converting Entity is filed and the date of the filing thereof is the Office of the Judge of Probate of Marshall County, Alabama on August 24, 2000 (the "Certificate of Formation"). The Certificate of Formation was amended by that certain Articles of Amendment to Change Limited Liability Company Name, which was filed in the Office of the Judge of Probate of Marshall County, Alabama on November 27, 2001 and was amended and restated in its entirety by that certain Amended and Restated Certificate of Formation, which was filed in the Office of the Secretary of State of the State of Alabama on June 8, 2021.

(d) AlaTrade Foods L.L.C.'s entity identification number, as assigned by the Secretary of State of the State of Alabama, is 571-409.

(e) The conversion was approved pursuant to *Code of Alabama 1975*, Title 10A, Chapter 1, Article 8 (specifically 10A-1-8.01).

3. Purpose. The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the ABCL. The Corporation shall have and may exercise any and all powers which a corporation incorporated under the ABCL may have and exercise.

4. Registered Office and Registered Agent. The street and mailing addresses of the Corporation's initial registered office and the county in which such initial registered office is located is 85 North Ridge Drive, Union Grove, Alabama 35175 in Marshall County. The name of the Corporation's initial registered agent at the Corporation's initial registered office is Davis B. Lee, Sr.

5. Capital Stock.

(a) The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares, par value \$0.001 per share, of common stock ("Common Stock").

(b) The following powers, preferences, and relative, participating, optional or other special rights, and qualifications, limitations, or restrictions thereof, of the Common Stock of the Corporation are fixed as follows:

(i) Voting Rights. The holders of the Common Stock are entitled to one vote for each share of Common Stock on all matters that may be submitted to the holders of Common Stock of the Corporation.

(ii) Dividends. The holders of the Common Stock shall be entitled to receive, out of any funds of the Corporation legally available therefor, such dividends as may be declared from time to time by the board of directors of the Corporation (the "Board").

(iii) Redemption. The holders of Common Stock do not have any redemption rights.

(c) No Preemptive Rights. The stockholders do not have any preemptive rights to purchase shares of any class of capital stock of the Corporation, whether now or hereafter authorized, including treasury shares.

6. Incorporator. The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Davis B. Lee, Sr.	85 North Ridge Drive Union Grove, Alabama 35175

7. Changes to Bylaws. Except as provided in the ABCL, the Board is empowered to make, alter, or repeal the bylaws of the Corporation.

8. Written Ballot Not Required. The election of directors need not be conducted by written ballot except as and to the extent provided in the bylaws of the Corporation.

9. No Cumulative Voting. The stockholders shall not be entitled to cumulative voting in the elections of directors.

10. Limitation of Director Liability. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any action taken, or any failure to take any action, as a director, except liability for (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or its stockholders; (iii) a violation of Section 10A-2A-8.32 of the ABCL, as the same exists or may be hereafter amended; (iv) an intentional violation of criminal law; or (v) a breach of the director's duty of loyalty to the Corporation or its stockholders. If the ABCL is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the full extent permitted by the ABCL, as amended. Any repeal or modification of this Section 10 shall be prospective only and shall not nullify or impair the limitations contained herein with respect to the personal liability of the directors of the Corporation arising from acts or omissions occurring prior to such repeal or modification.

11. Indemnification. The Corporation may indemnify, and in connection with such indemnification shall (subject to any conditions set forth in the Corporation's bylaws) advance expenses to, any person who is or was a director, officer, employee or agent of the Corporation, and any person who is or was serving at the request of the Corporation as a director, officer, employee, manager, trustee, or agent of another corporation, partnership, limited partnership, limited liability company, joint venture, trust or other enterprise, to the fullest extent permitted by law, including without limitation the ABCL. If the amount, extent, or quality of indemnification permitted by law should be in any way restricted after the adoption of this Section of the certificate of incorporation, then the Corporation may indemnify such

persons to the fullest extent permitted by law as or in effect at the time of the occurrence of the omission or the act giving rise to the claimed liability with respect to which indemnification is sought. The indemnification and advancement of expenses pursuant to this Section of the certificate of incorporation shall be in addition to, and not exclusive of, any other right that the person seeking indemnification may have under the certificate of incorporation, the bylaws, any separate contract or agreement or applicable law.

12. Changes to Certificate of Incorporation. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

13. Notices. Notices to directors of the Corporation may be delivered by electronic transmission. Notices to stockholders may be delivered by electronic transmission.

14. Forum Selection.

(a) Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for any "internal corporate claim" (as defined in Section 14(b)), shall be the Circuit Court of Marshall County, Alabama, or, if the Circuit Court of Marshall County does not have jurisdiction, the federal district court for the Northern District of Alabama.

(b) "Internal corporate claim" means, for the purposes of this Section 14, (i) any claim that is based upon a violation of a duty under the laws of this state by a current or former director, officer, or stockholder in their capacities as such, (ii) any derivative action or proceeding brought on behalf of the Corporation, (iii) any action asserting a claim arising pursuant to any provision of the ABCL or the certificate of incorporation or bylaws, or (iv) any action asserting a claim governed by the internal affairs doctrine that is not included in (i) through (iii) above.


(c) Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to (i) the provisions of this Section 14 and (ii) the exercise of personal jurisdiction over such person by the Circuit Court of Marshall County, Alabama, or, if the Circuit Court of Marshall County does not have subject matter jurisdiction, the federal district court for the Northern District of Alabama, in any proceeding related to any internal corporate claim.

15. Special Meetings of the Stockholders. Subject to the rights specifically granted in writing to the holders of any class or series of share in this certificate of incorporation, or in a separate agreement with those holders of that class or series of shares, or as required by nonwaivable provisions of the ABCL, special meetings of the stockholders may be called only by the Board.

[SIGNATURE PAGE FOLLOWS]



THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the ABCL, does make this certificate of incorporation, hereby declaring and certifying that the facts stated herein are true, and accordingly has executed this certificate of incorporation this the 9th day of June, 2021.

  
Davis Lee, Incorporator

**This instrument prepared by:**  
Mary Nobles Hancock  
Bradley Arant Boult Cummings LLP  
1819 Fifth Avenue North  
Birmingham, Alabama 35203

Alabama  
Sec. Of State  
Entity Change  
671-409 DLL  
Date 6/09/2021  
Time 17:00  
210611 7 Pg

File \$100.00  
County \$.00  
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Total \$100.00  
10/003