

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM664621

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lifetouch Inc.		10/30/2019	Corporation: MINNESOTA
RECEIVING PARTY DATA			
Name:	Lifetouch, LLC		
Street Address:	2345 Rice Street, Suite 230		
City:	Roseville		
State/Country:	MINNESOTA		
Postal Code:	55113		
Entity Type:	Limited Liability Company: MINNESOTA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4786465	SMILES SAFE	
CORRESPONDENCE DATA			
Fax Number:	6123329081		
<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:	6123325300		
Email:	rerickson@merchantgould.com		
Correspondent Name:	Danielle Mattesich		
Address Line 1:	P.O. Box 2910		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	15235.0300US01		
NAME OF SUBMITTER:	Danielle I. Mattessich		
SIGNATURE:	/daniellemattessich/		
DATE SIGNED:	08/03/2021		
Total Attachments: 10			
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Office of the Minnesota Secretary of State Certificate of Conversion

I, Steve Simon, Secretary of State of Minnesota, certify that: the documentation required to effectuate a conversion by the entity listed below from the law under which the entity was previously governed to the law under which it is governed after the issuance of this certificate, on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Name of Converting Entity:

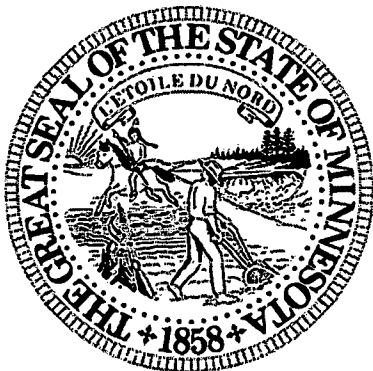
Minnesota: Lifetouch Inc.

After Conversion, Entity is governed by Minnesota Statutes, Chapter:
322C

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

Minnesota: Lifetouch, LLC

This Certificate has been issued on: 10/30/2019



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State Certificate of Organization

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

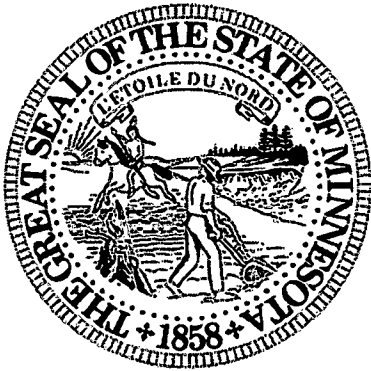
The business entity is now legally registered under the laws of Minnesota.

Name: Lifetouch, LLC

File Number: 1114778200065

Minnesota Statutes, Chapter: 322C

This certificate has been issued on: 10/30/2019



A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State
State of Minnesota



ARTICLES OF CONVERSION
OF
LIFETOUCH INC.
INTO
LIFETOUCH, LLC

Dated October 30, 2019

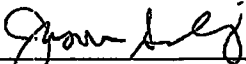
These Articles of Conversion relate to the conversion of Lifetouch Inc., a Minnesota corporation, into Lifetouch, LLC, a Minnesota limited liability company.

1. The plan of conversion is attached hereto as Exhibit A (the "Plan of Conversion").
2. The name of the converting organization is Lifetouch Inc., a Minnesota corporation (the "Converting Organization").
3. The name of the converted organization is Lifetouch, LLC, which shall be a limited liability company governed by Chapter 322C of the Minnesota Statutes (the "Converted Organization").
4. The conversion will be effective under Chapter 322C of the Minnesota Statutes at 10:00 p.m. Eastern Time on October 31, 2019.
5. The conversion has been approved by the Converting Organization pursuant to Chapter 302A of the Minnesota Statutes.
6. The conversion has been approved as required by Chapter 322C of the Minnesota Statutes
7. The Articles of Organization attached as Annex I to the Plan of Conversion shall be the Articles of Organization for the Converted Organization.

[Remainder of page intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of the date first written above.

LIFETOUCH INC.

By: 
Name: Jason Sebring
Its: Vice President of Legal, General Counsel
& Secretary

[Signature Page to Articles of Conversion of Lifetouch Inc.]

TRADEMARK
REEL: 007377 FRAME: 0139

**EXHIBIT A
PLAN OF CONVERSION**

(See attached)

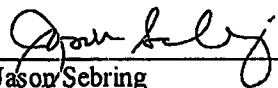
**PLAN OF CONVERSION
OF
LIFETOUCH INC.
INTO
LIFETOUCH, LLC**

This Plan of Conversion is adopted by Lifetouch Inc., a Minnesota corporation (the "Converting Organization"), as of October 30, 2019, for the purpose of converting the Converting Organization to a Minnesota limited liability company, and pursuant to Sections 302A.682 to 302A.692 of the Minnesota Business Corporation Act (the "Corporation Act") and the provisions of Section 322C.1007 to 322C.1010 of the Minnesota Revised Uniform Limited Liability Company Act (the "LLC Act").

1. Name of Converting Organization. The name of the Converting Organization is Lifetouch Inc., a Minnesota corporation formed under the Corporation Act.
2. Name of Converted Organization. The name of the converted organization is Lifetouch, LLC, a Minnesota limited liability company to be organized under the LLC Act (the "Converted Organization").
3. Terms and Conditions of Proposed Conversion. The terms and conditions of the proposed conversion are as follows:
 - (a) Effective Time of Conversion. The conversion shall be effective at 10:00 p.m. Eastern Time on October 31, 2019 (the "Effective Time"). The Converting Organization will be converted into the Converted Organization on and as of the Effective Time.
 - (b) Governing Laws; Articles of Organization. The Articles of Organization of Lifetouch, LLC, attached to this Plan of Conversion as Annex 1 and incorporated by reference herein, will be the current Articles of Organization of the Converted Organization as of the Effective Time of the conversion and will supersede the Articles of Incorporation of the Converting Organization.
4. Conversion of Capital Stock. At the Effective Time, 100% of the issued and outstanding capital stock of the Converting Organization will be converted into 100% of the membership interests in the Converted Organization. No shares of the Converting Organization's capital stock issued and outstanding at the Effective Time will remain as a result of the conversion, and all such shares will become null and void. It is intended that the conversion qualifies as a liquidation governed by Section 332 of the Internal Revenue Code of 1986 and this Plan of Conversion is intended to constitute the adoption of a "plan of liquidation."
5. Filing of Plan of Conversion. Upon adoption and approval of the Plan of Conversion by all the members of the Board of Directors and the sole shareholder of the Converting Organization in accordance with Section 302A.684 of the Minnesota Business Corporation Act, Articles of Conversion will be executed and delivered to the Secretary of State of the State of Minnesota for filing as provided by the Minnesota Business Corporation Act. The Converted Organization will also cause to be performed all necessary acts within the State of Minnesota and elsewhere to effectuate the conversion.

IN WITNESS WHEREOF, the undersigned has executed this Plan of Conversion as of the date first written above.

LIFETOUCH INC.

By: 
Name: Jason Sebring
Its: Vice President of Legal, General Counsel
& Secretary

[Signature Page to Plan of Conversion of Lifetouch Inc.]

TRADEMARK
REEL: 007377 FRAME: 0142

**ARTICLES OF ORGANIZATION
OF
LIFETOUCH, LLC**

The undersigned organizer, being a natural person of full age, in connection with the conversion of this company into a limited liability company under Chapter 322C of the Minnesota Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is Lifetouch, LLC (the "Company").

**ARTICLE II
REGISTERED OFFICE**

The initial registered office of the Company shall be located at 2345 Rice Street, Suite 230, Roseville, MN 55113, and the registered agent at that address is the Corporation Service Company.

**ARTICLE III
ORGANIZER**

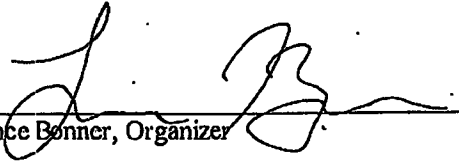
The name and address of the organizer of the Company is Lance Bonner, Faegre Baker Daniels LLP, 2200 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402-3901.

**ARTICLE IV
CONVERSION**

The Company is converting from a Minnesota corporation, incorporated under Chapter 302A of the Minnesota Statutes, to a Minnesota limited liability company, organized under Chapter 322C of the Minnesota Statutes. The name of the converting organization is Lifetouch Inc., a Minnesota Corporation formed under Chapter 302A of the Minnesota Statutes. The conversion has been approved by the converting organization pursuant to Chapter 302A of the Minnesota Statutes.

[Remainder of page intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, the organizer has executed these Articles of Organization as of this 30th day of October, 2019.


Lance Bonner, Organizer

[Signature Page to Articles of Organization of Lifetouch, LLC]