

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM669949

<b>SUBMISSION TYPE:</b>	RESUBMISSION		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>RESUBMIT DOCUMENT ID:</b>	900624976		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Body Contour Centers, LLC		09/14/2018	Limited Liability Company:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Body Contour Centers, LLC		
<b>Doing Business As:</b>	DBA Sono Bello		
<b>Street Address:</b>	5250 Carillon Point		
<b>City:</b>	Kirkland		
<b>State/Country:</b>	WASHINGTON		
<b>Postal Code:</b>	98033		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3622233	SONO BELLO	
<b>Registration Number:</b>	3622234	IT'S YOUR LIFE. LIVE IT BEAUTIFULLY.	
<b>Registration Number:</b>	4162470	TRISCUPT	
<b>Registration Number:</b>	5512937	THINAIR	
<b>Registration Number:</b>	5727550	TRISCUPT E/X	
<b>Registration Number:</b>	5749949	TUMMY E/X	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>	2062248075		
<b>Email:</b>	sgary@karrtuttle.com		
<b>Correspondent Name:</b>	J Scott Gary		
<b>Address Line 1:</b>	701 Fifth Ave Ste 3300		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98104		
<b>ATTORNEY DOCKET NUMBER:</b>	42279.001		
<b>NAME OF SUBMITTER:</b>	J. Scott Gary		

<b>SIGNATURE:</b>	/jscottgary/
<b>DATE SIGNED:</b>	08/24/2021
<b>Total Attachments: 13</b> source=Body Contour Centerrs DE Conversion#page1.tif source=Body Contour Centerrs DE Conversion#page2.tif source=Body Contour Centerrs DE Conversion#page3.tif source=Body Contour Centerrs DE Conversion#page4.tif source=Body Contour Centerrs DE Conversion#page5.tif source=Body Contour Centerrs DE Conversion#page6.tif source=Body Contour Centerrs DE Conversion#page7.tif source=Body Contour Centerrs DE Conversion#page8.tif source=Body Contour Centerrs DE Conversion#page9.tif source=Body Contour Centerrs DE Conversion#page10.tif source=Body Contour Centerrs DE Conversion#page11.tif source=Body Contour Centerrs DE Conversion#page12.tif source=Body Contour Centerrs DE Conversion#page13.tif	

FILED

Secretary of State  
State of Washington  
Date Filed: 09/14/2018  
Effective Date: 09/14/2018  
UBI No: 602 785 056

**ARTICLES OF CONVERSION  
FROM A WASHINGTON LIMITED LIABILITY COMPANY  
TO A DELAWARE LIMITED LIABILITY COMPANY**

Pursuant to §25.15 of the Washington Limited Liability Company Act, the undersigned hereby submits these Articles of Conversion.

1. The name of the domestic limited liability company is Body Contour Centers, LLC, a Washington limited liability company.

2. The date of the original certificate of formation of the domestic limited liability company was December 10, 2007.


3. The name of the other entity into which the domestic limited liability company is to be converted is Body Contour Centers, LLC, a Delaware limited liability company.

4. All required approvals of the conversion have been obtained by the domestic limited liability company.

5. The foreign entity agrees that it may be served with process in this State in any proceeding for the enforcement of any obligation of the domestic limited liability company arising prior to the date of the conversion and irrevocably appoints the Secretary of State of the State of Washington as its agent to accept service of process in any such proceeding. The address (including zip code) to which a copy of such process shall be mailed to it by the Secretary of State is Walter M. Maas, Karr Tuttle Campbell, 701 Fifth Avenue, Suite 3300, Seattle, WA 98104, King County.

The undersigned duly authorized representative of the domestic limited liability company has executed this Certificate on September 14, 2018.

**BODY CONTOUR CENTERS, LLC**

  
CHRISTOPHER M. PAR, Manager

BODY CONTOUR CENTERS, LLC  
WA Articles of Conversion  
#(1)94842 v3 / 42278-001

Work Order #: 2018091400429757 - 1

**BODY CONTOUR CENTERS, LLC**  
**PLAN OF CONVERSION**

THIS PLAN OF CONVERSION (this "Plan") is dated as of September 14, 2018 and is hereby authorized, adopted and approved by **BODY CONTOUR CENTERS, LLC**, a Washington limited liability company (the "Converting Entity"), in order to set forth the terms, conditions and procedures governing the conversion of the Converting Entity into **BODY CONTOUR CENTERS, LLC**, a Delaware limited liability company (the "Converted LLC"), in accordance with Chapter 25.15 of the Limited Liability Company Act (the "Act"), specifically RCW 25.15.436 and the conversion provisions contained in Section 18-214 of the Delaware Limited Liability Company Act (the "LLC Conversion Statute" and together with the Act, the "Conversion Statutes"), with the Converted LLC surviving such conversion (the "Conversion").

RECITALS

A. WHEREAS, the Converting Entity is a limited liability company duly organized and existing under the laws of the State of Washington;

B. WHEREAS, the Manager of the Converting Entity deems it advisable to convert the Converting Entity into a Delaware limited liability company by means of the Conversion; and

C. WHEREAS, the Manager of the Converting Entity by execution of this Plan hereby authorizes, adopts and approves the Conversion and this Plan;

PLAN

NOW, THEREFORE, the parties hereto hereby authorize, adopt and approve this Plan to effectuate the Conversion as follows:

1. The Conversion. Upon the terms and subject to the conditions of this Plan, on the Effective Date (as defined below), the Converting Entity shall be converted into the Converted LLC in accordance with the applicable laws of the State of Washington, including, but not limited to Section 25.15.436 of the Act. On the Effective Date, the Converting Entity shall, for all purposes, be deemed to be the same entity as the Converted LLC and shall be governed by the laws of the State of Delaware, the Articles of Conversion, and such other documents and instruments as are required by, and comply in all respects with the LLC Conversion Statute.

2. Effective Date. The Conversion shall become effective on the date of filing of the Certificate of Formation of the Converted LLC (as defined below) with the Delaware Secretary of State (the "Effective Date").

3. Certificate of Formation. As of the Effective Date, the Certificate of Formation of the Converted LLC, as set forth in substantially the form attached to this Plan as Exhibit A (the "Certificate of Formation"), shall be in full force and effect as the Certificate of Formation of

the Converted LLC, unless and until amended or cancelled in accordance with the provisions provided therein or by applicable law.

4. Operating Agreement. As of the Effective Date, the Limited Liability Company Agreement of the Converting Entity, dated February 23, 2016, as amended, (the "*Operating Agreement*"), shall remain in full force and effect as the Operating Agreement of the Converted LLC, until amended or terminated in accordance with the provisions provided therein or by applicable law.

5. Conversion of all Membership Units. As of the Effective Date and without any action by the members of Converting Entity, each Class A Unit, Common Unit and Incentive Unit shall be converted into one (1) Class A Unit, Common Unit or Incentive Unit, as applicable, of the Converted LLC. All outstanding Membership Units of the Converting Entity when converted as provided in this Plan shall no longer be outstanding and shall automatically be cancelled and the former holders thereof shall cease to have any rights with respect thereto other than as members of the Converted LLC.

6. Effect of Conversion.

6.1. Rights, Privileges, Etc. On the Effective Date, the Converted LLC, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of the Converting Entity; all property of every description and every interest therein, and all debts and other obligations of or belonging to or due to the Converting Entity on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or invested in the Converted LLC without further act or deed; title to any real estate, or any interest therein vested in the Converting Entity shall not revert or in any way be impaired by reason of the Conversion; and all of the rights of creditors of the Converting Entity shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective companies shall thenceforth remain with or be attached to, as the case may be, in the Converted LLC, and may be enforced against the Converted LLC to the same extent as if all of said debts, liabilities, obligations and duties had been incurred or contracted by the Converted LLC.

6.2. Further Assurances. From time to time, as and when required by the Converted LLC or by its successors and assigns, there shall be executed and delivered on behalf of the Converting Entity such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to conform of record or otherwise in the Converted LLC the title to and possession of all of the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of the Converting Entity and otherwise to carry out the purposes of this Plan and the officers and managers of the Converted LLC are fully authorized in the name of and on behalf of the Converting Entity or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

BODY CONTOUR CENTERS, LLC  
Plan of Conversion - 2  
#1196297 v1 / 42279-001

7. General.

7.1. Abandonment. At any time before the Effective Date, this Plan may be terminated and the Conversion may be abandoned for any reason whatsoever by the Converting Entity, notwithstanding the approval of this Plan on behalf of the Converting Entity.

7.2. Amendment. At any time before the Effective Date, this Plan may be amended or modified in writing by the Converting Entity; provided, however, that an amendment made subsequent to the adoption of this Plan by the Converting Entity shall not alter or change any of the terms and conditions of this Plan if such alteration or change would adversely affect the rights of the Members of the Converting Entity.

7.3. Governing Law. This Plan shall be governed by and construed and enforced in accordance with the internal laws of the State of Washington.

*[SIGNATURE PAGE FOLLOWS.]*

BODY CONTOUR CENTERS, LLC  
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#1196297 v1 / 42279-001

Converting Entity:

**BODY CONTOUR CENTERS, LLC,**  
a Washington limited liability company

By:



CHRISTOPHER M. PAR, Manager

Signature of Converting Entity to Plan of Conversion  
#1197054 v1 / 42273-001

EXHIBIT A

Certificate of Formation

See the attached.

#1196297 v1 / 42278-001



BODY CONTOUR CENTERS, LLC

STATE OF DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE OF FORMATION

1. **NAME.** The name of the limited liability company is: **BODY CONTOUR CENTERS, LLC** (the "*Company*").

2. **REGISTERED AGENT/OFFICE.** The address of the registered office of the limited liability company in the State of Delaware is Universal Registered Agents, Inc., 12 Timber Creek Lane, Newark, Delaware 19711, New Castle County. The name and address of the registered office for service of process of the limited liability company in the State of Delaware is Universal Registered Agents, Inc., 12 Timber Creek Lane, Newark, Delaware 19711, New Castle County.

3. **DURATION.** The duration of the Company shall be perpetual until dissolved in accordance with the Delaware Limited Liability Company Act or the Company's Limited Liability Company Operating Agreement.

4. **AUTHORIZED PERSON.** The name and address of the person executing this Certificate of Formation on behalf of the Company is Stephen S. McKay, 701 Fifth Avenue, Suite 3300, Seattle, Washington 98104.

5. **EFFECTIVE DATE.** This Certificate of Formation is effective upon filing.

Dated: September 14, 2018

  
STEPHEN S. MCKAY, Authorized Person

BODY CONTOUR CENTERS LLC  
DE Certificate of Formation  
#1194867 v1 / 42279-001

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:40 PM 09/14/2018  
FILED 01:40 PM 09/14/2018  
SR 30186661630 - File Number 2018091400429757 - 1  
Work Order # 2018091400429757 - 1



Office of the Secretary of State  
Corporations & Charities Division

(360) 725 - 8377 | www.sos.wa.gov/corps  
881 Capital Way S, Olympia, WA 98504-0134

This Box For Office Use Only

- Expedite Service \$50
- Nonprofit \$30
- All Other Entity Types \$180

### FOREIGN REGISTRATION STATEMENT RCW 23.95

**REQUALIFICATION:**

Has this entity previously registered with the Office of the Secretary of State? (Check one) ● Yes ○ No

If Yes, provide UBI #, Expiration date and continue: UBI #: 602 785 056 Expiration: \_\_\_\_\_  
If No, please continue.

Do you already have a UBI Number? (Check one) ● Yes ○ No If Yes, provide UBI # \_\_\_\_\_

If No, a new UBI# will be issued to you upon successful completion of the filing.

If you have previously filed with another state agency (for example, the Department of Revenue, the Department of Labor and Industries, or the Employment Security Department), you may already have a 9 digit UBI Number that you can enter above. Please do not enter the UBI Number of a Sole Proprietorship or General Partnership. If you do not have a UBI Number, please select "no" above and continue with the filing.

**ENTITY NAME: Name must match the name listed on the Certificate of Existence**

Does the entity have a name reserved? (Check one) ○ Yes ○ No

If Yes, provide the Name Reservation Number and Name If No, provide only the name

Reservation Number: \_\_\_\_\_

Name: Body Contour Centers, LLC

**For name requirements please see the following RCW(s) as shown below.**

- Profit Corporation - RCW 23.95.305 (1)
- Nonprofit Corporation - RCW 23.95.305 (2)
- Limited Partnership - RCW 23.95.305 (3)
- Limited Liability Partnership - RCW 23.95.305 (4)
- Limited Liability Company - RCW 23.95.305 (5)

**DOING BUSINESS AS (DBA) NAME: RCW 23.95.525**

If above name is not available, enter a name to be used in Washington State. \_\_\_\_\_  
Body Contour Centers, LLC

**JURISDICTION:**

Country: USA State: Delaware

**REGISTERED AGENT:**

Is the Registered Agent a Commercial Registered Agent?  Yes  No

If Yes, provide the name of the Commercial Registered Agent: \_\_\_\_\_

A Commercial Registered Agent is an entity or individual that is registered with the Office of the Secretary of State to receive legal documents on behalf of a corporation. A Commercial Registered Agent has the entities/individual's address on record with the office.

A Registered Agent consent is still required for a Commercial Registered Agent located below.

If No, please continue below

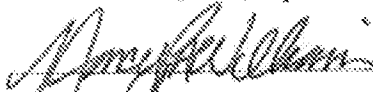
Please complete ONE type of Registered Agent below, be sure to include the name below the checked box. Then continue to provide the required street address. Mailing address if needed.

<input type="checkbox"/> Individual	<input checked="" type="checkbox"/> Entity KTC Service Corporation	<input type="checkbox"/> Office or Position
First and last name of a Non-commercial Registered Agent. (Any person not registered as a Commercial Registered Agent.)	Name of a Non-commercial Registered Agent. (Any business not registered as a Commercial Registered Agent.)	List the Office or Position serves as agent. (Only if using the specific office or position as the registered agent, no matter who holds the position like: Secretary, Member or Treasurer.)

Phone: 206 234 8134	Email: nwilliams@kamtastic.com
<b>Registered Agent Street Address (required)</b> (Must be a physical address No PO Box or PMB) Country: <u>United States</u> State: <u>Washington</u> Address: <u>701 Fifth Ave, Suite 3300</u> Zip: <u>98117</u> City: <u>Seattle, WA</u>	<b>Registered Agent Mailing Address (optional)</b> <input type="checkbox"/> Check if mailing address is the same as street address Country: <u>United States</u> State: <u>Washington</u> Address: _____ Zip: _____ City: _____

**CONSENT TO SERVE AS REGISTERED AGENT - REQUIRED FOR ALL TYPES**

I hereby consent to serve as Registered Agent in the State of Washington for the named entity. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the entity; to forward mail to the entity; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

	Nancy P.A. Williams/Assistant Secretary	09/14/2018
Signature of Registered Agent	Printed Name/Title	Date

<p align="center"><b>Principal Office Street Address</b> (Must be a physical address; No PO Box or PMB)</p> <p>Address: <u>5250 Caillon Point</u></p> <hr/> <p>Zip: <u>98033</u>      City: <u>Kirkland</u></p> <p>State: <u>WA</u>      Country: <u>USA</u></p>	<p align="center"><b>Mailing Address (optional)</b> <input type="checkbox"/> Check if mailing address is the same as street address.</p> <p>Address: _____</p> <hr/> <p>Zip: _____      City: _____</p> <p>State: _____      Country: _____</p>
--	---

Phone: (optional) \_\_\_\_\_      Email: (optional) \_\_\_\_\_

**GOVERNORS:**

List at least one, attach additional pages if necessary \*An entity cannot serve as its own Governor

Name: <u>Christoffer M. Par</u>	Name: _____
Name: _____	Name: _____
Name: _____	Name: _____

**DATE OF FORMATION IN HOME JURISDICTION:** \_\_\_\_\_

**PERIOD OF DURATION IN HOME JURISDICTION:** Please check ONE of the following

This Company has a perpetual duration (default)     This Company has a duration of \_\_\_\_\_ years.

This Company expires on \_\_\_\_\_

**NATURE OF BUSINESS:** (briefly describe the type of business your entity conducts in the state of Washington):

management and administrative of centers

**DATE BEGAN DOING BUSINESS IN WASHINGTON:** Please check ONE of the following:

Date of filing     Specify a Date \_\_\_\_\_

**EFFECTIVE DATE:**

Date of filing  Specify a Date \_\_\_\_\_ (Cannot be more than 90 days from received date)

**RETURN ADDRESS FOR THIS FILING: (Optional)**

This address will be sent document(s) regarding this specific filing in addition to document(s) being sent to the Registered Agent's street/mailling address.

Attention to: Nancy P.A. Williams

Email: nwilliams@karrtuttle.com

Address: 701 Fifth Ave, Suite 3300

City Seattle State WA Zip 98033

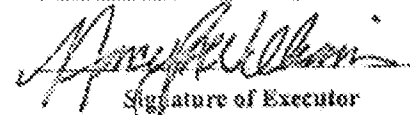
**EXECUTOR INFORMATION:**

Name, address, and signature required. Attach additional sheets if necessary.

This record is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

Address: 701 Fifth Ave, Suite 3300

City Seattle State WA Zip 98033

 Nancy P.A. Williams/Assistant Secretary 09/14/2018  
Signature of Executor Printed Name/Title Date

**REQUIRED:** A Certificate of Existence or document of similar import issued no more than 60 days before the date of submission must be attached to this Statement. Failure to do so will result in the Statement being returned for correction. Contact your Secretary of State or corporate regulating authority for instructions.

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BODY CONTOUR CENTERS, 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 FOURTEENTH DAY OF SEPTEMBER, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BODY CONTOUR CENTERS, LLC" WAS FORMED ON THE FOURTEENTH DAY OF SEPTEMBER, A.D. 2018.

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



7056515 8300

SR# 20186661951

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Handwritten signature of Jeffrey W. Bullock, Secretary of State, in black ink over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203423774

Date: 09-14-18

Work Order #: 2018091400429757 - 1

TRADEMARK Received Date: 09/14/2018

REEL: 007399 FRAME: 0021 Amount Received: \$240.00

RECORDED: 06/22/2021

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