

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM695711

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vintage Air, Inc.		08/16/2021	Corporation: TEXAS
RECEIVING PARTY DATA			
Name:	Vintage Air, LLC		
Street Address:	18865 Goll Street		
City:	San Antonio		
State/Country:	TEXAS		
Postal Code:	78266		
Entity Type:	Limited Liability Company: TEXAS		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	78971412	COMPAC	
Serial Number:	78920442	HOLLYWOOD SPRING & AXLE	
Serial Number:	78920439	HOLLYWOOD SPRING	
Serial Number:	78634705	MONSTER COOLER	
Serial Number:	78634373	COMPAC	
Serial Number:	78633784	GEN-IV	
Serial Number:	77399332	COMPAC	
CORRESPONDENCE DATA			
Fax Number:	2109787790		
<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:	210-978-7700		
Email:	mmilleripdocket@jw.com		
Correspondent Name:	Mark H. Miller, Jackson Walker LLP		
Address Line 1:	112 East Pecan St.		
Address Line 2:	Suite 2400		
Address Line 4:	San Antonio, TEXAS 78205		
NAME OF SUBMITTER:	Mark H. Miller		
SIGNATURE:	/Mark H. Miller/		
DATE SIGNED:	12/17/2021		

CH \$190.00 78971412

Total Attachments: 9

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Jose A. Esparza
Deputy Secretary of State

Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Deputy Secretary of State of Texas, hereby certifies that a filing instrument for

VINTAGE AIR, INC.
File Number: 78091500

Converting it to

Vintage Air, LLC
File Number: 804201460

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Deputy Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 08/16/2021

Effective: 08/16/2021



A handwritten signature in black ink, appearing to read "Jose A. Esparza".

Jose A. Esparza
Deputy Secretary of State

Come visit us on the internet at <https://www.sos.texas.gov/>

Phone: (512) 463-5555

Fax: (512) 463-5709

Dial: 7-1-1 for Relay Services

Prepared by: Elizabeth "Annie" Denton

TID: 10340

Document: 1072212050002

TRADEMARK
REEL: 007534 FRAME: 0141

CERTIFICATE OF CONVERSION
OF
VINTAGE AIR, INC.
(a Texas corporation)
TO
VINTAGE AIR, LLC
(a Texas limited liability company)

Pursuant to the provisions of Section 10.101 and Section 10.154 of the Texas Business Organizations Code (“*TBOC*”), Vintage Air, Inc., a Texas corporation (the “*Converting Entity*”), adopts the following Certificate of Conversion for the purpose of effecting a conversion (the “*Conversion*”).

1. Converting Entity Information. The name of the Converting Entity immediately prior to filing this Certificate of Conversion is Vintage Air, Inc., a Texas corporation. The Converting Entity was originally formed in Texas on January 9, 1986, and issued file number 78091500 by the Texas Secretary of State. The Converting Entity will convert into a domestic limited liability company.

2. Plan of Conversion. The name and jurisdiction of the resulting limited liability company will be Vintage Air, LLC, a Texas limited liability company (the “*Converted Entity*”). Instead of attaching the plan of conversion, the Converting Entity certifies that:

- a. A copy of the executed Plan of Conversion (the “*Plan*”) is currently on file at the Converting Entity’s principal place of business, located at 18865 Goll Street, San Antonio, Texas 78266.
- b. After the Conversion, a copy of the executed Plan will be on file at the Converted Entity’s principal place of business, located at 18865 Goll Street, San Antonio, Texas 78266.
- c. A copy of the executed Plan will be provided to any owner or member of the Converting Entity or the Converted Entity on written request without cost by the Converting Entity before the Conversion, and by the Converted Entity after the Conversion.

3. Certificate of Formation for the Converted Entity. The Converted Entity is a Texas limited liability company. The Certificate of Formation of the Converted Entity is attached to hereto as Exhibit A.

4. Approval of the Plan. The Plan has been approved as required under the laws of the State of Texas, and by the Converting Entity’s governing documents.

5. Effectiveness of Filing. This document becomes effective when the document is accepted and filed by the Texas Secretary of State.

6. Tax Certificate. In lieu of providing a tax certificate, the Converted Entity is liable for the payment of any franchise taxes.

[Signature Page Follows]

The undersigned signs this Certificate of Conversion subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

DATED as of the 24th day of June, 2021.

VINTAGE AIR, INC., a Texas corporation

By: 

Jack L. Chisenhall, President

*Certificate of Conversion of Vintage Air, Inc.
Signature Page*

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EXHIBIT A

Certificate of Formation of Vintage Air, LLC

[Attached]

*Certificate of Conversion of Vintage Air, Inc.
Exhibit A*

**CERTIFICATE OF FORMATION
OF
VINTAGE AIR, LLC**

The undersigned, a natural person of the age of eighteen (18) years or more, acting as organizer of a limited liability company under the Texas Business Organizations Code (the "**TBOC**"), does hereby adopt the following Certificate of Formation for such limited liability company:

ARTICLE I

The filing entity being formed is a limited liability company. The name of the entity is Vintage Air, LLC (the "**Company**").

ARTICLE II

The initial registered agent is an individual resident of the State of Texas whose name is Jack L. Chisenhall. The business address of the registered agent and the registered office address is 312 Encino Ave., San Antonio, Texas 78209-5209.

ARTICLE III

The Company is to be managed by a manager or managers. The number of initial managers, who shall serve as managers until the first annual meeting of the members of the Company or until their successors are duly elected, shall be one (1). The name and address of the person who is to serve as the initial manager is as follows:

<u>Name</u>	<u>Address</u>
Jack L. Chisenhall	18865 Goll Street San Antonio, Texas 78266

ARTICLE IV

The purpose for which the Company is organized is for the transaction of any and all lawful purposes for which limited liability companies may be organized under the TBOC.

ARTICLE V

This Certificate of Formation is being filed pursuant to a plan of conversion. The name of the converting entity is Vintage Air, Inc. (the "**Converting Entity**"), a corporation formed on January 9, 1986, pursuant to the laws of the State of Texas. The address of the Converting Entity is 18865 Goll Street, San Antonio, Texas 78266.

ARTICLE VI

The period of duration of the Company shall be perpetual.

ARTICLE VII

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the manager's capacity as a manager, except that this Article does not eliminate or limit the liability of a manager to the extent the manager is found liable for (i) a breach of the manager's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (iv) an act or omission for which the liability of a manager is expressly provided by an applicable statute. If the TBOC or other applicable law is amended to authorize action further eliminating or limiting the liability of managers, then the liability of a manager of the Company shall be eliminated or limited to the fullest extent permitted by the TBOC or other applicable law, as so amended.

ARTICLE VIII

The Company shall indemnify its managers and officers to the same extent a corporation may indemnify its directors and officers under the TBOC, as now in effect or hereafter amended.

ARTICLE IX

The Company Agreement may provide that any action required or permitted to be taken at a meeting of members may be taken without a meeting if a written consent thereto shall be signed by members entitled to vote thereon having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all members were present.

ARTICLE X

The name and address of the organizer is:

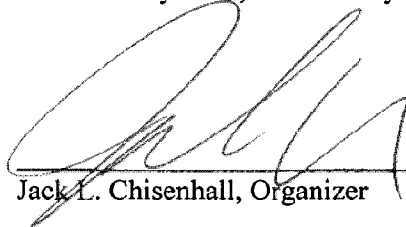
<u>Name</u>	<u>Address</u>
Jack L. Chisenhall	18865 Goll Street San Antonio, Texas 78266

ARTICLE XI

This document becomes effective when filed by the Secretary of State.

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand, this 24th day of June, 2021.



Jack L. Chisenhall, Organizer

*Certificate of Formation of Vintage Air, LLC
Signature Page*