

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM720318

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION
<b>RESUBMIT DOCUMENT ID:</b>	900674001

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Spokane Industries, Inc.		01/03/2022	Corporation: WASHINGTON

## RECEIVING PARTY DATA

<b>Name:</b>	Spokane Industries LLC
<b>Street Address:</b>	3808 N. Sullivan Road, Bldg. #4 STP.
<b>City:</b>	Spokane
<b>State/Country:</b>	WASHINGTON
<b>Postal Code:</b>	99216
<b>Entity Type:</b>	Limited Liability Company: WASHINGTON

## PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
<b>Registration Number:</b>	4247109	SI-TEC
<b>Registration Number:</b>	4762938	SPOKANE INDUSTRIES
<b>Registration Number:</b>	4762953	SI SPOKANE INDUSTRIES
<b>Registration Number:</b>	2176618	SI SPOKANE INDUSTRIES

## CORRESPONDENCE DATA

Fax Number: 6175236850

*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: 617-523-2700

Email: susan.dinicola@hklaw.com

Correspondent Name: Holland &amp; Knight LLP

Address Line 1: 10 St. James Avenue

Address Line 4: Boston, MASSACHUSETTS 02116

<b>NAME OF SUBMITTER:</b>	Susan C. DiNicola
<b>SIGNATURE:</b>	/Susan C. DiNicola/
<b>DATE SIGNED:</b>	04/11/2022

Total Attachments: 10

source=Certificate of Conversion Spokane Industries, Inc. to Spokane Industries LLC#page1.tif

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UNITED STATES OF AMERICA

# The State of Washington



Secretary of State

I, **STEVE R. HOBBS**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

## CERTIFICATE OF CONVERSION

From

**SPOKANE INDUSTRIES, INC.**, a/an WASHINGTON PROFIT CORPORATION

to

**SPOKANE INDUSTRIES LLC**, a/an WASHINGTON LIMITED LIABILITY COMPANY, effective on the date indicated below.

Effective Date: 01/03/2022

UBI Number: 328 029 502



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

Handwritten signature of Steve R. Hobbs in cursive script.

Steve R. Hobbs, Secretary of State

Date Issued: 01/03/2022

TRADEMARK

REEL: 007677 FRAME: 0447

FILED  
Secretary of State  
State of Washington  
Date Filed: 01/03/2022  
Effective Date: 01/03/2022  
Exhibit ~~BB~~ Plan of Conversion  
BB No. 329502  
(Form of Articles of Conversion)

ARTICLES OF CONVERSION

The undersigned, acting pursuant to RCW 23B.09.010, do hereby execute and deliver to the Secretary of State of the State of Washington the following Articles of Conversion, reflecting the conversion of SPOKANE INDUSTRIES, INC., a Washington corporation, to SPOKANE INDUSTRIES LLC, a Washington limited liability company

1. Name and Jurisdiction of Constituent Entity. The name of the constituent entity is Spokane Industries, Inc., a Washington corporation (the "Corporation").
2. Name and Jurisdiction of Resulting Entity. The name of the resulting entity is SPOKANE INDUSTRIES LLC, a Washington limited liability company.
3. Adoption. The Plan of Conversion was duly approved by the Board of Directors of the Corporation pursuant to applicable Washington statutes.
4. Certificate of Formation. The Restated Certificate of Formation of the resulting entity, SPOKANE INDUSTRIES LLC., is attached to these Articles of Conversion and by this reference are incorporated herein.
5. Plan of Conversion. The Plan of Conversion, as duly adopted by the Board of Directors of the Corporation, is attached to these Articles of Conversion and by this reference is incorporated herein.
6. Effective Date. The Effective Date of the conversion shall be the date the Articles of Conversion are filed with the Secretary of State of the State of Washington.

DATED this 29<sup>th</sup> day of December, 2021.

SPOKANE INDUSTRIES, INC.

SPOKANE INDUSTRIES, INC.,  
a Washington corporation

By: Greg Tenold  
Greg Tenold, Chairman

SPOKANE INDUSTRIES LLC

SPOKANE INDUSTRIES LLC,  
a Washington limited liability company

By: Greg Tenold  
Greg Tenold, Chairman

PLAN OF CONVERSION - 4

Exhibit B to Plan of Conversion  
(Form of Certificate of Formation of Converted Entity)

[see attached]

PLAN OF CONVERSION - 5

**PLAN OF CONVERSION**  
(Spokane Industries, Inc. and Spokane Industries LLC)

This Plan of Conversion is made and entered into as of the date written below, by and between Spokane Industries, Inc., a Washington corporation ("Spokane"), and Spokane Industries LLC, a Washington limited liability company ("Spokane Industries LLC") and Spokane Metal Products, Inc., the undersigned holder of all outstanding shares of stock of "Spokane" ("Shareholder").

**RECITALS**

A. Spokane is a corporation organized and existing under the laws of the State of Washington. The sole shareholder of Spokane is Spokane Metal Products, Inc. Greg Tenold, Tyrus N. Tenold and Ken Vorhees are the only members of the board directors of Spokane.

B. Spokane and its Shareholder desire to convert Spokane into a limited liability company organized and existing under the laws of the State of Washington known as Spokane Industries LLC. ("Spokane Industries LLC" or "Converted Entity").

**AGREEMENT**

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, Spokane and the undersigned Shareholder hereby agree to the following plan of conversion ("Plan of Conversion"):

1. *Name and Form of Converting Entity.* The name of the converting entity is Spokane Industries, Inc. and Spokane is a Washington corporation.

2. *Name and Form of Converted Entity.* The name of the converted entity will be Spokane Industries LLC. Spokane Industries LLC will be a Washington limited liability company.

3. *Terms and Conditions of Conversion.* The effective date of conversion shall be the date the articles of conversion substantially in the form attached hereto as Exhibit A ("Articles of Conversion") are filed with the Washington Secretary of State. Upon the effective date of the conversion: the separate existence of Spokane Industries, Inc. shall cease; title to all real and personal property owned by Spokane shall be vested in the Converted Entity without reversion or impairment; the Converted Entity shall be bound by all of the contractual obligations of Spokane; and the Converted Entity shall have all of the liabilities of Spokane. Any proceeding pending by or against Spokane may be continued as if such conversion did not occur, or the Converted Entity may be substituted in the proceeding for Spokane.

4. *Governing Law.* The laws of the State of Washington shall govern the Converted Entity.

5. *Registered Office.* The address of the registered office of the Converted Entity shall be 601 W. Riverside., Suite 1500, Spokane Washington 99201 . The name of the registered agent of the Converted Entity at such address is Randall | Danskin, P.S.

6. *Accounting.* The assets and liabilities of Spokane as of the effective date of the conversion shall be taken up on the books of the Converted Entity at the amounts at which they are carried at that time on the respective books of Spokane.

PLAN OF CONVERSION - 1

7. *Certificate of Formation; Governance.* The certificate of formation of Spokane Industries LLC in the form attached hereto as Exhibit B shall constitute the certificate of formation of the Converted Entity and the form of limited liability company operating agreement attached hereto as Exhibit C shall constitute the operating agreement of the Converted Entity.

8. *Managers/Directors.* The members of the board of managers/directors of the Converted Entity as of the effective date of the conversion shall be Greg Tenold, Tyrus N. Tenold and Ken Vorhees until their respective successors are duly elected and qualified.

9. *Manner and Basis of Converting Equity Interests.* As of the effective date of the conversion:

(a) The Converted Entity shall convert or exchange each issued and outstanding share of stock of Spokane for 10,000 units of Membership Interest of the Converted Entity, such that, as of the effective date of the conversion, the former sole Shareholder of Spokane will own all the issued and outstanding units of Membership Interest of the Converted Entity.

(b) Any shares of stock of Spokane in the treasury of Spokane on the effective date of the conversion shall be surrendered to the Converted Entity for cancellation, and no units of Membership Interest of the Converted Entity shall be issued in respect thereof.

(c) On the effective date of the conversion, holders of certificated or uncertificated shares of stock of Spokane shall surrender them to the Converted Entity or its appointed agent, in such manner as the Converted Entity legally shall require. Upon receipt of such certificated or uncertificated shares of stock, the Converted Entity shall issue in exchange therefor a written record of uncertificated units of Membership Interest in the Converted Entity representing the number of units of Membership Interest to which such Shareholder shall be entitled as set forth in subsection 9(a).

10. *Termination of Conversion.* This conversion may be abandoned at any time prior to the filing of Articles of Conversion with the Washington Secretary of State by the members of the board of directors of Spokane. If the conversion is terminated, there shall be no liability on the part of either Spokane, its Shareholder, or their respective shareholders, officers or directors.

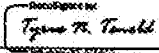
11. *Counterparts.* This Plan of Conversion may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

PLAN OF CONVERSION - 2

IN WITNESS WHEREOF, this Plan of Conversion has been adopted by the undersigned on this 29<sup>th</sup> day of December, 2021.

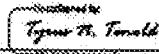
SPOKANE:

Spokane Industries, Inc.,  
a Washington corporation

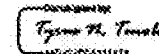
By:   
Tyrus N. Tenold, President

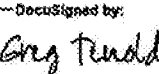
SHAREHOLDER:

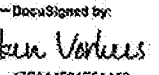
SPOKANE METAL PRODUCTS, INC.,  
a Washington corporation

By:   
Tyrus N. Tenold, President

DIRECTORS:

  
Tyrus N. Tenold, Director

  
Greg Tenold, Director

  
Ken Vorhees, Director

PLAN OF CONVERSION - 3



**CERTIFICATE OF FORMATION  
OF  
SPOKANE INDUSTRIES LLC**

The undersigned hereby executes this certificate of formation for the purpose of forming a limited liability company under Chapter 25.15 of the Revised Code of Washington.

1. The name of the limited liability company is:

**SPOKANE INDUSTRIES LLC**

2. The name of the registered agent is:

**Randall | Danskin, P.S.**

3. The address of the registered agent is-

**601 W. Riverside Ave., Suite 1500, Spokane, Washington 99201**

4. The address of the principal place of business of the limited liability company is:

**3808 N. Sullivan Rd., Building 4 SIP, Spokane Valley, Washington 99216**

5. The term of the limited liability company is perpetual.

6. Management of the limited liability company is vested in one or more managers.

7. The name and address of the person executing this certificate of formation is:

**J. Todd Taylor  
601 West Riverside Avenue, Suite 1500  
Spokane, Washington 99201**

DATED: December 29, 2021.

DocuSigned by:

*J. Todd Taylor*

82D873A49557483

J. Todd Taylor, Executer

PLAN OF CONVERSION - 6

**CONSENT OF AGENT FOR SERVICE OF PROCESS**

Pursuant to RCW 23B.05.010, Randall | Danskin, P.S. ("Agent") hereby consents to serve as registered agent in the State of Washington for the following limited liability company:

**SPOKANE INDUSTRIES LLC**

Agent understands that, as agent for said company, it will be Agent's responsibility to receive service of process in the name of said company; to forward all mail to said company; and to notify the office of the Secretary of State of Washington immediately of Agent's resignation or any change in the registered office of the company for which Agent serves as registered agent in Washington.

DATED: December 29, 2021.

DocuSigned by:  
*J. Todd Taylor*  
820873A485574B3

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Randall | Danskin, P.S.,  
601 W. Riverside Ave., Suite 1500  
Spokane, WA 99201

PLAN OF CONVERSION - 7

Exhibit C to Plan of Conversion  
(Form of Operating Agreement of Converted Entity)

[see attached]

PLAN OF CONVERSION - 8

Work Order #: 2022010300002100 - 1

Received Date: 01/03/2022

**TRADEMARK**

rd: \$240.00

**REEL: 007677 FRAME: 0455**



**Physical/Overnight address**    **Mailing Address**  
 801 Capitol Way S                      PO Box 40234  
 Olympia, WA 98501-1226              Olympia, WA 98504-0234  
 Tel: 360.725.0377                      www.sos.wa.gov/corps

This Box For Office Use Only

## COVER SHEET FOR CONVERSION OF BUSINESS ENTITY

*This form does not replace the documents required to be submitted for a conversion. Please refer to the RCWs below for additional guidance.*

<b>Converting From:</b> <i>(current domicile and business type)</i>	<b>Converting to:</b> <i>(new domicile and business type)</i>																								
<p>↓ Select current domicile</p> <div style="border: 1px solid black; padding: 5px;"> <input checked="" type="checkbox"/> Domestic (Washington)  <input type="checkbox"/> Foreign (list domicile below)         </div> <p>↓ Select current business type    Governing Statute</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td><input checked="" type="checkbox"/> Profit Corporation</td><td>RCW 23.B</td></tr> <tr><td><input type="checkbox"/> Limited Liability Company (LLC)</td><td>RCW 25.15</td></tr> <tr><td><input type="checkbox"/> Limited Partnership (LP or LLP)</td><td>RCW 25.10</td></tr> <tr><td><input type="checkbox"/> Limited Liability Partnership (LLP)</td><td>RCW 25.05</td></tr> <tr><td><input type="checkbox"/> Unincorporated Entity</td><td></td></tr> <tr><td><input type="checkbox"/> Other: (list below)</td><td></td></tr> </table>	<input checked="" type="checkbox"/> Profit Corporation	RCW 23.B	<input type="checkbox"/> Limited Liability Company (LLC)	RCW 25.15	<input type="checkbox"/> Limited Partnership (LP or LLP)	RCW 25.10	<input type="checkbox"/> Limited Liability Partnership (LLP)	RCW 25.05	<input type="checkbox"/> Unincorporated Entity		<input type="checkbox"/> Other: (list below)		<p>↓ Select new domicile</p> <div style="border: 1px solid black; padding: 5px;"> <input checked="" type="checkbox"/> Domestic (Washington)  <input type="checkbox"/> Foreign (list domicile below)         </div> <p>↓ Select new business type    Governing Statute</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td><input type="checkbox"/> Profit Corporation</td><td>RCW 23.B</td></tr> <tr><td><input checked="" type="checkbox"/> Limited Liability Company (LLC)</td><td>RCW 25.15</td></tr> <tr><td><input type="checkbox"/> Limited Partnership (LP or LLP)</td><td>RCW 25.10</td></tr> <tr><td><input type="checkbox"/> Limited Liability Partnership (LLP)</td><td>RCW 25.05</td></tr> <tr><td><input type="checkbox"/> Unincorporated Entity</td><td></td></tr> <tr><td><input type="checkbox"/> Other: (list below)</td><td></td></tr> </table>	<input type="checkbox"/> Profit Corporation	RCW 23.B	<input checked="" type="checkbox"/> Limited Liability Company (LLC)	RCW 25.15	<input type="checkbox"/> Limited Partnership (LP or LLP)	RCW 25.10	<input type="checkbox"/> Limited Liability Partnership (LLP)	RCW 25.05	<input type="checkbox"/> Unincorporated Entity		<input type="checkbox"/> Other: (list below)	
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<input type="checkbox"/> Other: (list below)																									

1. Current name of business: Spokane Industries, Inc.

2. UBI No.: (if available): 328 029 502

3. Name of new business: Spokane Industries, LLC

4. Date conversion is to be effective: Upon filing

5. Address for Service of Process if converted business is foreign:  
 Address: \_\_\_\_\_  
 City: \_\_\_\_\_ State or Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_

Attach required documents per RCW: 23B.09.010

Contact Name: J. Todd Taylor, Esq.                      Phone Number: (509) 747-2052