

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM750288

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/28/2021

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bi-Mart Corporation		02/28/2021	Corporation: CALIFORNIA

RECEIVING PARTY DATA

Name:	Bi-Mart Corporation
Street Address:	220 S. Seneca Road
City:	Eugene
State/Country:	OREGON
Postal Code:	97402
Entity Type:	Corporation: OREGON

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	4184629	CASCADE PRO
Registration Number:	2580792	BI-MART
Registration Number:	3273314	CASCADE MEADOWS HOME FURNISHINGS
Registration Number:	1410078	PHARMACIST'S CHOICE
Registration Number:	5948804	OWNER'S CHOICE
Registration Number:	4464131	CASCADE MEADOWS KITCHENWARE
Registration Number:	0976409	PHARMACIST'S CHOICE
Registration Number:	4306347	CASCADE OUTDOOR GEAR

CORRESPONDENCE DATA

Fax Number:

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: 541-868-8888 x2152
 Email: scott.savoian@bimart.com
 Correspondent Name: Scott Savoian
 Address Line 1: 220 S. Seneca
 Address Line 4: Eugene, OREGON 97402

NAME OF SUBMITTER:	Scott Savoian
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OP \$215.00 4184629

SIGNATURE:	/Scott Savoian/
DATE SIGNED:	08/22/2022
Total Attachments: 6 source=OR Articles of Merger Bi-Mart Corp 2 28 21#page1.tif source=OR Articles of Merger Bi-Mart Corp 2 28 21#page2.tif source=OR Articles of Merger Bi-Mart Corp 2 28 21#page3.tif source=OR Articles of Merger Bi-Mart Corp 2 28 21#page4.tif source=OR Articles of Merger Bi-Mart Corp 2 28 21#page5.tif source=OR Articles of Merger Bi-Mart Corp 2 28 21#page6.tif	

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FILED
Secretary of State
State of California

State of Oregon

APR 26 2021 MVA

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OFFICE OF THE SECRETARY OF STATE
Corporation Division

Certified Copy 790H470M9

I, SHEMA FAGAN, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached

Copy of the

Articles of

Merger

for

BI-MART CORPORATION

is a true copy of the original document(s).

In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Oregon.



SHEMA FAGAN, SECRETARY OF STATE

3/15/2021



FILED: MAR 2, 2021
OREGON SECRETARY OF STATE



178991098-21950427

REGISTRY NUMBER: 178991098

BI-MART CORPORATION

MER

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is
must release this information to all parties upon request and it will be posted on our website.
Base Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE:

D 1680174

NAME:	ENTITY TYPE:	REGISTRY NUMBER:
Bi-Mart Corporation	CA Corporation	116402-81
Bi-Mart Corporation	OR Corporation	filed concurrently

NAME AND TYPE OF SURVIVING ENTITY: Bi-Mart Corporation, Oregon corporation

Check here if there is a name change in the plan of merger.

OREGON CORPORATION AND LIMITED LIABILITY REQUIREMENT:

Oregon Corporations and Limited Liability Companies comply with House Bill 2191 by attaching an information change form or document that includes the Principal Place of Business and Individual with Direct Knowledge.

SELECT ONE OF THE FOLLOWING:

A copy of the plan of merger is attached.

OR:

The plan of merger is on file at the address of the surviving entity.

Address _____

City _____ State _____ Zip Code _____

A copy will be provided upon request to any owner, member or shareholder at no cost.

If the plan of merger amends the articles of organization/incorporation, attach the restated articles of the surviving entity.

State effective date and time in plan of merger if other than when these articles are filed: 2-28-2021

The plan of merger was duly authorized and approved by each entity that is a party to the merger:

A copy of the vote required by each entity is attached.

OR:

Shareholder approval was not required.

EXECUTION: (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

Signature: [Handwritten Signature]

Printed Name: Dan N. Chin

Title: Secretary

CONTACT NAME: (To resolve questions with this filing)

Benjamin M. Kearney

PHONE NUMBER: (Include area code)

FEES

Nonprofit Required Processing Fee	\$50
Domestic Required Processing Fee	\$100
Foreign Required Processing Fee	\$275

Processing Fees are nonrefundable. Please make check payable to "Corporation Division".

TRADEMARK

REEL: 007828 FRAME: 0718

PLAN OF MERGER

This Plan of Merger sets forth the terms and conditions under which Bi-Mart Corporation, a California corporation ("Nonsurviving Entity"), will merge with and into Bi-Mart Corporation, an Oregon corporation ("Surviving Company").

AGREEMENTS

SECTION 1 DEFINITION

"Effective Time" means the effective time and date of appropriate Articles of Merger filed with the Oregon Secretary of State.

SECTION 2 MERGING BUSINESS ENTITIES

The merging business entities will be:

<u>Name</u>	<u>State of Organization</u>	<u>Type of Entity</u>
Bi-Mart Corporation	California	Corporation
Bi-Mart Corporation	Oregon	Corporation

SECTION 3 SURVIVING BUSINESS ENTITY

The surviving business entity will be Bi-Mart Corporation, an Oregon corporation.

SECTION 4 MATERIAL TERMS AND CONDITIONS

- 4.1 **Merger.** At the Effective Time, Nonsurviving Entity will merge with and into Surviving Company and the separate existence of Nonsurviving Entity will cease. The title to all real estate and other property owned by Nonsurviving Entity shall be vested in Surviving Company without reversion or impairment. Surviving Company assumes all liabilities and obligations of Nonsurviving Entity as of the Effective Time. Any proceeding pending against Nonsurviving Entity may be continued as if the merger did not occur or Surviving Company may be substituted in the proceeding for Nonsurviving Entity.
- 4.2 **Articles of Organization.** The articles of organization of Surviving Company before the Effective Time will continue to be the articles of organization of Surviving Company after the Effective Time.
- 4.3 **Bylaws.** The bylaws of Nonsurviving Corporation before the Effective Time will be the bylaws of Surviving Corporation after the Effective Time.

- 4.4 **Directors and Officers.** The directors and officers of Nonsurviving Company before the Effective Time will be the directors and officers of Surviving Corporation after the Effective Time.

SECTION 5 CONVERSION OF OWNERSHIP INTERESTS

The following will occur at the Effective Time:

- 5.1 **Conversion.** Each issued and outstanding share of common stock of Non-Surviving Corporation will be converted into an equivalent number of issued and outstanding shares of common stock in Surviving Corporation.
- 5.2 **No Fractional Shares.** No fractional shares will result from the merger.
- 5.3 **Dissenters' Rights.** Any shares owned by a Dissenting Shareholder will be converted into the right to receive such payment as may be determined by the applicable dissenters' rights statute and other applicable law.

SECTION 6 ABANDONMENT

At any time before the Effective Time, this Plan of Merger may be abandoned by the members of Surviving Company or by the members of Nonsurviving Entity.

SECTION 7 MISCELLANEOUS

- 7.1 **Counterparts.** This Plan of Merger may be signed in counterparts, which may be delivered by facsimile or electronic mail transmission. Each counterpart when so executed and delivered shall be deemed an original and all such counterparts taken together shall constitute one and the same instrument. At the request of a party, each other party shall confirm a facsimile or electronic mail transmitted signature page by delivering an original signature page to the requesting party.
- 7.2 **Governing Law.** This Plan of Merger shall be governed by and construed in accordance with the laws of the state of Oregon.
- 7.3 **Attorney's Fees.** If any suit or action is filed by any party to enforce this Plan of Merger or otherwise with respect to the subject matter of this Plan of Merger, the prevailing party shall be entitled to recover reasonable attorney fees incurred in preparation or in prosecution or defense of such suit or action as fixed by the trial court, and if any appeal is taken from the decision of the trial court, reasonable attorney fees as fixed by the appellate court in addition to the costs and disbursements allowed by law.
- 7.4 **Further Assurance.** The parties will sign other documents and take other actions reasonably necessary to further effect and evidence this Plan of Merger.

SECTION 8 PLAN OF REORGANIZATION

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It is the intent of the Surviving Corporation and Non-Surviving Corporation that this merger qualify as a tax free, Type F reorganization pursuant to the Internal Revenue Code § 368(a)(1)(F) as a change in place of organization (reincorporation from California to Oregon) effected through the statutory merger process as authorized by the California Corporations Code and the Oregon Business Corporation Act. This Plan of Merger shall act as the Plan of Reorganization for the Surviving Corporation and Non-Surviving Corporation. The Surviving Corporation will maintain the same federal employer identification number (EIN) and Oregon Business Identification Number as the Non-Surviving Corporation.

Effective Date: February 28, 2021

SURVIVING COMPANY:
Bi-Mart Corporation, an Oregon corporation

NONSURVIVING ENTITY:
Bi-Mart Corporation, a California corporation

By: Marty W. Smith
Marty W. Smith
Chairman and Sole Director

By: Marty W. Smith
Marty W. Smith
Chairman and Sole Director

D 16 80 17 4

Attachment to Certified Oregon Merger Copy

Entity Name: Bi-Mart Corporation

Entity Number: C1612789