

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM772773

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	ENTITY CONVERSION
RESUBMIT DOCUMENT ID:	900718654
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Leisure Systems, Inc.		12/21/2021	Corporation:

RECEIVING PARTY DATA

Name:	Camp Jellystone LLC
Street Address:	1209 Orange Street
Internal Address:	Corporation Trust Center
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1847045	WHERE YOU CAMP WITH FRIENDS
Registration Number:	3065932	PARTNER WITH A LEGEND

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.

Email: trademark@jaffelaw.com
Correspondent Name: Jaffe Raitt Heuer & Weiss PC
Address Line 1: 27777 Franklin Rd., Suite 2500
Address Line 4: Southfield, MICHIGAN 48034

ATTORNEY DOCKET NUMBER:	SUNENT-LSI
NAME OF SUBMITTER:	Lauren E. Willens
SIGNATURE:	/Lauren E. Willens/
DATE SIGNED:	12/08/2022

Total Attachments: 25

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State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services

FILING FEE \$150.00

Please check box for (Optional)
Expedited service + \$25.00

FORM **1000**

CERTIFICATE OF CONVERSION

Sec. 178.1144, 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and
183.1207(3) & (5), Wis. Stats.

1. Before conversion:

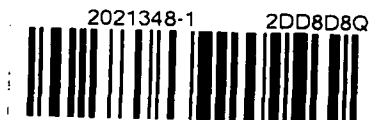
Company Name: Leisure Systems Inc.		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country *)

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

2. After conversion:

Company Name: Camp Jellystone LLC		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Delaware</u> (state or country)

DFI/CORP/1000 (02/18)



TRADEMARK
REEL: 007892 FRAME: 0025

3. A Plan of Conversion containing all the following parts is required to be **attached** as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is **optional**.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 178.0114, 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the statement of partnership authority, registration statement, articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. If converting the entity to another state or country, the governing document is not required. (NOTE: Templates for each are included in this form. Use of the templates is **optional**.)
- G. Other provisions relating to the conversion, as determined by the business entity.

4. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

5. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION**:

Registered Agent (Agent for Service of Process): CT Corporation System	Registered Office: 301 S Bedford Street, Suite 1 Madison, WI 53703-3691
Additional Entry for a Limited Partnership or General Partnership only →	Record/Principal Office: 502 Techne Center Dr., Suite D Milford, OH 45150-870

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION**:

Registered Agent (Agent for Service of Process): Corporation Trust Company, 1209 Orange St., Corp. Trust Ctr, Wilmington DE 19801	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): n/a
Additional Entry for a Limited Partnership or General Partnership only →	Record/Principal Office:

7. Executed on December 21, 2021 (date) by the business entity PRIOR TO ITS CONVERSION.



(Signature)

Mark (X) below the title of the person executing the document.

Ronald F. Walker Jr.

(Printed Name)

For a corporation

Title: President OR Secretary
or other officer title Chief Executive Officer

For a limited partnership/general partnership/
limited liability partnership

Title: General Partner Partner

For a limited liability company

Title: Member OR Manager

This document was drafted by _____

Robert C. Lesan III, Esq., Keating Muething & Klekamp PLL, Suite 1400, One East Fourth Street, Cincinnati, OH 45202

INSTRUCTIONS (Ref. Sec. 178.1141, 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, (fees not yet set by rule), payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, please visit www.wdfr.org/contact_us/ for current physical address). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 711 for TTY.

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity **prior to conversion**. Definitions of foreign entity types are set forth in ss. 178.0102(4t) (5) & (6), 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Enter the company name, type of business entity, and state of organization of business entity **after conversion**.

CERTIFICATE OF CONVERSION

CT-CORP
PICK UP BASKET

▲ Please provide an email or postal mailing address for the filed copy of the document.

Your phone number during the day (608) 251-4712

INSTRUCTIONS (Cont'd)

3. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may either use the template Plan of Conversion provided in this form or may draft a Plan by other means.
4. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.
5. Except for general partnerships, provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership or general partnership, provide the address of its record or principal office.
6. Except for general partnerships, provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership or general partnership, also provide the address of its record or principal office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.
7. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.

**LEISURE SYSTEMS, INC.
PLAN OF CONVERSION**

This is a PLAN OF CONVERSION (this "Plan") of Leisure Systems, Inc., a Wisconsin corporation (the "Corporation"), dated as of December 21, 2021.

BACKGROUND

A. The Corporation desires, pursuant to Section 180.1161 of the Wisconsin Business Corporation Law (the "WBCL") and Section 18-214 of the Delaware Limited Liability Company Act (the "DLLCA"), to convert from a corporation incorporated under the laws of Wisconsin to a limited liability company organized under the laws of the State of Delaware (the "Conversion"), to be known as Camp Jellystone LLC (the "LLC").

B. For federal income tax purposes, the Corporation shall be deemed to have contributed and transferred all of its assets to the LLC in exchange for all of the Membership Interest (as defined below) of the LLC, followed by a distribution of such Membership Interest to the shareholders of the Corporation (the "Shareholders") in liquidation of the Corporation, pursuant to Section 337 of the Internal Revenue Code of 1986, as amended (the "Code").

C. The Corporation wishes to set forth the terms and conditions of the Conversion in this Plan.

TERMS

1. **CONVERSION.** Subject to the terms and conditions hereof, and in accordance with the WBCL and the certificate of incorporation and bylaws of the Corporation, the Corporation shall be converted into the LLC from and after the Effective Time (as such term is defined in Paragraph 8). To effectuate the Conversion, the Corporation shall have filed a Certificate of Conversion pursuant to Section 180.1161 of the WBCL, substantially in the form of Exhibit A hereto (the "**WI Certificate of Conversion**"), with the Department of Financial Institutions of the State of Wisconsin and a Certificate of Conversion pursuant to Section 18-214 of the DLLCA, substantially in the form of Exhibit B hereto (the "**DE Certificate of Conversion**") with the Secretary of State of Delaware.

2. **THE LLC.** In accordance with the terms of Section 180.1161 of the WBCL and Section 18-214 of DLLCA, from and after the Effective Time, the Conversion shall be deemed to constitute a continuation of the existence of the Corporation in the form of a limited liability company governed for all purposes by the laws of the State of Delaware.

3. **CONVERSION OF STOCK.** As of the Effective Time, by virtue of the Conversion and without any action on the part of any holder thereof, each share of Common Stock, par value \$10.00 in the Corporation that is held immediately prior to the Effective Time shall be converted into one unit of Membership Interest in the LLC.

4. **CERTIFICATE OF FORMATION.** The Corporation shall have filed with the Secretary of State of Delaware, pursuant to Section 18-214 of the DLLCA, a Certificate of

Formation, substantially in the form of Exhibit C hereto, which shall be the Certificate of Formation of the LLC, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

5. **LIMITED LIABILITY COMPANY AGREEMENT.** The Limited Liability Company Agreement attached to this Plan, substantially in the form of Exhibit D hereto, shall be the Limited Liability Company Agreement of the LLC, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

6. **OFFICERS.** The officers of the LLC immediately after the Effective Time shall be the same as the officers of the Corporation immediately prior to the Effective Time, and such persons shall serve in such offices from and after the Effective Time in accordance with the terms of the Certificate of Formation and the Limited Liability Company Agreement of the LLC.

7. **RIGHTS AND LIABILITIES OF THE LLC.** At and after the Effective Time: (a) the LLC shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property and assets, real, personal, tangible, intangible and mixed, of the Corporation; (b) all debts due to the Corporation on whatever account shall be vested in the LLC; (c) all claims, demands, property, rights (including without limitation, contract rights), privileges, powers and franchises (including without limitation all licenses, registrations and approvals of any governmental authority or self-regulatory organization to the extent the same may be transferred in accordance with the terms of their issuance) and every other interest of the Corporation shall be as effectively the property of the LLC as they were of the Corporation prior to the Effective Time; (d) the title to any real estate vested by deed or otherwise in the Corporation shall not revert or be in any way impaired by reason of the Conversion, but shall be vested in the LLC; (e) all rights of creditors and all liens upon any property of the Corporation shall be preserved unimpaired, limited in lien to the property affected by such lien as of the Effective Time; and (f) all debts, liabilities and duties of the Corporation shall thenceforth attach to the LLC and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

8. **EFFECTIVE TIME; FILINGS.** The Conversion shall be effective upon the last to occur of (i) the filing of the WI Certificate of Conversion with the Department of Financial Institutions of the State of Wisconsin, (ii) the filing of the DE Certificate of Conversion with the Secretary of State of the State of Delaware, or (iii) 12:01 a.m. Eastern Time on December 29, 2021 (the "**Effective Time**"). The officers of the Corporation shall execute and file all other documents and shall take all such other actions as they may deem necessary or desirable to carry out the intent of this Plan, including without limitation, any and all filings or recordings required by the WBCL or the DLLCA.

9. **TERMINATION.** This Plan may be terminated and abandoned, whether before or after adoption or approval of this Plan by action of the Board of Directors of the Corporation at any time prior to the Effective Time.

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

Leisure Systems, Inc, a Wisconsin corporation

By: DocuSigned by:
Ronald F. Walker Jr.

Name: Ronald F. Walker Jr.

Title: Chief Executive Officer

[Signature Page to Plan of Conversion]

EXHIBIT A

WI Certificate of Conversion

See Attached



State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services

FILING FEE \$150.00

Please check box for (Optional) Expedited service + \$25.00

FORM **1000**

CERTIFICATE OF CONVERSION

Sec. 178.1144, 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats.

1. Before conversion:

Company Name: Leisure Systems Inc.		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country *)

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2. After conversion:

Company Name: Camp Jellystone LLC		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Delaware</u> (state or country)

3. A Plan of Conversion containing all the following parts is required to be **attached** as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is **optional**.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 178.0114, 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the statement of partnership authority, registration statement, articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. If converting the entity to another state or country, the governing document is not required. (NOTE: Templates for each are included in this form. Use of the templates is **optional**.)
- G. Other provisions relating to the conversion, as determined by the business entity.

4. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

5. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION**:

Registered Agent (Agent for Service of Process): CT Corporation System	Registered Office: 301 S Bedford Street, Suite 1 Madison, WI 53703-3691
Additional Entry for a Limited Partnership or General Partnership only →	Record/Principal Office: 502 Techne Center Dr., Suite D Milford, OH 45150-870

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION**:

Registered Agent (Agent for Service of Process): Corporation Trust Company, 1209 Orange St., Corp. Trust Ctr, Wilmington DE 19801	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): n/a
Additional Entry for a Limited Partnership or General Partnership only →	Record/Principal Office:

7. Executed on December 21, 2021 (date) by the business entity PRIOR TO ITS CONVERSION.



(Signature)

Mark (X) below the title of the person executing the document.

Ronald F. Walker Jr.

(Printed Name)

For a corporation

Title: President OR Secretary
or other officer title Chief Executive Officer

**For a limited partnership/general partnership/
limited liability partnership**

Title: General Partner Partner

For a limited liability company

Title: Member OR Manager

This document was drafted by _____

Robert C. Lesan III, Esq., Keating Muething & Klekamp PLL, Suite 1400, One East Fourth Street, Cincinnati, OH 45202

INSTRUCTIONS (Ref. Sec. 178.1141, 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

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1. Enter the company name, type of business entity, and state of organization of business entity **prior to conversion**. Definitions of foreign entity types are set forth in ss. 178.0102(4t) (5) & (6), 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

2. Enter the company name, type of business entity, and state of organization of business entity **after conversion**.

CERTIFICATE OF CONVERSION

CT-CORP
PICK UP BASKET

▲ Please provide an email or postal mailing address for the filed copy of the document.

Your phone number during the day:

(608) 251-4712

INSTRUCTIONS (Cont'd)

3. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may either use the template Plan of Conversion provided in this form or may draft a Plan by other means.

4. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

5. Except for general partnerships, provide the name of the business entity's registered agent and the address of its registered office **prior** to conversion. If the business entity is a domestic limited partnership or general partnership, provide the address of its record or principal office.

6. Except for general partnerships, provide the name of the business entity's registered agent and the address of its registered office **after** conversion. If the business entity after conversion will be a domestic limited partnership or general partnership, also provide the address of its record or principal office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

7. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.

EXHIBIT B

DE Certificate of Conversion

See Attached

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 18-214 OF THE LIMITED LIABILITY
COMPANY ACT**

The undersigned, an authorized officer of Leisure Systems, Inc., a Wisconsin corporation (the "**Corporation**"), being authorized to execute and file this Certificate of Conversion (the "**Certificate**") on behalf of the Corporation and to effectuate the conversion (the "**Conversion**") of the Converting Entity to Camp Jellystone LLC (the "**Converted Entity**"), hereby certifies that:

1. The jurisdiction where the Corporation first formed is Wisconsin.
2. The jurisdiction of the Corporation immediately prior to filing this Certificate is Wisconsin.
3. The date the Corporation was first formed is July 2, 1985.
4. The name of the Corporation immediately prior to filing this Certificate is Leisure Systems, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Camp Jellystone LLC.
6. This Certificate of Conversion shall become effective at 12:01 a.m. Eastern time, on December 29, 2021.

- Signature Page Follows -

IN WITNESS WHEREOF, the undersigned, being an authorized officer of the Corporation, has executed this Certificate as of this 21st day of December, 2021.

DocuSigned by:
By: Ronald F. Walker Jr.
1E363DA6897C9402
Authorized Officer

Name: Ronald F. Walker Jr.

11374654.1

EXHIBIT C

Certificate of Formation

See Attached

CERTIFICATE OF FORMATION

OF

CAMP JELLYSTONE LLC

FIRST: The name of the limited liability company (the **Company**) is:

CAMP JELLYSTONE LLC

SECOND: (a) The address of the registered office of the Company in Delaware is:

1209 Orange Street
Corporation Trust Center
Wilmington, DE 19801

(b) The name of the Company's registered agent at the address of its registered office is:

The Corporation Trust Company

THIRD: The effective date of the formation is 12:01 a.m. Eastern time on December 29, 2021.

FOURTH: The Limited Liability Company Agreement of the Company (the "Agreement") incorporates provisions of Section 18-215 of the Delaware Limited Liability Company Act (the "Act") to create one or more series of projects with the protection therefor under Section 18-215 of the Act. The Agreement provides that (a) the Company may establish a designated series ("Project) of members, managers and limited liability company interests having separate rights, powers or duties with respect to specified properties or obligations of the Company and profits and losses associated therewith; (b) the Company shall maintain separate and distinct records for each Project; (c) the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular Project shall be enforceable against the assets of such Project only, and not against the assets of the Company generally, any of its Members or any other Project thereof; (d) a notification of limitation of liability for a separate Project shall be filed in accordance with Section 18-215(b) of the Act; and (e) each Project shall be governed by a Project Addendum and Schedule to Project Addendum signed by the Company and the Project Member.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, an authorized person of the Company, has caused this Certificate of Formation to be duly executed as of this 21st day of December, 2021.

DocuSigned by:
Ronald F. Walker Jr.
1E363DA697C94D2
Ronald F. Walker, Jr., Authorized Person

EXHIBIT D

Limited Liability Company Agreement

See Attached

11250352.2

**LIMITED LIABILITY COMPANY AGREEMENT
OF Camp Jellystone LLC**

This Limited Liability Company Agreement (“**Agreement**”) of Camp Jellystone LLC (the “**Company**”), effective as of December 29, 2021 (the “**Effective Date**”), is entered into by and between the Company and Park River Corporation, as the sole member of the Company (the “**Member**”).

WHEREAS, the Company was formed as a limited liability company on December 29, 2021 by the filing of a Certificate of Formation with the Secretary of State of the State of Delaware pursuant to and in accordance with the Delaware Limited Liability Company Act, as amended from time to time (the “**Act**”); and

WHEREAS, the Member agrees that the membership in and management of the Company shall be governed by the terms set forth herein.

NOW, THEREFORE, the Member agrees as follows:

1. Name. The name of the Company is Camp Jellystone LLC
2. Purpose. The purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be formed under the Act and to engage in any and all activities necessary or incidental thereto.

3. Principal Office; Registered Agent.

(a) Principal Office. The location of the principal office of the Company shall be 422A Wards Corner Road, Loveland, Ohio 45150, or such other location as the Member may from time to time designate.

(b) Registered Agent. The registered agent of the Company for service of process in the State of Delaware and the registered office of the Company in the State of Delaware shall be that person and location reflected in the Certificate of Formation. In the event the registered agent ceases to act as such for any reason or the registered office shall change, the Member shall promptly designate a replacement registered agent or file a notice of change of address, as the case may be, in the manner provided by law.

4. Members.

(a) Initial Member. The Member owns 100% of the membership interests in the Company. The name and the business, residence or mailing address of the Member are as follows:

Name	Address
Park River Corporation	422A Wards Corner Road Loveland, OH 45150

(b) Additional Members. One or more additional members may be admitted to the Company with the consent of the Member. Prior to the admission of any such additional members to the Company, the Member shall amend this Agreement to make such changes as the Member shall determine to reflect the fact that the Company shall have such additional members. Each

additional member shall execute and deliver a supplement or counterpart to this Agreement, as necessary.

(c) Membership Interests; Certificates. The Company will not issue any certificates to evidence ownership of the membership interests.

5. Management.

(a) Authority; Powers and Duties of the Member. The Member shall have exclusive and complete authority and discretion to manage the operations and affairs of the Company and to make all decisions regarding the business of the Company. Any action taken by the Member shall constitute the act of and serve to bind the Company. Persons dealing with the Company are entitled to rely conclusively on the power and authority of the Member as set forth in this Agreement. The Member shall have all rights and powers of a manager under the Act, and shall have such authority, rights and powers in the management of the Company to do any and all other acts and things necessary, proper, convenient or advisable to effectuate the purposes of this Agreement.

(b) Election of Officers; Delegation of Authority. The Member may, from time to time, designate one or more officers with such titles as may be designated by the Member to act in the name of the Company with such authority as may be delegated to such officers by the Member (each such designated person, an "Officer"). Any such Officer shall act pursuant to such delegated authority until such Officer is removed by the Member. Any action taken by an Officer designated by the Member pursuant to authority delegated to such Officer shall constitute the act of and serve to bind the Company. Persons dealing with the Company are entitled to rely conclusively on the power and authority of any officer set forth in this Agreement and any instrument designating such officer and the authority delegated to him or her.

6. Liability of Member; Indemnification.

(a) Liability of Member. Except as otherwise required in the Act, the debts, obligations, and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and the Member shall not be obligated personally for any such debt, obligation or liability of the Company solely by reason of being the Member or participating in the management of the Company.

(b) Indemnification. To the fullest extent permitted under the Act, the Member (irrespective of the capacity in which it acts) shall be entitled to indemnification and advancement of expenses from the Company for and against any loss, damage, claim or expense (including attorneys' fees) whatsoever incurred by the Member relating to or arising out of any act or omission or alleged acts or omissions (whether or not constituting negligence or gross negligence) performed or omitted by the Member on behalf of the Company; provided, however, that any indemnity under this Section 6(b) shall be provided out of and to the extent of Company assets only, and neither the Member nor any other person shall have any personal liability on account thereof.

7. Term. The term of the Company shall be perpetual unless the Company is dissolved and terminated in accordance with Section 11.

8. Initial Capital Contributions. The Member hereby agrees to contribute to the Company such cash, property or services as determined by the Member.

9. Tax Status; Income and Deductions.

(a) Tax Status. As long as the Company has only one member, it is the intention of the Company and the Member that the Company be treated as a disregarded entity for federal and all relevant state tax purposes and neither the Company nor the Member shall take any action or make any election which is inconsistent with such tax treatment. All provisions of this Agreement are to be construed so as to preserve the Company's tax status as a disregarded entity.

(b) Income and Deductions. All items of income, gain, loss, deduction and credit of the Company (including, without limitation, items not subject to federal or state income tax) shall be treated for federal and all relevant state income tax purposes as items of income, gain, loss, deduction and credit of the Member.

10. Distributions. Distributions shall be made to the Member at the times and in the amounts determined by the Member.

11. Dissolution; Liquidation.

(a) The Company shall dissolve, and its affairs shall be wound up upon the first to occur of the following: (i) the written consent of the Member or (ii) any other event or circumstance giving rise to the dissolution of the Company under Section 18-801 of the Act, unless the Company's existence is continued pursuant to the Act.

(b) Upon dissolution of the Company, the Company shall immediately commence to wind up its affairs and the Member shall promptly liquidate the business of the Company. During the period of the winding up of the affairs of the Company, the rights and obligations of the Member under this Agreement shall continue.

(c) In the event of dissolution, the Company shall conduct only such activities as are necessary to wind up its affairs (including the sale of the assets of the Company in an orderly manner), and the assets of the Company shall be applied as follows: (i) first, to creditors, to the extent otherwise permitted by law, in satisfaction of liabilities of the Company (whether by payment or the making of reasonable provision for payment thereof); and (ii) thereafter, to the Member.

(d) Upon the completion of the winding up of the Company, the Member shall file a Certificate of Cancellation in accordance with the Act.

12. Miscellaneous.

(a) Amendments. Amendments to this Agreement may be made only with the consent of the Member.

(b) Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Delaware without giving effect to any choice or conflict of law provision or rule (whether of the State of Delaware or any other jurisdiction).

(c) Severability. In the event that any provision of this Agreement shall be declared to be invalid, illegal or unenforceable, such provision shall survive to the extent it is not so declared, and the validity, legality and enforceability of the other provisions hereof shall not in any way be

affected or impaired thereby, unless such action would substantially impair the benefits to any party of the remaining provisions of this Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Agreement to be effective as of the date first above written.

**MEMBER:
PARK RIVER CORPORATION**

By: DocuSigned by:
Ronald F. Walker Jr.
Ronald F. Walker Jr.
Title: Chief Executive Officer

**COMPANY:
CAMP JELLYSTONE LLC
a Delaware limited liability company**

By: DocuSigned by:
Ronald F. Walker Jr.
Ronald F. Walker Jr.
Title: Chief Executive Officer



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

CERTIFICATE OF CONVERSION - Ch. 180

LEISURE SYSTEMS, INC.

Received Date: 12/22/2021

Filed Date: 12/22/2021

Filing Fee: \$150.00

Expedited Fee: \$500.00

Total Fee: \$650.00

Entity ID#: R024711

Converts DOM 180 to UNL FGN