

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM778147

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2022		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
American Adjustables, LLC		12/31/2022	Limited Liability Company: TENNESSEE
RECEIVING PARTY DATA			
Name:	Southerland, Inc.		
Street Address:	1973 Southerland Drive		
City:	Nashville		
State/Country:	TENNESSEE		
Postal Code:	37207		
Entity Type:	Corporation: TENNESSEE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4919775	AMERICAN ADJUSTABLES	
CORRESPONDENCE DATA			
Fax Number:			
<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:	901-526-2000		
Email:	trademarks@bakerdonelson.com		
Correspondent Name:	Baker, Donelson, Bearman, Caldwell		
Address Line 1:	165 Madison Avenue		
Address Line 2:	Suite 200		
Address Line 4:	Memphis, TENNESSEE 38103		
NAME OF SUBMITTER:	Shawn D. Sentilles		
SIGNATURE:	/Shawn D. Sentilles/		
DATE SIGNED:	01/03/2023		
Total Attachments: 7			
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STATE OF TENNESSEE
ARTICLES OF MERGER
of
AMERICAN ADJUSTABLES, LLC
into
SOUTHERLAND, INC.

The undersigned, on behalf of the entities named herein, pursuant to Section 48-21-107 of the Tennessee Business Corporation Act (the "TBCA"), state the following:


1. In accordance with the Plan of Merger attached hereto as Exhibit A (the "Plan"), American Adjustables, LLC, a Tennessee limited liability company ("AA"), is merging with and into Southerland, Inc., a Tennessee corporation ("Southerland").
2. In accordance with the Plan, the merger is to be effective as of 11:59 p.m. Central Time on December 31, 2022.
3. Pursuant to Section 48-21-105(c) of the TBCA, no Southerland shareholder vote is required to approve the merger, and no AA member or other approval is required to approve the merger, as Southerland, the sole member of AA, will be the surviving entity of the merger.
4. The board of directors of Southerland adopted the Plan on December 28, 2022.

[SIGNATURE PAGE FOLLOWS]

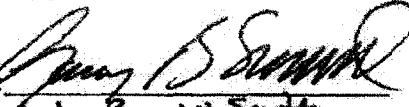
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IN WITNESS WHEREOF, each of the entities below have caused these articles of merger to be signed by a duly authorized officer as of the date first set forth above.

AMERICAN ADJUSTABLES, LLC

By: 
Name: Gandy D. G. G. G.
Title: SECRETARY

SOUTHERLAND, INC.

By: 
Name: L. Bryan Smith
Title: President & CEO

Signature Page to Articles of Merger

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EXHIBIT A
PLAN OF MERGER

See attached.

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PLAN OF MERGER

December 29, 2022

This Plan of Merger (this "Plan") has been prepared in accordance with Section 48-21-105(b) of the Tennessee Business Corporation Act (the "TBCA") to merge American Adjustables, LLC, a Tennessee limited liability Company ("AA"), with and into Southerland, Inc., a Tennessee corporation ("Southerland").

1. Parent Corporation. Southerland is the sole member of AA.
2. Merger. In accordance with the provisions of this Plan and the TBCA, AA shall be merged with and into Southerland (the "Merger"), the separate existence of AA shall cease, and Southerland shall survive the Merger. Southerland is sometimes referred to herein as the "Surviving Entity."
3. Effect of the Merger. On the effective date of the Merger, all of the property (both real and personal), rights, privileges, franchises, patents, trademarks, copyrights, licenses, registrations and other assets of every kind and description of AA shall vest in Southerland, as the Surviving Entity, without further act or deed, and all property (both real and personal), rights and every other interest of AA shall become the property of Southerland as the Surviving Entity. At any time after the effective date of the Merger, Southerland shall have the power and authority to take any action in the name and on behalf of AA in order to carry out and effectuate the transactions contemplated by this Plan, including, without limitation, the execution and delivery of any and all documents, deeds, and instruments necessary or desirable to vest in Southerland record title and possession of the assets of AA.
4. Manner of Conversion of Shares. On the effective date of the Merger, all membership interests of AA issued and outstanding immediately prior to the effective date of the Merger shall be cancelled; all of the outstanding common stock of Southerland shall remain outstanding as the common stock of the Surviving Entity and shall not be affected by the Merger.
4. Abandonment. At any time before the filing date of the Merger, this Plan may be terminated, and the Merger may be abandoned for any reason whatsoever by the board of directors of Southerland.
5. Governing Documents. Each of the charter and bylaws, as each may have been amended or restated, of Southerland as in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the charter and bylaws, respectively, of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law.
6. Board of Directors and Officers. The directors and officers of Southerland immediately prior to the effective date of the Merger shall continue as the board of directors and officers of the Surviving Entity until their resignation, until their successors have been duly appointed, or until the time provided by law or the charter or bylaws of the Surviving Entity.

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7. Effective Date. The Merger shall become effective at 11:59 p.m. Central Time on December 31, 2022.

8. Governing Law. This Plan shall in all respects be construed, interpreted, and enforced in accordance with the laws of the State of Tennessee, without reference to conflicts of laws principles.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned executes this Plan as of date first set forth above.

SOUTHERLAND, INC.

By: 
Name: L. Bryan Smith
Title: President & CEO

Signature Page to Plan of Merger

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