

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM813267

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
QUALI TECH, INC		05/25/2023	Corporation:
RECEIVING PARTY DATA			
Name:	QUALI TECH, LLC		
Street Address:	318 Lake Hazeltine Drive		
City:	Chaska		
State/Country:	MINNESOTA		
Postal Code:	55318		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 20			
Property Type	Number	Word Mark	
Registration Number:	3865535	POLYTRANSPORT	
Registration Number:	4224395	QUALITECH	
Registration Number:	4224336	QUALITECH	
Registration Number:	2497320	PEPR	
Registration Number:	1905797	FLAVOR ISLANDS	
Registration Number:	1656967	FLAV-R-GRAIN	
Registration Number:	1386201	FEEDBUDS	
Registration Number:	1386515	QUALITECH	
Registration Number:	4412249	ANEVIS	
Registration Number:	5211769	SQM	
Registration Number:	5558274	SQM PROTECTED MINERALS	
Registration Number:	5205086	QMIN	
Registration Number:	5536389	DURA-C	
Registration Number:	5361089	TRACETRAX	
Registration Number:	5421130	SEASON-ETTES	
Registration Number:	5692689	N-GAIN	
Registration Number:	5813220	ACTIBOOST	
Registration Number:	5968911	CITRIBOOST	
Registration Number:	6223257	Q-BIO	

OP \$515.00 3865535

Property Type	Number	Word Mark
Registration Number:	6593550	QORTEX

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: (651) 426-2400
Email: AmandaE@SherrillLaw.com
Correspondent Name: Amanda Esboldt
Address Line 1: 4756 BANNING AVENUE
Address Line 2: SUITE 212
Address Line 4: WHITE BEAR LAKE, MINNESOTA 55110

NAME OF SUBMITTER:	Michael Sherrill
SIGNATURE:	/M. Sherrill/
DATE SIGNED:	05/26/2023

Total Attachments: 14

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "QUALI TECH,
LLC" FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MAY, A.D.
2023, AT 11:54 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

7446535 8100F
SR# 20232380727

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203424443
Date: 05-25-23

TRADEMARK
REEL: 008084 FRAME: 0982

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF LIMITED LIABILITY COMPANY

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is Quali Tech, LLC
2. The Registered Office of the limited liability company in the State of Delaware is located at 4001 Kennett Pike, Suite 302 (street), in the City of Wilmington, Zip Code 19807. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is Maples Fiduciary Services (Delaware) Inc.

DocuSigned by:
Michael Hodgens
By: 023DA88C86E4CB
Authorized Person

Name: Michael Hodgens
Print or Type

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A MINNESOTA CORPORATION UNDER THE NAME OF "QUALI TECH, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "QUALI TECH, INC." TO "QUALI TECH, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MAY, A.D. 2023, AT 11:54 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

7446535 8100F
SR# 20232380727

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203424443
Date: 05-25-23

TRADEMARK
REEL: 008084 FRAME: 0984

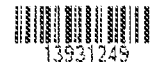
STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY
COMPANY ACT

- 1.) The jurisdiction where the Corporation first formed is Minnesota.
- 2.) The jurisdiction immediately prior to filing this Certificate is Minnesota.
- 3.) The date the corporation first formed is March 1, 1967.
- 4.) The name of the Corporation immediately prior to filing this Certificate is Quali Tech, Inc.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Quali Tech, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
25th day of May, A.D. 2023.

DocuSigned by:
Michael Hodgens
By: Michael Hodgens
Authorized Person

Name: Michael Hodgens
Print or Type



Office of the Minnesota Secretary of State Articles of Conversion

Minnesota Statutes, Chapter 302A



Read the instruction before completing this form. This form is intended merely as a guide for filing and is not intended to cover all situations.

Filing Fee: \$55 for expedited service in-person, \$35 if submitted by mail

The following type of organization is being converted into another organization and was approved as required by Chapter 302A.

1. Check the appropriate box for this conversion filing:

- Business Corporation (Domestic) governed under Chapter 302A converting to a Limited Liability Company (Domestic) under Chapter 322C.
- Business Corporation (Domestic) governed under Chapter 302A converting to a Limited Liability Company (Foreign).
- Business Corporation (Domestic) governed under Chapter 302A to a Business Corporation (Foreign).
- Business Corporation (Domestic) governed under Chapter 302A converting to a Limited Partnership (Domestic).
- Business Corporation (Domestic) governed under Chapter 302A converting to a Limited Partnership (Foreign).
- Business Corporation (Domestic) governed under Chapter 302A converting to a Limited Liability Partnership (Domestic).
- Business Corporation (Domestic) governed under Chapter 302A converting to a Limited Liability Partnership (Foreign).
- Business Corporation (Domestic) governed under Chapter 302A converting to a Cooperative (Domestic).
- Business Corporation (Domestic) governed under Chapter 302A converting to a Cooperative (Foreign).
- Business Corporation (Domestic) governed under Chapter 302A converting to a Cooperative Association.

2. Name of Organization before the Conversion is: (Required)

Quali Tech, Inc.

3. File Number of the Organization before the Conversion: 1L-770

4. Home Jurisdiction of Organization before the Conversion is: (Required) Minnesota

5. Name of the Organization after the Conversion shall be: (Required)

Quali Tech, LLC

6. Home Jurisdiction of Organization after the Conversion shall be: (Required) Delaware

7. The time the Conversion is effective under the governing statute of the Converted Organization is:
upon filing

Office of the Minnesota Secretary of State
Articles of Conversion
Minnesota Statutes, Chapter 302A



8. If the converted organization is a domestic organization, the plan of conversion was approved under Section 322C.1007. If the converted organization is a foreign organization, the conversion was approved as required by the governing statute of the converted organization.

9. The Terms and Conditions of the Proposed Conversion are:
An additional sheet may be attached for additional Terms and Conditions

See attached Exhibit A - Plan of Conversion

If no Terms and Conditions are listed, the undersigned personally certifies that there are no Terms and Conditions

10. A Converted Organization that is a foreign organization and not authorized to transact business in this state appoints the secretary of state as its agent for service of process for purposes of enforcing a debt, obligation, or other liability under this subdivision. The street address of an office that the secretary of state may use for the purposes of section 302A 691, subd. 3.

318 Lake Hazeltine Dr., Chaska, MN 55318

11. If the converted organization is a domestic organization, include a copy of the Articles of Incorporation or Articles of Organization. (Required)

If the converted organization is a Limited Liability Partnership or a foreign entity, a separate qualification and applicable fee is required.

12. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Handwritten signature of Michael Hodgins in black ink.

Authorized Signature of Individual on Behalf of the Converting Company or Authorized Agent (Required)

Office of the Minnesota Secretary of State

Articles of Conversion

Minnesota Statutes, Chapter 302A



Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices

MikeH@QualiTechCo.com

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List the name and daytime phone number of a person who can be contacted about this form

Eric Bielefeldt, 561-804-4434

Contact Name and Phone Number

Entities that own, lease or have any financial interest in agricultural land or land capable of being farmed must registered with the Minnesota Department of Agriculture's Corporate Farm Program.

EXHIBIT A

See attached.

**PLAN OF CONVERSION
OF
QUALITECH, INC.,
(a Minnesota corporation)
TO
QUALITECH, LLC.
(a Delaware limited liability company)**

THIS PLAN OF CONVERSION, dated as May 25, 2023 (this "Plan"), is hereby adopted by Quali Tech, Inc., a Minnesota corporation (the "Company"), in order to set forth the terms, conditions and procedures governing the conversion of the Company from a Minnesota corporation to a Delaware limited liability company pursuant to Sections 302A.682 through 302A.692 of the Minnesota Business Corporation Act, as amended (the "BCA") and Section 18-214 of the Delaware Limited Liability Company Act, as amended (the "DLLCA").

RECITALS

WHEREAS, the Company is a corporation established and existing under the laws of the State of Minnesota;

WHEREAS, pursuant to that certain Contribution and Reorganization Agreement, dated May 23, 2023 (the "Contribution Agreement"), by and among the Company, FourBros Inc., a Minnesota corporation (the "HoldCo"), and all of the shareholders of the Company, all of the issued and outstanding shares of capital stock of the Company were previously contributed to HoldCo in order to give effect to the "Type F Reorganization" as contemplated and described in the Contribution Agreement, and, in connection therewith, the Company is adopting this Plan in order to effectuate the "Conversion" as contemplated and described in the Contribution Agreement;

WHEREAS, conversion of a Minnesota corporation into a Delaware limited liability company is permitted under Sections 302A.682 through 302A.692 of the BCA and Section 18-214 of the DLLCA;

WHEREAS, the Board of Directors of the Company (the "Board") has determined it to be advisable and in the best interests of the Company and HoldCo, to convert the Company from a Minnesota corporation into a Delaware limited liability company pursuant to Sections 302A.682 through 302A.692 of the BCA and Section 18-214 of the DLLCA; and

WHEREAS, the Board has authorized, approved and adopted the form, terms and provisions of this Plan and submitted this Plan to the HoldCo, as the sole shareholder of the Company (in such capacity, the "Sole Shareholder"), for approval, and the Sole Shareholder has approved this Plan.

NOW, THEREFORE, the Company hereby adopts this Plan as follows:

I. Conversion; Effect of Conversion.

(a) At the Effective Time (as defined in Section 3 below), the Company shall be converted from a Minnesota corporation to a Delaware limited liability company pursuant to Section 302A.682 of the BCA and Section 18-214 of the DLLCA (the "Conversion"), and the Company, as converted to a Delaware limited liability company (the "Converted Company"), shall thereafter be subject to all of the provisions of the DLLCA.

(b) At the Effective Time, by virtue of the Conversion and without any further action on the part of the Company or the Sole Shareholder, the Converted Company shall, for all purposes of the laws of the State of Delaware and the State of Minnesota, be deemed to be the same entity as the Company continuing without interruption. At the Effective Time, by virtue of the Conversion and without any further action on the part of the Company or the Sole Shareholder for all purposes of the laws of the State of Delaware, all of the rights, privileges and powers of the Company, and all property, real, personal and mixed, and all debts due to the Company, as well as all other things and causes of action belonging to the Company, shall remain vested in the Converted Company and shall be the property of the Converted Company and the title to any real property vested by deed or otherwise in the Company shall not revert or be in any way impaired by reason of the Conversion; but all rights of creditors and all liens upon any property of the Company shall be preserved unimpaired, and all debts, liabilities and duties of the Company shall remain attached to the Converted Company at the Effective Time, and may be enforced against the Converted Company to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by the Converted Company in its capacity as a limited liability company of the State of Delaware. The rights, privileges, powers and interests in property of the Company, as well as the debts, liabilities and duties of the Company, shall not be deemed, as a consequence of the Conversion, to have been transferred to the Converted Company at the Effective Time for any purpose of the laws of the State of Delaware.

(c) The Conversion shall not be deemed a dissolution of the Company and shall constitute a continuation of the existence of the Company without interruption in the form of a Delaware limited liability company. The Converted Company is the same entity as the Company. The Conversion shall not be deemed to affect any obligations or liabilities of the Company incurred prior to the Conversion or the personal liability of any person incurred prior to the Conversion.

2. Filings. As promptly as practicable following the date hereof, the Company shall cause the Conversion to be effective by:

(a) executing and filing (or causing to be executed and filed) Articles of Conversion pursuant to Section 302A.686 of the BCA in a form reasonably acceptable to any officer of the Company (the "MN Articles of Conversion") with the Secretary of State of the State of Minnesota; and

(b) executing and filing (or causing to be executed and filed) a Certificate of Conversion pursuant to Section 18-214 of the DLLCA in a form reasonably acceptable to any officer of the Company (the "DE Certificate of Conversion") with the Secretary of State of the State of Delaware.

(c) executing, acknowledging and filing (or causing to be executed, acknowledged and filed) a Certificate of Formation of Quali Tech, LLC, substantially in the form

attached as Exhibit A hereto (the "Certificate of Formation") with the Secretary of State of the State of Delaware, such filing to be made concurrently with the filing of the DE Certificate of Conversion.

3. Effective Time. The Conversion shall become effective on May 25, 2023, following the filing and effectiveness of the DE Certificate of Conversion and the Certificate of Formation with the Secretary of State of the State of Delaware (the time of the effectiveness of the Conversion, the "Effective Time").

4. Effect of Conversion on Common Stock. Upon the terms and subject to the conditions of this Plan, at the Effective Time, by virtue of the Conversion and without any further action on the part of the Company or the Sole Shareholder, all shares of issued and outstanding (i) Class A Common Stock of the Company (the "Class A Common Stock") and (ii) Class B Common Stock of the Company (the "Class B Common Stock," and together with the Class A Common Stock, collectively, the "Company Common Stock") shall be converted into, in the aggregate, 100% of the limited liability company interests of the Converted Company, all of which will be owned by HoldCo, as the sole member of the Converted Company (in such capacity, the "Sole Member"). Following the Effective Time, all Company Common Stock shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and the holder of Company Common Stock immediately prior to the Effective Time shall cease to have any rights with respect thereto.

5. Effect of Conversion on Stock Certificates. Upon the terms and subject to the conditions of this Plan, at the Effective Time, all of the outstanding certificates (if any) that immediately prior to the Effective Time represented shares of Company Common Stock immediately prior to the Effective Time shall be cancelled without any further action on the part of the Company, the Converted Company or HoldCo.

6. Effect of Conversion on Employee Benefits. Upon the terms and subject to the conditions of this Plan, at the Effective Time, by virtue of the Conversion and without any further action on the part of the Company or the Sole Shareholder, each employee benefit plan, incentive compensation plan or other similar plan to which the Company is a party shall continue to be a plan of the Converted Company.

7. Filings, Licenses, Permits, Titled Property, Etc. As necessary, following the Effective Time, the Converted Company shall apply for new qualifications to conduct business (including as a foreign corporation), licenses, permits and similar authorizations on its behalf and in its own name in connection with the Conversion and to reflect the fact that it is a limited liability company duly formed and validly existing under the laws of the State of Delaware. As required or appropriate, following the Effective Time, all real, personal or intangible property of the Company which was titled or registered in the name of the Company shall be re-titled or re-registered, as applicable, in the name of the Converted Company by appropriate filings or notices to the appropriate party (including, without limitation, any applicable governmental agencies).

8. Further Assurances. If, at any time after the Effective Time, the Converted Company shall determine or be advised that any deeds, bills of sale, assignments, agreements, documents or assurances or any other acts or things are necessary, desirable or proper, consistent

with the terms of this Plan, (a) to vest, perfect or confirm, of record or otherwise, in the Converted Company its right, title or interest in, to or under any of the rights, privileges, immunities, powers, purposes, franchises, properties or assets of the Company, or (b) to otherwise carry out the purposes of this Plan, the Converted Company, its officers and the Sole Member and designees of the officers and the Sole Member, are hereby authorized to solicit in the name of the Converted Company any third-party consents or other documents required to be delivered by any third-party, to execute and deliver, in the name and on behalf of the Converted Company all such deeds, bills of sale, assignments, agreements, documents and assurances and do, in the name and on behalf of the Converted Company, all such other acts and things necessary, desirable or proper to vest, perfect or confirm its right, title or interest in, to or under any of the rights, privileges, immunities, powers, purposes, franchises, properties or assets of the Company and otherwise to carry out the purposes of this Plan.

9. Effect of Conversion on Directors and Officers. The members of Board and the officers of the Company immediately prior to the Effective Time shall cease in office following the Effective Time, and thereafter the Converted Company shall be managed by the Sole Member, as a single member, member-managed limited liability company. The officers of the Company immediately prior to the Effective Time shall be the officers of the Converted Company until the expiration of their respective terms of office and until their successors have been duly elected and qualified, or until their earlier death, resignation or removal.

10. LLC Agreement. To the fullest extent permitted by law, at the Effective Time, the limited liability company agreement of the Converted Company shall be substantially in the form set forth on Exhibit B hereto (the "LLC Agreement"), and the Sole Member shall approve and ratify the LLC Agreement as promptly as practicable following the Effective Time.

11. Implementation and Interpretation, Termination and Amendment. This Plan shall be implemented and interpreted, prior to the Effective Time, by the Board and, upon the Effective Time, by the Sole Member, (a) each of which shall have full power and authority to delegate and assign any matters covered hereunder to any other party(ies), including, without limitation, any officers of the Company or the Converted Company, as the case may be, and (b) the interpretations and decisions of which shall be final, binding, and conclusive on all parties.

12. Amendment. This Plan may be amended or modified by the Board at any time prior to the Effective Time, provided that such an amendment shall not alter or change (a) the limited liability company interests to be received hereunder by the Sole Shareholder, (b) any term of the Certificate of Formation or the LLC Agreement, or (c) any of the terms and conditions of this Plan if such alteration or change would adversely affect the Sole Shareholder.

13. Termination or Deferral. At any time prior to the Effective Time, this Plan may be terminated and the Conversion may be abandoned, notwithstanding the approval of this Plan by the Sole Shareholder, by action of the Board for any reason if, in the opinion of the Board, such action would be in the best interests of the Company and the Sole Shareholder. In the event of termination of this Plan, this Plan shall become void and of no effect and there shall be no liability on the part of the Company, the Board or the Sole Shareholder, with respect thereto. In addition, at any time prior to the Effective Time, the consummation of the Conversion may be deferred for

a reasonable period of time if, in the opinion of the Board, such action would be in the best interests of the Company and the Sole Shareholder.

14. Third Party Beneficiaries. This Plan shall not confer any rights or remedies upon any person other than as expressly provided herein.

15. Severability. Whenever possible, each provision of this Plan will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Plan is held to be prohibited by or invalid under applicable law, such provision will be ineffective only to the extent of such prohibition or invalidity, without invalidating the remainder of this Plan.

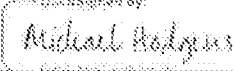
16. Governing Law. This Plan shall be construed in accordance with and governed by the law of the State of Delaware, without regard to the conflict of laws provisions thereof, except to the extent that the BCA is mandatorily applicable to the Company or the Conversion.

17. Copy of Plan of Conversion. After the Effective Time, a copy of this Plan will be kept on file at the offices of the Converted Company, and any member of the Converted Company (or former shareholder of the Company) may request a copy of this Plan at no charge at any time.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Plan of Conversion to be duly executed in its name as of the date first above written.

QUALI TECH, INC.,
a Minnesota corporation

By: 
Name: Michael Hodgins
Title: Chief Executive Officer

[Signature Page to Plan of Conversion]

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