

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM820869

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Compass Enterprises, Inc.		04/05/2022	Corporation: VIRGINIA
RECEIVING PARTY DATA			
Name:	Compass Enterprises, LLC		
Street Address:	5040 Sadler Place		
Internal Address:	Suite 100		
City:	Glen Allen		
State/Country:	VIRGINIA		
Postal Code:	23060		
Entity Type:	Limited Liability Company: VIRGINIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2471988	LEARNING IS A JOURNEY	
Registration Number:	2296902	THE COMPASS SCHOOL	
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:	14155911000		
Email:	TrademarksCH@winston.com		
Correspondent Name:	Becky L. Troutman, Winston & Strawn LLP		
Address Line 1:	101 California Street		
Address Line 4:	San Francisco, CALIFORNIA 94111		
NAME OF SUBMITTER:	Becky L. Troutman		
SIGNATURE:	/Becky L. Troutman/ mp		
DATE SIGNED:	06/29/2023		
Total Attachments: 9			
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**ARTICLES OF ENTITY CONVERSION
OF
COMPASS ENTERPRISES, INC.**

The undersigned, on behalf of the corporation named below, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, hereby executes the following Articles of Entity Conversion and sets forth:

ARTICLE ONE

The name of the corporation immediately prior to the filing of these Articles of Entity Conversion is "Compass Enterprises, Inc." (the "Corporation"). The Corporation shall convert to a Virginia limited liability company and its name shall be "Compass Enterprises, LLC."

ARTICLE TWO

The Corporation was originally incorporated on March 13, 1996 as a Virginia corporation with the name "Childcare Services, Inc." The Corporation changed its name to "Compass Enterprises, Inc." by Articles of Amendment to the Articles of Incorporation, effective May 1, 1998.

ARTICLE THREE

- A. The plan of entity conversion is attached hereto as Exhibit A.
- B. The full text of the articles of organization of the surviving company as they will be in effect immediately after consummation of the conversion is attached to the plan of entity conversion.

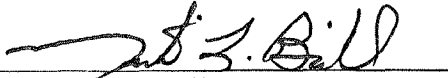
ARTICLE FOUR

The plan of entity conversion was adopted by the written consent of the Board of Directors of the Corporation, effective as of April 4, 2022, and submitted to the sole shareholder of the Corporation for approval. The plan of entity conversion was adopted and approved by the written consent of the sole shareholder of the Corporation, effective as of April 4, 2022.

[SIGNATURE PAGE TO FOLLOW]

SIGNATURE PAGE TO ARTICLES OF ENTITY CONVERSION

Executed in the name of Compass Enterprises, Inc. by:



By: Martin L. Brill
Title: President and CEO

April 5, 2022
Effective Date

Confidential
eabebe@winston.com
2023-06-13 15:12:18 +0000

EXHIBIT A

Plan of Entity Conversion

(See Attached)

Confidential
eabebe@winston.com
2023-06-13 15:12:18 +0000

PLAN OF ENTITY CONVERSION

PLAN OF ENTITY CONVERSION, dated as of April 5, 2022 (“Plan of Entity Conversion”) for Compass Enterprises, Inc., a Virginia corporation (the “Corporation”).

1. Effective Date. Pursuant to the provisions of this Plan of Entity Conversion, the Virginia Stock Corporation Act and the Virginia Limited Liability Company Act, the Corporation will be converted (the “Conversion”) into Compass Enterprises, LLC, a Virginia limited liability company (the “Company”). The Conversion shall become effective upon the filing of properly executed Articles of Entity Conversion (the “Articles of Entity Conversion”) with the State Corporation Commission of the Commonwealth of Virginia (the “SCC”) pursuant to Section 13.1-722.12 of the Virginia Stock Corporation Act, and the subsequent issuance of a certificate of conversion (the “Certificate of Conversion”) by the SCC. As used in this Plan of Entity Conversion, the term “Effective Date” shall mean the date upon which the Certificate of Conversion is issued.

2. Effect of the Conversion. From and after the Effective Date, the Articles of Organization attached hereto as Exhibit A shall be the Company’s Articles of Organization until amended or repealed in the manner provided by law. The sole shareholder of the Corporation is Compass Holdings, Inc., a Virginia corporation (“Holdings”), which shall be entitled to all rights provided in this Plan of Entity Conversion.

3. Conversion of Securities. As a result of the Conversion all shares of common stock of the Corporation will be converted into membership interests in the Company, and Holdings will become the sole member of the Company.

4. Transfer of Assets and Liabilities. On the Effective Date, all assets and property then owned by the Corporation shall immediately by operation of law and without any conveyance, transfer or further action become the property of the Company. The Company shall be deemed to be a continuation of the Corporation, and shall succeed to the rights and obligations of the Corporation and the duties and liabilities connected therewith.

5. Governing Law. This Plan of Entity Conversion shall be governed in all respects, including validity, interpretation and effect, under the laws of the Commonwealth of Virginia.

[SIGNATURE PAGE TO FOLLOW]

SIGNATURE PAGE TO PLAN OF ENTITY CONVERSION

Executed in the name of Compass Enterprises, Inc. by:



By: Martin L. Brill
Title: President and CEO

April 5, 2022
Effective Date

Confidential
eabebe@winston.com
2023-06-13 15:12:18 +0000

EXHIBIT A

Articles of Organization

(See Attached)

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2023-06-13 15:12:18 +0000

**ARTICLES OF ORGANIZATION
OF
COMPASS ENTERPRISES, LLC**

The undersigned, desiring to form a limited liability company under the provisions of Chapter 12 of Title 13.1 of the Code of Virginia of 1950, as amended, hereby sets forth the following:

**Article I.
Name.**

The name of the Limited Liability Company is **COMPASS ENTERPRISES, LLC**.

**Article II.
Registered Office and Agent.**

The post office address of the initial registered office of the Limited Liability Company is located within the City of Richmond at 1021 East Cary Street, Suite 1700, Richmond, Virginia 23219. The initial registered agent is John C. Selbach, whose business address is 1021 East Cary Street, Suite 1700, Richmond, Virginia 23219, the same as the post office address of the initial registered office, and who is a resident of Virginia and a member of the Virginia State Bar.

**Article III.
Principal Office.**

The principal office of the Limited Liability Company is located at 3520-A Mayland Court, Richmond, Virginia 23233.

**Article IV.
Management.**

The Limited Liability Company shall be managed by one or more Managers, whose identities and terms of office shall be set forth in the written Operating Agreement of the Limited Liability Company.

**Article V.
Written Operating Agreement.**

Any operating agreement entered into by the members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

Dated: April 5, 2022

John C. Selbach
By: John C. Selbach, Organizer

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eabebe@winston.com
2023-06-13 15:12:18 +0000

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, APRIL 5, 2022

The State Corporation Commission has found the accompanying articles of conversion submitted on behalf of

COMPASS ENTERPRISES, INC.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF CONVERSION

be issued and admitted to record with the articles of conversion in the Office of the Clerk of the Commission, effective April 5, 2022.

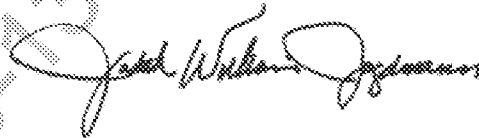
When the certificate becomes effective, COMPASS ENTERPRISES, INC. is deemed to be a limited liability company formed under the laws of this Commonwealth with the name

COMPASS ENTERPRISES, LLC

The limited liability company is granted the authority conferred on it by law in accordance with the articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner