

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM837914

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
New England Machinery, Inc.		06/30/2022	Corporation: FLORIDA
RECEIVING PARTY DATA			
Name:	New England Machinery, Inc.		
Street Address:	1010 East Lake Street		
City:	Villard		
State/Country:	MINNESOTA		
Postal Code:	56385		
Entity Type:	Corporation: MINNESOTA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	6318494	NEM	
CORRESPONDENCE DATA			
Fax Number:	6126324444		
<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:	6126323375		
Email:	tmdocket@lathropgpm.com		
Correspondent Name:	Lori L. Wiese-Parks		
Address Line 1:	500 IDS Center, 80 South Eighth Street		
Address Line 4:	Minneapolis, MINNESOTA 55402		
NAME OF SUBMITTER:	Cynthia Hefferan, Paralegal		
SIGNATURE:	/Cynthia Hefferan/		
DATE SIGNED:	09/08/2023		
Total Attachments: 9			
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OP \$40.00 6318494

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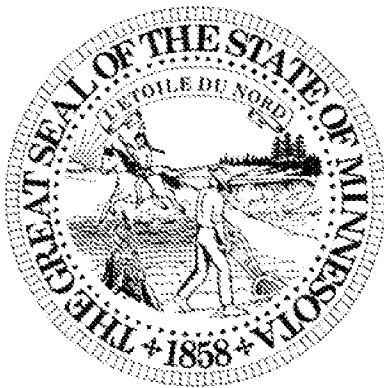
Office of the Minnesota Secretary of State Certification of Record

I, Steve Simon, Secretary of State of Minnesota, do certify that: The filing(s) listed below were filed in the Minnesota computerized/central filing system on the date(s) listed below and that the copies associated with this certification are a true and complete copy of those filings as filed in that system.

Filing(s) filed on:

<u>Filing Date</u>	<u>Filing Type</u>	<u>Filing Number</u>
07/01/2022	Conversion From Other Jurisdiction - Business Corporation (Domestic)	1320289200059

This certificate has been issued on: 07/05/2022



A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State Certificate of Incorporation

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

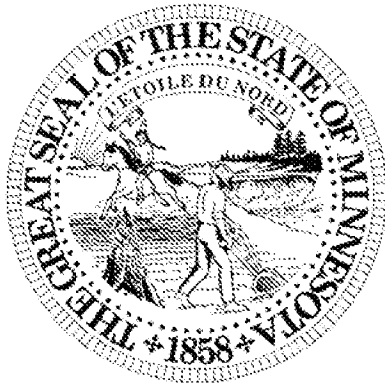
The business entity is now legally registered under the laws of Minnesota.

Name: New England Machinery, Inc.

File Number: 1320289200059

Minnesota Statutes, Chapter: 302A

This certificate has been issued on: 07/01/2022



A handwritten signature in black ink that reads "Steve Simon". The signature is written in a cursive style.

Steve Simon
Secretary of State
State of Minnesota




**ARTICLES OF CONVERSION
OF
NEW ENGLAND MACHINERY, INC., A FLORIDA CORPORATION
INTO
NEW ENGLAND MACHINERY, INC., A MINNESOTA CORPORATION**

Pursuant to the provisions of the Minnesota Business Corporation Act, Minnesota Statutes Chapter 302A, and the Florida Business Corporation Act, Florida Statutes Chapter 607, the following Articles of Conversion are executed as of the date hereinafter set forth:

1. Attached hereto as Exhibit A is a copy of the Plan of Conversion of New England Machinery, Inc., a Florida corporation into New England Machinery, Inc., a Minnesota corporation (the “**Plan**”).
2. Pursuant to the Plan, New England Machinery, Inc., a corporation governed by the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the “**Converting Organization**”), is being converted into New England Machinery, Inc., a Minnesota corporation (the “**Converted Organization**”).
3. The Converted Organization will be governed by Chapter 302A of the Minnesota Statutes.
4. The Plan has been approved as required by Chapter 302A of the Minnesota Statutes and Chapter 607 of the Florida Statutes.
5. The conversion will be effective upon the filing of these Articles of Conversion with the Minnesota Secretary of State.

Dated: June 30, 2022

NEW ENGLAND MACHINERY, INC.

DocuSigned by:

By: _____
Name: Jeffrey Hohn
Its: President and Chief Executive Officer

**PLAN OF CONVERSION
FOR THE CONVERSION OF
NEW ENGLAND MACHINERY, INC, A FLORIDA CORPORATION
INTO
NEW ENGLAND MACHINERY, INC., A MINNESOTA CORPORATION**

This Plan of Conversion (the “**Plan**”), pursuant to the Florida Business Corporation Act and the Minnesota Business Corporation Act, is for the conversion of New England Machinery, Inc., a Florida corporation, into New England Machinery, Inc., a Minnesota corporation (the “**Conversion**”).

1. **Converting Organization.** The name of the converting organization under this Plan is New England Machinery, Inc., a corporation governed by the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the “**Converting Organization**”).
2. **Converted Organization.** The name of the converted organization under this Plan is to be New England Machinery, Inc., a corporation governed by the Minnesota Business Corporation Act, Chapter 302A of the Minnesota Statutes (the “**Converted Organization**”).
3. **Terms and Conditions of Conversion.** The terms and conditions of the Conversion are as follows:
 - (a) **Effective Date.** The effective date of the conversion contemplated hereunder is the time at which the Articles of Conversion are filed with the Florida Secretary of State and the Minnesota Secretary of State (the “**Effective Date**”), on which date the Converting Organization will be converted into the Converted Organization (the “**Conversion**”).
 - (b) **Articles of Incorporation.** The Articles of Incorporation of the Converted Organization, attached hereto as Exhibit A, will be the Articles of Incorporation of the Converted Organization as of the Effective Date.
 - (c) **Directors.** Pursuant to an Action in Writing by the Sole Incorporator substantially in the form attached hereto as Exhibit B, which shall be executed immediately following the filing of the Articles of Incorporation, the initial directors (the “**Board of Directors**”) of the Converted Organization shall be elected.
 - (d) **Bylaws.** As promptly as practical following the filing of the Articles of Incorporation, the Board of Directors shall adopt the Bylaws of the Converted Organization in substantially the form attached hereto as Exhibit C.
 - (e) **Conversion of Shares.**
 - (i) **Converting Organization’s Class A Voting Units.** Each share of Class A voting common stock of the Converting Organization issued and

outstanding at the Effective Date will convert into one (1) share of common stock in the Converted Organization.

(ii) **Converting Organization's Class B Non-Voting Units.** Each share of Class B non-voting common stock of the Converting Organization issued and outstanding at the Effective Date will convert into one (1) share of common stock in the Converted Organization.

(f) **Actions to Give Effect.** Upon adoption and approval of the Plan by the Board of Directors and the shareholders of the Converting Organization, the Articles of Conversion will be executed and delivered to the Secretary of State of the State of Florida and Minnesota for filing as provided by the Florida Business Corporation Act and the Minnesota Business Corporation Act. The Converted Organization will also cause to be performed all necessary acts to effectuate the Conversion.

Exhibit A

Articles of Incorporation

See attached.

**ARTICLES OF INCORPORATION
OF
NEW ENGLAND MACHINERY, INC.**

The undersigned, being of full age and for the purpose of forming a corporation under Minnesota Statutes Chapter 302A, does hereby adopt the following articles of incorporation:

**ARTICLE 1
Name**

The name of this corporation is New England Machinery, Inc.

**ARTICLE 2
Registered Office**

The address of this corporation's registered office in this state is 1010 Lake Street, Villard, MN 56385.

**ARTICLE 3
Authorized Capital**

The total authorized number of shares of this corporation is 400,000 shares, all of which will be shares of common stock with a par value of \$0.00001 per share.

**ARTICLE 4
Incorporator**

The name and address of the sole incorporator of this corporation is Ryan Gerads, Lathrop GPM LLP, 1010 West St. Germain, Suite 500, St. Cloud, MN 56301.

**ARTICLE 5
Cumulative Voting Prohibition**

Shareholders will have no rights of cumulative voting.

**ARTICLE 6
Preemptive Rights Prohibition**

Shareholders will have no statutory preemptive rights.

**ARTICLE 7
Dissenters' Rights Prohibition**

A shareholder's right to dissent from or obtain payment for the fair value of the shareholder's shares are limited to the fullest extent permitted by Minnesota law. Pursuant to Minnesota Statutes Section 302A.471, subdivision 1(a) (or similar provisions of future law), a shareholder will have no right to dissent from, and obtain payment for the fair value of the shareholder's shares in the event of, an amendment of the articles that materially and adversely affects the rights or preferences of the shares of the dissenting shareholder in that it: (1) alters or abolishes a preferential right of the shares; (2) creates, alters, or abolishes a right in respect of the redemption of the shares, including a provision respecting a sinking fund for the redemption or repurchase of the shares; (3) alters or abolishes a preemptive right of the holder of the shares to

acquire shares, securities other than shares, or rights to purchase shares or securities other than shares; or (4) excludes or limits the right of a shareholder to vote on a matter or to cumulate votes.

ARTICLE 8

Directors Action by Written Consent

Any action required or permitted to be taken at a meeting of the board of directors may be taken by written action signed, or consented to by authenticated electronic communication, by all of the directors then in office, unless the action is one which need not be approved by the shareholders, in which case such action will be effective if signed by, or consented to by authenticated electronic communication, the number of directors that would be required to take the same action at a meeting at which all directors were present.

ARTICLE 9

Shareholders Action by Written Consent

Any action required or permitted to be taken at a meeting of the shareholders may be taken by written action signed, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting at which all shareholders entitled to vote were present.


ARTICLE 10

Limitation of Director Liability

No director of this corporation will be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty by such director, except to the extent expressly required by Minnesota law. Any repeal or modification of this Article 10 by the shareholders of the corporation will be prospective only and will not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

* * *

Dated: June 30, 2022



Ryan Gerads, Incorporator



Work Item 1320289200059
Original File Number 1320289200059

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
07/01/2022 11:59 PM

Steve Simon

Steve Simon
Secretary of State