

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Olukai, Inc.		12/04/2011	CORPORATION: OREGON
RECEIVING PARTY DATA			
Name:	Olukai, LLC		
Street Address:	8955 Research Drive		
City:	Irvine		
State/Country:	CALIFORNIA		
Postal Code:	92618-4237		
Entity Type:	LIMITED LIABILITY COMPANY: OREGON		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85464158	FIT BY NATURE, CRAFTED BY HAND.	
CORRESPONDENCE DATA			
Fax Number:	5037782200		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	503.778.2031		
Email:	trademarks@lanepowell.com		
Correspondent Name:	Renee Peck		
Address Line 1:	601 SW Second Avenue		
Address Line 2:	Suite 2100		
Address Line 4:	Portland, OREGON 97204		
ATTORNEY DOCKET NUMBER:	709113.10		
NAME OF SUBMITTER:	Renee Peck		
Signature:	/Renee B. Peck/		

Date:

05/17/2012

Total Attachments: 4

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Registry Number: 269036-90

ARTICLES OF CONVERSION
OF
OLUKAI, INC.
INTO
OLUKAI, LLC

FILED
DEC 05 2011
OREGON
SECRETARY OF STATE

To: SECRETARY OF STATE
STATE OF OREGON

Pursuant to ORS 60.476, the business entity named below submits the following Articles of Conversion:

- i) Prior to conversion, the business entity was named OluKai, Inc. and was a corporation incorporated and existing under Chapter 60 of the Oregon Revised Statutes.
- ii) After the conversion, the business entity is named OluKai, LLC, and is a limited liability company formed and existing under Chapter 63 of the Oregon Revised Statutes.
- iii) The Plan of Conversion is attached hereto as Exhibit A.

OLUKAI, INC.,
AN OREGON CORPORATION

By: 
Scott Davidson

Name of person to contact about this filing:

Scott Davidson
(503) 778-2100

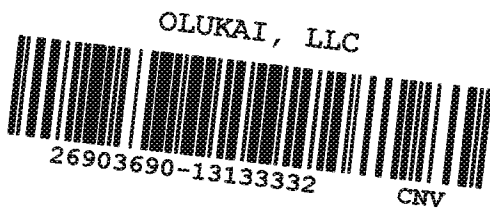


EXHIBIT A

See attached.

PLAN OF CONVERSION

OluKai, Inc., an Oregon corporation

to

OluKai, LLC, an Oregon limited liability company

1. The name and type of business entity prior to the conversion provided for hereby (the "Conversion") are OluKai, Inc., an Oregon corporation (the "Corporation").
2. The name and type of business entity after the Conversion are OluKai, LLC, an Oregon limited liability company (the "LLC").
3. The Corporation shall be converted to the LLC in the Conversion by delivering to the Oregon Secretary of State of Articles of Conversion for filing, together with this Plan of Conversion and the Articles of Organization attached hereto. The Conversion shall occur in accordance with the applicable provisions of the Oregon Business Corporation Act and the Oregon Limited Liability Company Act (the "OLLCA").
4. At the effective time of the Conversion, by virtue of the Conversion and without any action on the part of the Corporation, the LLC or any holder of the Corporation's capital stock: (i) each share of Common Stock, no par value per share, of the Corporation issued and outstanding immediately prior to the effective time of the Conversion shall be converted into and become one duly authorized and validly issued Common Unit of the LLC; (ii) each share of Series A Preferred Stock, no par value per share, of the Corporation issued and outstanding immediately prior to the effective time of the Conversion shall be converted into and become one duly authorized and validly issued Series A Preferred Unit of the LLC; and (iii) each share of Series B Preferred Stock, no par value per share, of the Corporation issued and outstanding immediately prior to the effective time of the Conversion shall be converted into and become one duly authorized and validly issued Series B Preferred Unit of the LLC. The Common Units, Series A Preferred Units, and Series B Preferred Units constitute membership interests under the OLLCA, and their rights, preferences, privileges and restrictions are as set forth in the Operating Agreement (as defined below) and the OLLCA.
5. At the effective time of the Conversion, the LLC will be governed by (i) the Articles of Organization attached to this Plan of Conversion that are filed with this Plan of Conversion to effect the Conversion, and (ii) the Operating Agreement of the LLC entered into by and between the LLC and its members effective as of the effective time of the Conversion (the "Operating Agreement").
6. At the effective time of the Conversion, the name and address of the manager of the LLC will be:

James Harris, 8955 Research Drive, Irvine, CA 92618-4237

7. The Conversion shall be effective at 3:00 p.m., Pacific Time, December 4, 2011.

269036-90

**ARTICLES OF ORGANIZATION OF
OLUKAI, LLC
An Oregon Limited Liability Company**

ARTICLE I

The name of the limited liability company (the "Company") is OluKai, LLC.

ARTICLE II

The Company shall have perpetual existence.

ARTICLE III

The name of the initial registered agent is LPSL Corporate Services, Inc., 601 SW Second Ave., Suite 2100, Portland, Oregon 97204.

ARTICLE IV

The address where the Division may mail notices is 8955 Research Drive, Irvine, CA 92618-4237.

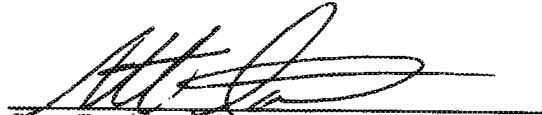
ARTICLE V

The Company shall be managed by a manager or managers.

ARTICLE VI

The name and address of the organizer of the Company are Scott Davidson, 601 SW Second Ave., Suite 2100, Portland, Oregon 97204.

DATED this 4th day of December, 2011.



Scott Davidson, Organizer