

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM411153

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
RESUBMIT DOCUMENT ID:	900387876		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pacific Wood Preserving of Bakersfield, Inc.		11/19/2013	Corporation: NEVADA
RECEIVING PARTY DATA			
Name:	West Coast Wood Preserving, LLC		
Street Address:	668 Tyner Way		
City:	Incline Village		
State/Country:	NEVADA		
Postal Code:	89451		
Entity Type:	Limited Liability Company: NEVADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2401401	PACBOR	
Registration Number:	4417887	PACPRO-X	
CORRESPONDENCE DATA			
Fax Number:	2486410270		
<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:	2486411600		
Email:	jsachs@hdp.com		
Correspondent Name:	Jessica S. Sachs		
Address Line 1:	Harness, Dickey & Pierce, P.L.C.		
Address Line 2:	5445 Corporate Drive, Suite 200		
Address Line 4:	Troy, MICHIGAN 48098		
ATTORNEY DOCKET NUMBER:	3455-200028, 3455-200027		
NAME OF SUBMITTER:	Jessica S. Sachs		
SIGNATURE:	/jss/		
DATE SIGNED:	01/05/2017		
Total Attachments: 14			
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140301*



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4620
(775) 684-5708
Website: www.nvssos.gov

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20130756638-01 Filing Date and Time 11/19/2013 12:00 PM Entity Number C5547-1978
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Articles of Conversion
(PURSUANT TO NRS 92A.205)
Page 1

USE BLACKINK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Conversion
(Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

Pacific Wood Preserving of Bakersfield, Inc.
Name of constituent entity

Nevada
Jurisdiction

Corporation
Entity type*

and

West Coast Wood Preserving, LLC
Name of resulting entity

Nevada
Jurisdiction

Limited Liability Company
Entity type*

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited liability limited partnership, limited liability company or business trust

This form must be accompanied by appropriate fees.

Nevada Secretary of State 62A Conversion Page 1
Revised: 5-31-11



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4820
 (775) 634-5708
 Website: www.nvsos.gov

Articles of Conversion
 (PURSUANT TO NRS 92A.205)
Page 2

USE BLACK INK ONLY. DO NOT HIGHLIGHT

ABOVE BRACE IS FOR OFFICE USE ONLY

4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Att: Drinkwater Law Offices

c/o: 5421 Kietzke Lane, Suite 100
 Reno, NV 89511

5. Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

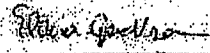
Date: _____ Time: _____

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited liability limited partnership; a manager of each Nevada limited liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited liability partnership (a.k.a. general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Pacific Wood Preserving of Bakersfield, Inc.

Name of constituent entity

X 

Signature

President

Title

Date

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity, and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

FILING FEE: \$350.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 2
 Revised: 8/31/11

AGREEMENT AND PLAN OF LIQUIDATION BY CONVERSION

THIS AGREEMENT AND PLAN OF LIQUIDATION BY CONVERSION (the "*Plan*") provides for the liquidation, solely for federal and applicable state and local income tax purposes, of Pacific Wood Preserving of Bakersfield, Inc., a Nevada corporation (the "*Company*") through conversion of the Company into a Nevada multi-member, manager-managed limited liability company pursuant to Chapter 92A of the Nevada Revised Statutes (the "*Conversion*"). This Plan is adopted in connection with the sale of all or substantially all the assets of the Company's three wholly-owned subsidiaries, Nevada Wood Preserving, Inc., a Nevada corporation, Arizona Pacific Wood Preserving, Inc., an Arizona corporation, Pacific Wood Preserving of Oregon, a Nevada corporation (collectively, the "*Sellers*") to Stella-Jones Corporation, a Delaware corporation ("*Stella-Jones*"), pursuant to that certain Asset Purchase Agreement (the "*Purchase Agreement*"), dated October 7, 2013, by and among Stella-Jones, the Sellers and, for purposes of Section 5.11 and Article VIII of the Purchase Agreement, the Company. The Company and the Company's stockholders (the "*Stockholders*") intend that this Plan constitute a plan of complete liquidation of the Company to which Section 331 of the Internal Revenue Code of 1986, as amended (the "*Code*"), applies.

RECITALS

A. The Board of Directors of the Company (the "*Board*") has adopted this Plan. If the Plan is adopted by the requisite vote of the Company's stockholders, the Plan shall constitute the adopted Plan of the Company, effective as of such time (the "*Effective Date*").

B. Collectively, the Stockholders are the owners and record holders of all the issued and outstanding shares of capital stock of the Company (the "*Shares*") as of the date hereof.

C. The Stockholders desire to convert the Company from a Nevada corporation to a multi-member, manager-managed Nevada limited liability company, which will be classified as a partnership for federal income tax purposes pursuant to Treasury Regulations Section 301.7701-3(b)(1)(i), in accordance with the terms of this Plan and pursuant to the authority granted under the Nevada Revised Statutes (the "*NRS*").

D. It is intended that, for federal and applicable state and local income tax purposes, the transactions contemplated by this Plan shall be treated as (i) a distribution by the Company of all of its assets and liabilities held immediately prior to the Conversion to the Stockholders as part of a liquidation of the Company to which Section 331 of the Internal Revenue Code of 1986, as amended (the "*Code*"), applies, followed by (ii) a contribution by the Stockholders of such assets and liabilities to a newly formed Nevada limited liability company to which Section 721 of the Code applies.

NOW, THEREFORE, the parties hereto in exchange for valuable consideration hereby agree as follows:

1. **The Company.** The Company is a corporation that is duly incorporated, validly existing, and in good standing under the laws of the State of Nevada. The Company is operating pursuant to Articles of Incorporation filed with the Nevada Secretary of State on October 27,

1978 (the "Articles"), and undated Bylaws (the "Bylaws"), and together with the Articles, the "Governing Documents"). The Nevada Secretary of State's file number for the Company is C5547-1978.

2. **Conversion of Sellers; Assignment of Deferred Payment Rights.** No later than one (1) day after the Closing Date (as defined in the Purchase Agreement), the Company will cause each of the Sellers to be converted or merged, as applicable, into a single member limited liability company under the laws of its jurisdiction of incorporation and assign its rights to receive payment under the Purchase Agreement to the Stockholders.

3. **Conversion of Company.** No later than two (2) days after the Closing Date, the Company shall execute and deliver such documents and certificates as may be reasonably required to effect the Conversion. The converted limited liability company (the "Converted Entity") will be organized under the laws of the State of Nevada, including the NRS.

4. **IRS Filing.** Within thirty (30) days after the Effective Date, the Company shall file Form 966 with the Internal Revenue Service, attaching thereto a certified copy of the resolutions of the stockholders adopting this Plan.

5. **Name, Address and Registered Agent of Converted Entity.** On and after the Conversion Date (as defined in Section 8 below), the Converted Entity will operate under the name of "West Coast Wood Preserving, LLC." The mailing and street address of the chief executive office of the Converted Entity will be 668 Tyner Way, Incline Village, NV 89451. The registered agent for service of process on the Converted Entity will be Drinkwater Law Offices, 5421 Kietzke Lane, Suite 100, Reno, NV 89511.

6. **Terms of Conversion.** In order to convert the Company into a limited liability company, other than Shares as to which dissenters' rights have been exercised, as provided in the NRS, if any, all outstanding Shares as of the date of the Conversion shall automatically be converted into membership interests in the Converted Entity, in accordance with each Stockholder's pro rata share of the Shares (the "Membership Interests"). The Membership Interests shall have the rights and obligations set forth in that certain operating agreement of the Converted Entity, dated as of the Conversion Date, by and between the Stockholders and the Company (the "Operating Agreement"), a copy of the form of which is attached hereto as Exhibit A and is hereby incorporated by reference into this Plan.

7. **Continuation of Business; Governing Documents.** The Conversion shall have the effects set forth in Section 92A.250 of the NRS and, from and after the Conversion Date, (a) the business of the Company will continue to be carried on by the Converted Entity; (b) all the rights and property of the Company will be vested in the Converted Entity; and (iii) all debts, liabilities, and obligations of the Company shall be assumed and continue as debts, liabilities, and obligations of the Converted Entity. The holders of the Membership Interests in the Converted Entity will be bound by the terms of the Operating Agreement.

8. **Approval of Plan; Dissenting Stockholders' Procedures.** This Plan has been approved by the written consent of the Board of directors of the Company, and the principal terms of the Plan have been approved by the written consent of the Stockholders, which approval

equaled or exceeded the approval required under Section 92A.120 of the NRS, and the applicable provisions of the Bylaws. The Company shall send notice of the approval of the Conversion to each Stockholder that did not approve the Conversion, if any, within the period specified in the NRS and shall fulfill its obligations under the NRS to each Stockholder who delivers a timely notice to the Company of such Stockholder's decision to require the Company to purchase any dissenting interests owned by such Stockholder in accordance with the procedures in the NRS.

9. **Further Actions; Effective Date of Conversion.** The Company and the Converted Entity shall take all such further actions as may be required to complete the Conversion, including (i) the filing of Articles of Conversion with the Nevada Secretary of State as required under the NRS, a copy of the form of which is attached hereto as Exhibit B and is hereby made a part of this Plan, (ii) the filing of Articles of Organization with the Nevada Secretary of State as required under the NRS, a copy of the form of which is attached hereto as Exhibit C and is hereby made a part of this Plan, and (iii) the execution and delivery of all documents necessary to complete the transactions contemplated herein (including all required filings and notices with state and local authorities) and the transfer of all legal rights and obligations of the Company to the Converted Entity. The Conversion shall be effective on the date that the Articles of Conversion are accepted for filing by the Nevada Secretary of State (the "**Conversion Date**").

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Conversion as of the date first written above.

Company:

Pacific Wood Preserving of Bakersfield, Inc., a Nevada corporation

By: Elaina Jackson

Name: Elaina Jackson
Title: President

Stockholders:

THE JACKSON FAMILY ADMINISTRATIVE TRUST created under the RICHARD F. JACKSON FAMILY TRUST (w/d/t: May 30, 2002), and THE ELAINA E. JACKSON SURVIVOR'S TRUST created under the RICHARD F. JACKSON FAMILY TRUST (w/d/t: May 30, 2002)

By: Elaina E. Jackson

Name: Elaina E. Jackson
Title: Trustee
Date: _____

Alan Jackson
Date: _____

Ryan Jackson
Date: _____

Signature Page to Pacific Wood Preserving of Bakersfield, Inc. Plan of Conversion

TRADEMARK

REEL: 005949 FRAME: 0951

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Conversion as of the date first written above.

Company:

Pacific Wood Preserving of Bakersfield,
Inc., a Nevada corporation

By: _____

Name: Elaina Jackson

Title: President

Stockholders:

THE JACKSON FAMILY
ADMINISTRATIVE TRUST created under
the RICHARD F. JACKSON FAMILY
TRUST (w/d/t: May 30, 2002), and THE
ELAINA E. JACKSON SURVIVOR'S
TRUST created under the RICHARD F.
JACKSON FAMILY TRUST (w/d/t: May
30, 2002)

By: _____

Name: Elaina E. Jackson

Title: Trustee

Date: _____



Alan Jackson

Date: _____

Ryan Jackson

Date: _____

Signature Page to Pacific Wood Preserving of Bakersfield, Inc. Plan of Conversion

TRADEMARK

REEL: 005949 FRAME: 0952

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Conversion as of the date first written above.

Company:

Pacific Wood Preserving of Bakersfield, Inc., a Nevada corporation

By: _____

Name: Elaine Jackson

Title: President

Stockholders:

THE JACKSON FAMILY ADMINISTRATIVE TRUST created under the RICHARD F. JACKSON FAMILY TRUST (w/d/t: May 30, 2002), and THE ELAINA E. JACKSON SURVIVOR'S TRUST created under the RICHARD F. JACKSON FAMILY TRUST (w/d/t: May 30, 2002)

By: _____

Name: Elaine E. Jackson

Title: Trustee

Date: _____

Alan Jackson

Date: _____

Ryan Jackson

Date: _____

Ryan Jackson
11/13/2013

Signature Page to Pacific Wood Preserving of Bakersfield, Inc. Plan of Conversion

TRADEMARK

REEL: 005949 FRAME: 0953

Exhibit A

Form of Operating Agreement

[see attached document]

~~INTENTIONALLY OMITTED~~

Exhibit B
Form of
Articles of Conversion

38020-0016/REGAL28388350.3



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-6708
 Website: www.nvsec.gov



140301

Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page 1

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Articles of Conversion
 (Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

Pacific Wood Preserving of Bakersfield, Inc.
 Name of constituent entity

Nevada
 Jurisdiction

Corporation
 Entity type*

and,

West Coast Wood Preserving, LLC
 Name of resulting entity

Nevada
 Jurisdiction

Limited Liability Company
 Entity type*

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited liability limited partnership, limited liability company or business trust.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 1
 Revised: 6-31-11

TRADEMARK

REEL: 005949 FRAME: 0956



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-6708
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Articles of Conversion
 (PURSUANT TO NRS 92A.205)
Page 2

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn: Drinkwater Law Offices
 c/o: 5421 Kietzke Lane, Suite 100
 Reno, NV 89511

5. Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: _____ Time: _____

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited liability limited partnership; a manager of each Nevada limited liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited liability partnership (a.k.a. general partnership governed by NRS chapter 87).

2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Name of constituent entity

X Signature	Manager Title	Date

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

FILING FEE: \$350.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 2
 Revised: 8-31-11

Exhibit C
Form of
Articles of Organization

38020-0016/LEGAL28388450.3



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 4
 Carson City, Nevada 89701-4520
 (775) 684-6708
 Website: www.nvsos.gov



050104

Articles of Organization Limited-Liability Company (PURSUANT TO NRS CHAPTER 88)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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1. Name of Limited-Liability Company: <small>(must contain approved limited-liability company wording; see instructions)</small>	West Coast Wood Preserving, LLC	Check box if a Series Limited- Liability Company <input type="checkbox"/>	Check box if a Restricted Limited- Liability Company <input type="checkbox"/>
2. Registered Agent for Service of Process: <small>(check only one box)</small>	<input type="checkbox"/> Commercial Registered Agent: _____ <small>Name</small>		
	<input checked="" type="checkbox"/> Noncommercial Registered Agent <small>(name and address below)</small>		
	<input type="checkbox"/> Office or Position with Entity <small>(name and address below)</small>		
	Drinkwater Law Offices <small>Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity</small>		
	5421 Kietzke Lane, Suite 100	Reno	Nevada 89511
	<small>Street Address</small>	<small>City</small>	<small>State Zip Code</small>
	<small>Mailing Address (if different from street address)</small>	<small>City</small>	<small>State Zip Code</small>
3. Dissolution Date: <small>(optional)</small>	Latest date upon which the company is to dissolve (if existence is not perpetual): _____		
4. Management: <small>(required)</small>	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s) <small>(check only one box)</small>		
5. Name and Address of each Manager or Managing Member: <small>(attach additional page if more than 3)</small>	1) <u>Elaina E. Jackson</u> <small>Name</small>		
	<u>568 Tyner Way</u>	<u>Incline Village</u>	<u>NV 89451</u>
	<small>Street Address</small>	<small>City</small>	<small>State Zip Code</small>
	2) _____		
	<small>Name</small>		
	<small>Street Address</small>	<small>City</small>	<small>State Zip Code</small>
	3) _____		
	<small>Name</small>		
	<small>Street Address</small>	<small>City</small>	<small>State Zip Code</small>
6. Effective Date and Time: <small>(optional)</small>	Effective Date: <u>November 19, 2013</u>	Effective Time: _____	
7. Name, Address and Signature of Organizer: <small>(attach additional page if more than 1 organizer)</small>	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 208.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.		
	<u>Elaina E. Jackson</u>	X	
	<small>Name</small>	<small>Organizer Signature</small>	
	<u>568 Tyner Way</u>	<u>Incline Village</u>	<u>NV 89451</u>
	<small>Address</small>	<small>City</small>	<small>State Zip Code</small>
8. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity.		
	X		
	<small>Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity</small>	<small>Date</small>	

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 88 DELC Articles
 Revised: 7-28-15