

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM443931

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
FPV Manuals LLC		02/23/2017	Limited Liability Company: FLORIDA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	FPV Holdings LLC		
<b>Street Address:</b>	1060 Goodrich Avenue		
<b>City:</b>	Sarasota		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	34236		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 10</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5121334	BULLNOSE PROPELLER	
<b>Serial Number:</b>	87206868	BUTTER CUTTER	
<b>Registration Number:</b>	4600657	CLEAN/DIRTY SEPARATION AIRFRAME	
<b>Registration Number:</b>	4641287	GETFPV	
<b>Serial Number:</b>	87206864	LUMENIER	
<b>Registration Number:</b>	4509894	LUMENIER	
<b>Serial Number:</b>	87206866	LUX	
<b>Serial Number:</b>	87368317	POPO	
<b>Serial Number:</b>	87206867	QAV	
<b>Registration Number:</b>	4641017	QAV250	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8132291660		
<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>			
<b>Phone:</b>	813-229-7600		
<b>Email:</b>	ttimmerman@slk-law.com		
<b>Correspondent Name:</b>	SHUMAKER LOOP & KENDRICK, LLP		
<b>Address Line 1:</b>	101 East Kennedy Boulevard		
<b>Address Line 2:</b>	Suite 2800		

OP \$265.00 5121334

**Address Line 4:** Tampa, FLORIDA 33602

**NAME OF SUBMITTER:** J. TODD TIMMERMAN

**SIGNATURE:** /J. Todd Timmerman/

**DATE SIGNED:** 09/21/2017

**Total Attachments: 10**

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 1, 2017

CORPORATION SERVICE COMPANY  
MELISSA ZENDER

Re: Document Number L12000140633

The Articles of Conversion were filed on February 28, 2017 converting FPV MANUALS LLC, a Florida limited liability company, into FPV HOLDINGS LLC A NON QUALIFIED DELAWARE ENTITY.

Should you have any further questions concerning this matter, please feel free to call (850) 245-6051, the Registration Filing Section.

Stacey M Warren  
Regulatory Specialist II  
Division of Corporations

Letter Number: 917A00003926

Account number: I20000000195

Amount charged: 25.00

[www.sunbiz.org](http://www.sunbiz.org)

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** FPV Manuals LLC  
Name of Florida Limited Liability Company

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company into an "Other Business Entity" in accordance with s.605.1045, F.S.

Please return all correspondence concerning this matter to:

Paul Vincenti

\_\_\_\_\_  
Contact Person

Vincenti & Vincenti, P.C.

\_\_\_\_\_  
Firm/Company

61 Broadway, Suite 1310

\_\_\_\_\_  
Address

New York, NY

\_\_\_\_\_  
City, State and Zip Code

paul.vincenti@vincenti.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Paul Vincenti or Hannah Scheckelhoff

at (212) 509-4600

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

\$25.00 Filing Fee

\$30.00 Filing Fee  
and Certificate of  
Status

\$55.00 Filing Fee  
and Certified Copy

\$60.00 Filing Fee,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

CR2E106 (07/14)

Articles of Conversion  
For  
Florida Limited Liability Company  
Into  
"Converted or Other Business Entity"

The Articles of Conversion is submitted to convert the following **Florida Limited Liability Company** into an **"Other Business Entity"** in accordance with s. 605.1045, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

FPV Manuals LLC

Enter Name of Florida Limited Liability Company

2. The name of the "Converted or Other Business Entity" is:

FPV Holdings LLC

Enter Name of "Converted or Other Business Entity"

3. The "Converted or Other Business Entity" is a LLC

(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware

(Enter state, or if a non-U.S. entity, the name of the country)

on 2/23/2017

(Date of organization, formation or incorporation)

and the formation document is attached (if applicable).

4. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 605, F.S.

5. This conversion shall be effective in Florida on: March 1, 2017

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SECRETARY OF STATE  
CORPORATE SERVICES, FLORIDA  
2017 FEB 28 PM 12:20

FILED

6. If the "Converted or Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Converted or Other Business Entity":

a.) Lists the following street and mailing address of an office the Florida Department of State may send and process served on the department pursuant to 605.0117 and Chapter 48.

Street Address: 1060 Goodrich Ave.  
Sarasota, FL 34236

Mailing Address: 1060 Goodrich Ave  
Sarasota, FL 34236

7. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 23 day of February, 2017

Signature:   
Must be signed by a Member or Authorized Representative

Printed Name: Hannah E. Scheckelhoff, Esq. Title: Authorized Representative

**Fees:** Filing Fee: \$25.00  
Certified Copy: \$30.00 (Optional)  
Certificate of Status: \$5.00 (Optional)

2017 FEB 28 P 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

## PLAN OF CONVERSION

This Plan of Conversion (this "Plan of Conversion") of FPV Manuals LLC, a Florida limited liability company ("FPV Manuals") is made and entered into effective as of February 23, 2017 in accordance with the terms of FPV Manuals' Operating Agreement dated as of February 20, 2012 (the "Operating Agreement"), the Florida Limited Liability Company Act and the Delaware Limited Liability Company Act.

### RECITALS

A. FPV Manuals was formed on or about February 1, 2012 by the filing of Articles of Organization with the Secretary of State of New York. On or about November 5, 2012, FPV Manuals converted from a New York limited liability company to a Florida limited liability company. Under the terms of the Operating Agreement, FPV Manuals is managed by its sole Manager and Member, Tim Nilson, under whom all powers and authorities of FPV Manuals are exercised.

B. A conversion of a Florida limited liability company into a Delaware limited liability company may be made pursuant to s. 608.4403 and s. 605.1045 of the Florida Statutes and Sect. 18-214 of the Delaware Limited Liability Company Act.

C. The sole Member and Manager of FPV Manuals has approved the conversion of FPV Manuals into a Delaware limited liability company (the "Conversion") and the terms of this Plan of Conversion.

**NOW, THEREFORE**, FPV Manuals does hereby adopt this Plan of Conversion to effectuate the Conversion as follows:

#### 1. Terms and Conditions of Conversion

a. The name of the converting entity is FPV Manuals LLC, and the name of the converted entity is FPV Holdings LLC. ("FPV Holdings").

b. The Conversion shall become effective on February 24, 2017 (the "Effective Time").

c. At the Effective Time, FPV Manuals shall continue its existence in the organizational form of a Delaware limited liability company -- FPV Holdings. All the rights, privileges, and powers of FPV Manuals, including those set forth in the Operating Agreement, and all property of and all debts due to FPV Manuals, as well as all other things and causes of action and all debts due to FPV Manuals, shall remain vested in FPV Holdings and shall be the property of FPV Holdings. All actions and resolutions of the sole Manager and the Member, as applicable, taken or adopted from the inception of FPV Manuals prior to the Effective Time shall continue in full force and effect as if FPV Holdings' Managers and Members had taken such actions and adopted such resolutions. All rights of creditors and all liens upon any property of FPV Manuals shall be preserved unimpaired, and all debts, liabilities, and duties of FPV Manuals shall remain

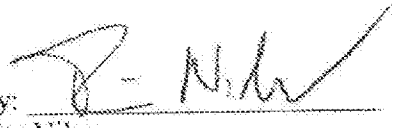
attached to FPV Holdings and may be enforced against FPV Holdings to the same extent as if said debts, liabilities, and duties had originally been incurred or contracted by FPV Holdings in its capacity as a Delaware limited liability company.

d. At the Effective Time, all outstanding membership interests ("Membership Interests") of FPV Manuals shall be automatically converted into Membership Interests of FPV Holdings.

2. Governing Law. This Plan of Conversion shall be governed by and construed under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned hereby adopts this Plan of Conversion as of the date set forth above.

FPV MANUALS LLC

By:   
Tim Nilson  
Manager

The undersigned sole Member of FPV Manuals hereby executes, agrees to, and approves this Plan of Conversion as of the date set forth above.

  
Tim Nilson

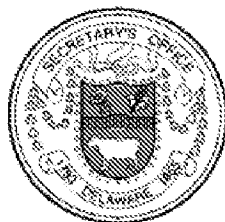



# Delaware

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 NEW YORK LIMITED LIABILITY COMPANY UNDER THE NAME OF "FPV MANUALS LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "FPV MANUALS LLC" TO "FPV HOLDINGS LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2017, AT 10:23 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

6330176 8100F  
SR# 20171374005

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202112093  
Date: 02-28-17

**TRADEMARK**  
**REEL: 006158 FRAME: 0229**

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

- 1.) The jurisdiction where the Non-Delaware Limited Liability Company first formed is New York.
- 2.) The jurisdiction immediately prior to filing this Certificate is Florida.
- 3.) The date the Non-Delaware Limited Liability Company first formed is January 30, 2012.
- 4.) The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is FPV Manuals LLC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is FPV Holdings LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the  
27 day of February, A.D. 2017.

By:   
Authorized Person

Name: Hannah E. Scheckelhoff, Esq.  
Print or Type

# 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 "FPV HOLDINGS LLC" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2017, AT 10:23 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

6330176 8100F  
SR# 20171374005

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

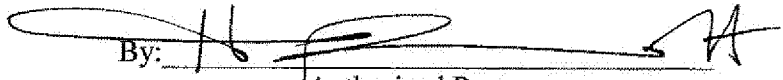
Authentication: 202112093  
Date: 02-28-17

**TRADEMARK**  
**REEL: 006158 FRAME: 0231**

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 FPV Holdings LLC
2. The Registered Office of the limited liability company in the State of Delaware is located at 2711 Centerville Road, Suite 400 (street), in the City of Wilmington, Zip Code 19808. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is Corporation Service Company

By:   
Authorized Person

Name: Hannah E. Scheckelhoff, Esq.  
Print or Type