

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM452690

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Randazzo Mechanical Heating & Cooling Inc.		11/29/2017	Corporation: MICHIGAN
RECEIVING PARTY DATA			
Name:	Randazzo Mechanical Heating & Cooling, LLC		
Street Address:	51113 Industrial Drive		
City:	Macomb		
State/Country:	MICHIGAN		
Postal Code:	48042		
Entity Type:	Limited Liability Company: MICHIGAN		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	5198358	RANDAZZO	
CORRESPONDENCE DATA			
Fax Number:	3125778994		
<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:	3129025200		
Email:	deborah.wing@kattenlaw.com		
Correspondent Name:	Deborah Wing c/o Katten Muchin Rosenman		
Address Line 1:	525 West Monroe Street		
Address Line 4:	Chicago, ILLINOIS 60661		
ATTORNEY DOCKET NUMBER:	387456-6/Randazzo		
NAME OF SUBMITTER:	Deborah A. Wing		
SIGNATURE:	/DAW/		
DATE SIGNED:	11/30/2017		
Total Attachments: 8			
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CH \$40.00 5198358

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TRADEMARK

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**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received
NOV 29 2017

AC1

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document

FILED

NOV 29 2017

**ADMINISTRATOR
CORPORATIONS DIVISION**

Name Benjamin J Aloia, Esq		
Address 48 S Main Street, Ste 3		
City Mount Clemens, MI 48043	State	ZIP Code

EFFECTIVE DATE

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

CERTIFICATE OF CONVERSION

For use by a Corporation Converting into a Business Organization

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies), and Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate of Conversion

1 Before Conversion

Entity Name Randazzo Mechanical Heating & Cooling, Inc		Entity ID 800591465
Indicate (X) Entity Type	<input checked="" type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Domestic Nonprofit Corporation
	Street Address, if different than the one provided in Item 3	
	<input type="checkbox"/>	Foreign Profit Corporation
	<input type="checkbox"/>	Foreign Nonprofit Corporation

2 After Conversion

Entity Name Randazzo Mechanical Heating & Cooling, LLC	
Indicate (X) Entity Type	<input type="checkbox"/> Domestic Profit Corporation
	<input type="checkbox"/> Foreign Profit Corporation
	<input checked="" type="checkbox"/> Domestic Limited Liability Company
	<input type="checkbox"/> Foreign Limited Liability Company

If the converting corporation is a domestic corporation that has not commenced business, has not issued any shares or memberships, and has not elected a board of directors, proceed to Item 9

If the converting corporation is a domestic corporation that has commenced business or a foreign corporation, proceed to Item 3

50 \$250.00 CK/dmg 1807751



3. Surviving Business Organization

Governing Statute Michigan Limited Liability Act, 1993 PA 23, as amended
Street Address 51113 Industrial Drive, Macomb, Michigan 48042
Principal Place of Business 51113 Industrial Drive, Macomb, Michigan 48042

4 Complete only if converting a profit corporation.

Designation and number of outstanding shares in each class and series <u>3,000 outstanding shares of common stock</u>
Indicate class and series of shares entitled to vote <u>One class of common stock</u>
Indicate class and series entitled to vote as a class, if any <u>N/A</u>
If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows <u>N/A</u>

5 Complete only if converting a nonprofit corporation and it is organized on a stock basis

Designation and number of outstanding shares in each class _____
Indicate class of shares entitled to vote _____
Indicate class of shares entitled to vote as a class, if any _____
If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows _____

6 Complete only if converting a nonprofit corporation and it is organized on a membership basis

For a corporation organized on a membership basis, state (a) a description of its members and (b) the number, classification, and voting rights of its members
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7. Complete only if converting a nonprofit corporation and it is organized on directorship basis.

For a corporation organized on a directorship basis, state (a) a description of the organization of its board and (b) the number, classification, and voting rights of its directors
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8. The manner and basis of converting the shares or memberships of the converting corporation into ownership interests or obligations of the surviving business organization, into cash, into other consideration that may include ownership interests or obligations of an entity that is not a party to the conversion, or into a combination of cash and other consideration

The shares of the converting corporation shall be exchanged for equal membership interest in the surviving limited liability company

- 9 (Complete only if a later effective date is desired other than the date of filing The date must be no more than 90 days after the receipt of this document by the administrator)

The conversion is effective on the _____ day of _____, _____

The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any shareholder or member of the converting corporation

The conversion is permitted by the law that will govern the internal affairs of the business organization after conversion and the surviving business organization complies with that law in converting

10. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the conversion are

Assumed Name	Expiration Date

- 11 The converting corporation's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization

Assumed Name	Expiration Date

12. **Signatures** Complete only Section (a) or (b) if the converting corporation is domestic.
Complete only (c) if the converting corporation is foreign.

Complete if the domestic corporation has not commenced business

a) The plan of conversion was approved by unanimous consent of the incorporators of the converting domestic corporation and the corporation has not yet commenced business, has not issued any shares or memberships, and has not elected a board of directors in accordance with Section 745(1)(d) of the Act

Signed this _____ day of _____, _____

(Signature of Incorporator)

(Signature of Incorporator)

(Type or Print Name)

(Type or Print Name)

(Signature of Incorporator)

(Signature of Incorporator)

(Type or Print Name)

(Type or Print Name)

Complete if the domestic corporation has commenced business

b) The plan of conversion was adopted by the Board of Directors and approved by the shareholders of the domestic corporation in accordance with Section 745(1)(c) of the Act

Signed this 28th day of November, 2017

By _____


(Signature of Authorized Officer or Agent)

Peter P. RANDAZZO CEO/Treasurer
(Type or Print Name)

Complete only if the converting corporation is foreign

c) The plan of conversion was adopted and submitted for approval in the manner required by the law governing the internal affairs of the converting foreign corporation

Signed this _____ day of _____, _____

By _____

(Signature of Authorized Officer or Agent)

(Type or Print Name)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU	
Date Received <div style="font-size: 1.2em; font-weight: bold; text-align: center;">NOV 29 2017</div>	<div style="border: 1px solid black; display: inline-block; padding: 2px;">AC1</div> <div style="text-align: right; font-weight: bold; margin-top: 5px;">(FOR BUREAU USE ONLY)</div>
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document	EFFECTIVE DATE

Name Benjamin J Aloia, Esq		
Address 48 S Main Street, Ste 3		
City Mount Clemens, MI 48043	State	ZIP Code

Document will be returned to the name and address you enter above
 If left blank, document will be returned to the registered office

ARTICLES OF ORGANIZATION
For use by Domestic Limited Liability Companies
 (Please read information and instructions on reverse side)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned executes the following Articles

ARTICLE I

The name of the limited liability company is Randazzo Mechanical Heating & Cooling, LLC

ARTICLE II

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan

ARTICLE III

The duration of the limited liability company if other than perpetual is _____

ARTICLE IV

1 The name of the resident agent at the registered office is Peter P Randazzo

2 The street address of the location of the registered office is
51113 Industrial Drive, Macomb , Michigan 48042
(Street Address) (City) (Zip Code)

3 The mailing address of the registered office if different than above
51113 Industrial Drive, Macomb , Michigan 48042
(P O Box or Street Address) (City) (Zip Code)

ARTICLE V (Insert any desired additional provision authorized by the Act, attach additional pages if needed)

\$150.00
 CLK/dmg
 1807757

Signed this 28th day of November 2017

By _____
(Signature(s) of Organizer(s))

Peter P. Randazzo, CEO/Treasurer
(Type or Print Name(s) of Organizer(s))



Department of Licensing and Regulatory Affairs

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



Sent by electronic transmission

Certificate Number: 17111801810

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 29th day of November, 2017.

Handwritten signature of Julia Dale.

Julia Dale, Director

Corporations, Securities & Commercial Licensing Bureau

Verify this certificate at: URL to eCertificate Verification Search <http://www.michigan.gov/corpverifycertificate>.

TRADEMARK
REEL: 006217 FRAME: 0134

RANDAZZO MECHANICAL HEATING & COOLING, LLC

**UNANIMOUS WRITTEN CONSENT OF THE
SOLE MEMBER & MANAGER WITHOUT A MEETING**

The undersigned, being the Sole Member and the Managers of RANDAZZO MECHANICAL HEATING & COOLING, LLC, a Michigan limited liability company (the "Company"), consent to the adoption of the following resolutions without a meeting, without prior written notice, and hereby consent and adopt, as if adopted at a special meeting of the Sole Member and Manager, pursuant to the Articles of Organization and selected provisions of the Michigan Limited Liability Company Act, to the following action, effective this 29th day of November, 2017:

I. FILING OF CERTIFICATE OF CONVERSION

RESOLVED, that the Company does hereby authorize and approve the filing of a Certificate of Conversion (Form CSCL/CD-554), as attached hereto as **Exhibit A**, with the Michigan Department of Licensing and Regulatory Affairs to effectuate the conversion of the Company to a Michigan limited liability company.

II. OPERATING AGREEMENT

RESOLVED, that the Company does hereby approve and adopt the Operating Agreement as attached hereto as **Exhibit B**, as and for the Operating Agreement of the Company.


Effective as of this 29th day of November, 2017.

****[Signature Page Follows]****

Witness the signature of the Sole Member and Managers of **RANDAZZO MECHANICAL HEATING & COOLING, LLC**, a Michigan limited liability company.

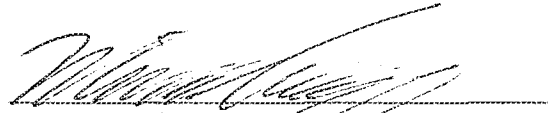
SOLE MEMBER:

Randazzo HC Holdings, Inc.
a Michigan corporation

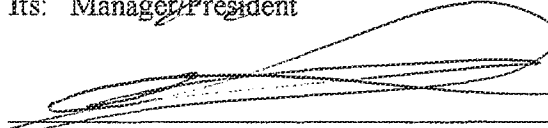


By: Michael Randazzo
as President of Randazzo HC Holdings, Inc.
Its: Sole Member

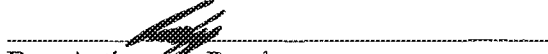
MANAGERS:



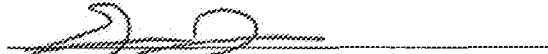
By: Michael Randazzo
Its: Manager/President



By: Peter P. Randazzo
Its: Manager/CEO and Treasurer



By: Anthony J. Randazzo
Its: Manager/Vice-President



By: Gasper C. Randazzo
Its: Manager/Secretary