

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM557163

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sephora USA, Inc.		12/31/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Sephora USA, Inc.		
Street Address:	525 Market Street		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94105		
Entity Type:	Corporation: MICHIGAN		
PROPERTY NUMBERS Total: 22			
Property Type	Number	Word Mark	
Serial Number:	88434002	WE BELONG TO SOMETHING BEAUTIFUL	
Serial Number:	88468504	ROUGE	
Serial Number:	88468524	INSIDER	
Serial Number:	77692453	LASHSTASH	
Serial Number:	77770865	VIB BEAUTY INSIDER	
Serial Number:	77770866	VERY IMPORTANT BEAUTY INSIDER	
Serial Number:	77770869	VIB	
Serial Number:	78588445	BEAUTY INSIDER	
Serial Number:	85121442	GIVE ME SOME LIP	
Serial Number:	85764816	BEAUTY IS IN THE LIP SO BE BOLDER	
Serial Number:	85947277	BEAUTY ON THE FLY	
Serial Number:	86125033	VIB ROUGE	
Serial Number:	86233602	SKINSTANT TRANSFORMATION	
Serial Number:	86307720	SKINSTANT	
Serial Number:	86538287	BEAUTY ON THE FLY	
Serial Number:	86538379		
Serial Number:	86538437		
Serial Number:	86720784	LET'S BEAUTY TOGETHER	
Serial Number:	86854200	VIRTUAL ARTIST	

CH \$565.00 88434002

Property Type	Number	Word Mark
Serial Number:	86879504	CLASSES FOR CONFIDENCE
Serial Number:	87942622	BEAUTY INSIDER
Serial Number:	86879781	BEAUTY INSIDER

CORRESPONDENCE DATA

Fax Number: 2125562222

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.

Phone: (212) 556-2128

Email: nytrademarks@kslaw.com

Correspondent Name: King & Spalding LLP / Maren C. Perry

Address Line 1: 1185 Avenue of the Americas

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	14296.104004
NAME OF SUBMITTER:	Maren C. Perry
SIGNATURE:	/mcp/
DATE SIGNED:	01/13/2020

Total Attachments: 7

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CSC/LCD-894 (Rev. 08/18)

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

Date Received
DEC 23 2019

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(FOR BUREAU USE ONLY)

FILED

DEC 23 2019

ADMINISTRATOR
CORPORATIONS DIVISION

12/31/19

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

Name			
Address			
City	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.

EFFECTIVE DATE:

Expiration date for new assumed names: December 31.

Expiration date for transferred assumed names appear on page 2.

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: Sephora USA, Inc.		Entity ID: 801048230
Indicate (X) Entity Type	<input type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Domestic Nonprofit Corporation
	Street Address, if different than the one provided in Item 3:	
	<input checked="" type="checkbox"/>	Foreign Profit Corporation
	<input type="checkbox"/>	Foreign Nonprofit Corporation

2. After Conversion

Entity Name: Sephora USA, Inc.		
Indicate (X) Entity Type	<input checked="" type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Foreign Profit Corporation
	<input 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.

192798

\$150 CCIAL 1933466 \$100.00 w/rp. 1933551



3. Surviving Business Organization (After Conversion Entity)

Governing Statute:

Michigan Business Corporation Act

Street Address:

525 Market Street, 32nd Floor, San Francisco, CA 94105

Principal Place of Business:

525 Market Street, 32nd Floor, San Francisco, CA 94105

4. Complete only if before conversion entity is a domestic profit corporation.

Designation and number of outstanding shares in each class and series _____

Indicate class and series of shares entitled to vote _____

Indicate class and series 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:

5. Complete only if before conversion entity is 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 before conversion entity is 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:

7. Complete only if before conversion entity is 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:

8. Complete only if before conversion entity is a domestic profit or nonprofit corporation.

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.

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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 <u>31st</u> day of <u>December</u> , <u>2019</u> .

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 _____ day of _____,

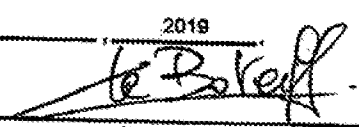
By _____
(Signature of Authorized Officer or Agent)

(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 20th day of _____ December, 2019

By  _____
(Signature of Authorized Officer or Agent)

Christophe Le Boterff
(Type or Print Name)

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

Date Received
DEC 23 2019

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.

Name		
Address		
City	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.

ARTICLES OF INCORPORATION
For use by Domestic Profit Corporations
(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned executes the following Articles:

ARTICLE I

The name of the corporation is:

Sephora USA, Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares:

1. Common Shares 1,000, \$0.01 per value per share

Preferred Shares _____

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE IV

1. The name of the resident agent at the registered office is: CSC-Lawyers Incorporating Service (Company)

2. The street address of the location of the registered office is:

801 Abbot Road, East Lansing

(Street Address)

(City)

Michigan 48823

(Zip Code)

3. The mailing address of the registered office if different than above:

(P.O. Box or Street Address)

(City)

Michigan _____

(Zip Code)

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ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
Christophe Le Boterff	525 Market Street, 32nd Floor, San Francisco, CA 94105

ARTICLE VI (Optional, Delete if not applicable)

When a compromise or arrangement or plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement of the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VII (Optional, Delete if not applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

ARTICLE VIII

The liability of a director of the corporation shall be eliminated or limited to the full extent permitted by the Michigan Business Corporation Act. If the Michigan Business Corporation Act is amended to further eliminate or limit the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the full extent permitted by the Michigan Business Corporation Act, as so amended.

I, (We), the Incorporator(s) sign my (our) name(s) this 20th day of December, 2019

Le Boterff
Christophe Le Boterff

TRADEMARK