

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM610154

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/29/2020		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
King's Casino, LLC		02/27/2020	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	King's Casino Management Corp.		
Street Address:	7727 Hershel Ave		
City:	La Jolla		
State/Country:	CALIFORNIA		
Postal Code:	92037		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4842027	STONES GAMBLING HALL	
Registration Number:	4846777	STONES GAMBLING HALL	
CORRESPONDENCE DATA			
Fax Number:	6197026813		
<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:	6196853055		
Email:	usdocketing@scmv.com		
Correspondent Name:	John H. Alspaugh, Esq.		
Address Line 1:	750 B Street, Suite 2100		
Address Line 4:	San Diego, CALIFORNIA 92101		
NAME OF SUBMITTER:	John H. Alspaugh, Esq.		
SIGNATURE:	/JHA/		
DATE SIGNED:	11/20/2020		
Total Attachments: 10			
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FILED *LRD*

Secretary of State
State of California

FEB 28 2020

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AGREEMENT AND PLAN OF MERGER

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This Agreement and Plan of Merger (this "Agreement") is entered into as of February 27, 2020 by and between King's Casino Management Corp. a California corporation ("Surviving Corp."), and King's Casino, LLC, a Delaware limited liability company ("Disappearing LLC").

Surviving Corp. and Disappearing LLC hereby agree that on the Effective Date (as defined below), Surviving Corp. and Disappearing LLC will merge into a single corporation on the following terms and conditions:

EFFECTIVE DATE

FEB 29 2020

ARTICLE 1: MERGER

On the Effective Date, Surviving Corp. will be merged with and into Disappearing LLC. Surviving Corp. will be the surviving corporation and entity. On the Effective Date, the separate existence of Disappearing LLC will cease, and Surviving Corp. will succeed to the properties, rights, privileges, powers, immunities, and franchises of Disappearing LLC. All rights of creditors and all liens on the property of Disappearing LLC will be preserved, unimpaired, limited in lien to the property affected by such liens immediately before the merger.

ARTICLE 2: EFFECTIVE DATE

The merger provided for in this Agreement will become effective on February 29, 2020 (the "Effective Date"). The Certificate of Merger to be filed with the California Secretary of State (attached as Exhibit A) and the Certificate of Merger to be filed with the Delaware Secretary of State (attached as Exhibit B) shall indicate the same.

ARTICLE 3: ORGANIZATION, STANDING, AND QUALIFICATION.

3.1. Surviving Corp. is duly organized, validly existing, and in good standing under the laws of California, and has the power to own all of its properties and assets and to carry on its business as it is now being conducted. Surviving Corp.'s shareholder has authorized the execution of this Agreement, and Surviving Corp. has the power and is duly authorized, subject to the approval of this Agreement by its shareholder, to merge into Disappearing LLC pursuant to this Agreement.

3.2. Disappearing LLC is duly organized, validly existing, and in good standing under the laws of Delaware, and has the power to own all of its properties and assets and to carry on its business as it is now being conducted. Disappearing LLC's members have authorized the execution of this Agreement, and it has the power and is duly authorized, subject to the approval of this Agreement by its member, to merge with Surviving Corp. pursuant to this Agreement.

ARTICLE 4: ARTICLES OF INCORPORATION, ARTICLES OF ORGANIZATION, AND OPERATING AGREEMENT

4.1. Surviving Corp.'s articles of incorporation and bylaws in effect immediately before the Effective Date will remain the articles of incorporation and the bylaws of

the Surviving Corp. without change or amendment until altered, amended, or repealed as provided by law.

4.2. Disappearing LLC's certificate of organization in effect immediately before the Effective Date will be cancelled as a result of filing the Certificate of Merger with the Delaware Secretary of State. Disappearing LLC's operating agreement shall cease to have any force or effect upon the filing of the Certificate of Merger.

ARTICLE 5: VALIDITY OF OUTSTANDING SHARES; CANCELLATION OF MEMBERSHIP INTERESTS

5.1. In and by virtue of the merger, the outstanding shares of stock as of the Effective Date in the Surviving Corp. will remain outstanding without change or amendment.

5.2. In and by virtue of the merger, the currently outstanding membership interests in Disappearing LLC will be cancelled without consideration.

ARTICLE 6: TERMINATION

This Agreement may be terminated at any time before the effective date (whether before or after approval) by action of the shareholder of Surviving Corp. or by the mutual consent and action of the members of Disappearing LLC.

ARTICLE 7: CHOICE OF LAW

The validity, interpretation, and performance of this Agreement will be controlled by and construed under the laws of the State of California.

ARTICLE 8: CONSENT TO SERVICE OF PROCESS

Pursuant to 6 Del. Code 18-209(c)(8), the Surviving Corp. agrees it may be served with process in the State of Delaware in any action, suite or proceeding for the enforcement of any obligation of Disappearing LLC and irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such action, suit or proceeding. The Delaware Secretary of State shall mail a copy of any such process so served to Surviving Corp. at 7727 Herschel Ave., La Jolla, California 92037, Attn: General Counsel.

ARTICLE 9: MISCELLANEOUS

Each party to this Agreement will from time to time, as and when requested by the other party to this Agreement, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger. This Agreement may be executed in two or more counterparts, each of which will be considered an original, but all of which together will constitute the same instrument.

[Signatures on Following Page]

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be executed on its behalf by its duly authorized officers as of the date first written above.

KING'S CASINO, LLC
a Delaware limited liability company

By: Ryan E Stone
Ryan E. Stone, Manager

KING'S CASINO MANAGEMENT CORP.
a California corporation

By: Ryan E Stone
Ryan E. Stone, Chief Executive Officer

By: Masis A. Kevorkian
Masis A. Kevorkian, Secretary

A0840176

EXHIBIT A
CERTIFICATE OF MERGER
(California)

P:01348202.1:13178.016 P:00688480:08376.001

TRADEMARK
REEL: 007112 FRAME: 0821



**State of California
Secretary of State**

OBE MERG

Certificate of Merger

(California Corporations Code sections 1113(g), 3203(g), 6019.1, 8019.1, 9640, 12540.1, 15911.14, 16915(b) and 17710.14)

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY King's Casino Management Corp.	2. TYPE OF ENTITY Corp.	3. CA SECRETARY OF STATE FILE NUMBER C3540433	4. JURISDICTION California
6. NAME OF DISAPPEARING ENTITY King's Casino, LLC	6. TYPE OF ENTITY LLC	7. CA SECRETARY OF STATE FILE NUMBER 201608510475	8. JURISDICTION Delaware

9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. (IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NEEDED.)

SURVIVING ENTITY			DISAPPEARING ENTITY		
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED
Common Stock	100 shares	Majority	Membership Interests	(Common and Preferred - 100%)	Majority

10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.

No vote of the shareholders of the parent party was required. The required vote of the shareholders of the parent party was obtained.

11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.
None.

12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.

PRINCIPAL ADDRESS OF SURVIVING ENTITY: 7727 Hershel Ave.
CITY AND STATE: La Jolla, CA
ZIP CODE: 92037

13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY.
See Attachment A.

14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER.

6 Del. Code 18-209.

15. FUTURE EFFECTIVE DATE, IF ANY

02 - 29 - 2020
(Month) (Day) (Year)

16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.

17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

Brian Stone 2/27/2020 Ryan E. Stone
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE

Chief Executive Officer/President
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Masis A. Kevorkian 2/27/2020 Masis A. Kevorkian
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE

Secretary
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Brian Stone 2/27/2020 Ryan E. Stone
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE

Sole Manager
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing:

A0840176

EXHIBIT B
CERTIFICATE OF MERGER
(Delaware)

P:01348202.1:13178.016 P:00688480:08376.001

TRADEMARK
REEL: 007112 FRAME: 0823

STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
DOMESTIC LIMITED LIABILITY COMPANY
AND
FOREIGN CORPORATION

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned Limited Liability Comp[any executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is King's Casino Management Corp., a California corporation ("Surviving Corporation"). The name of the limited liability company being merged into this surviving corporation is King's Casino, LLC, a Delaware limited liability company ("Disappearing LLC").

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the Surviving Corporation and the Disappearing LLC.

THIRD: The merger shall become effective on February 29, 2020.

FOURTH: The Agreement of Merger is on file at the offices of the Surviving Corporation at 7727 Hershel Ave., La Jolla, California 92037.

FIFTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation upon request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SIXTH: This certificate shall act as a Certificate of Cancellation for the Disappearing LLC.

SEVENTH: Pursuant to 6 Del. Code 18-209(c)(8), the Surviving Corporation agrees it may be served with process in the State of Delaware in any action, suite or proceeding for the enforcement of any obligation of Disappearing LLC and irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such action, suit or proceeding. The Delaware Secretary of State shall mail a copy of any such process so served to Surviving Corporation at 7727 Herschel Ave., La Jolla, California 92037, Attn: General Counsel.

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by an authorized officer this 27 day of February 2020.

Surviving Corporation:

King's Casino Management Corp.,
a California corporation

By: Ryan Stone
Ryan Stone,
Chief Executive Officer

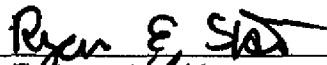
CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER

Ryan E. Stone and Masis A. Kavorkian certify that:

1. They are the president and the secretary, respectively, of King's Casino Management Corp., a California corporation.
2. The principal terms of the Agreement and Plan of Merger in the form attached were duly approved by the board of directors and the shareholders of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 100.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: February 27, 2020



Ryan E. Stone, President



Masis A. Kavorkian, Secretary



**State of California
Secretary of State**

OBE MERG

Certificate of Merger

(California Corporations Code sections

1113(g), 3203(g), 6019.1, 8019.1, 9640, 12540.1, 15911.14, 16915(b) and 17710.14)

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1. NAME OF SURVIVING ENTITY King's Casino Management Corp.	2. TYPE OF ENTITY Corp.	3. CA SECRETARY OF STATE FILE NUMBER C3540433	4. JURISDICTION California
5. NAME OF DISAPPEARING ENTITY King's Casino, LLC	6. TYPE OF ENTITY LLC	7. CA SECRETARY OF STATE FILE NUMBER 201608510475	8. JURISDICTION Delaware

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SURVIVING ENTITY		DISAPPEARING ENTITY	
CLASS AND NUMBER	AND PERCENTAGE VOTE REQUIRED	CLASS AND NUMBER	AND PERCENTAGE VOTE REQUIRED
Common Stock	100 shares	Membership Interests	(Common and Preferred - 100%)
Majority		Majority	

10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.

- No vote of the shareholders of the parent party was required. The required vote of the shareholders of the parent party was obtained.

11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.
None.

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PRINCIPAL ADDRESS OF SURVIVING ENTITY: 7727 Hershel Ave.
CITY AND STATE: La Jolla, CA
ZIP CODE: 92037

13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY.
See Attachment A.

14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER.

6 Del. Code 18-209.

15. FUTURE EFFECTIVE DATE, IF ANY

02 - 29 - 2020
(Month) (Day) (Year)

16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.

17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

Brian Stone 2/27/2020 Ryan E. Stone
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE

Chief Executive Officer/President
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Masis A. Kevorkian 2/27/2020 Masis A. Kevorkian
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE

Secretary
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Brian Stone 2/27/2020 Ryan E. Stone
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE

Sole Manager
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing:

Attachment ACertificate of Merger

Surviving Entity: King's Casino Management Corp., a California corp.
Disappearing Entity: King's Casino, LLC, a Delaware LLC.

Item 13. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized.

Pursuant to 6 Del. Code 18-209(c)(8), the Surviving Corporation agrees it may be served with process in the State of Delaware in any action, suite or proceeding for the enforcement of any obligation of *Disappearing LLC* and irrevocably appoints the *Delaware Secretary of State* as its agent to accept service of process in any such action, suit or proceeding. The Delaware Secretary of State shall mail a copy of any such process so served to Surviving Corporation at 7727 Herschel Ave., La Jolla, California 92037, Attn: General Counsel.