

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM631878

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
3RD DIMENSION INDUSTRIAL 3D PRINTING CO.		12/30/2020	Corporation: WISCONSIN
RECEIVING PARTY DATA			
Name:	3rd Dimension Industrial 3D Printing, LLC		
Street Address:	411 EAST WISCONSIN AVENUE		
Internal Address:	SUITE 1710		
City:	MILWAUKEE		
State/Country:	WISCONSIN		
Postal Code:	53202		
Entity Type:	Limited Liability Company: WISCONSIN		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4855351	3RD DIMENSION INDUSTRIAL 3D PRINTING	
Registration Number:	4952829	PARTS WITH INTEGRITY	
CORRESPONDENCE DATA			
Fax Number:	4142974900		
<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:	414-271-2400		
Email:	IPDocketing@foley.com		
Correspondent Name:	Julie A. McGinnis		
Address Line 1:	777 E. Wisconsin Avenue		
Address Line 4:	Milwaukee, WISCONSIN 53202		
NAME OF SUBMITTER:	Julie A. McGinnis		
SIGNATURE:	/Julie A. McGinnis/		
DATE SIGNED:	03/15/2021		
Total Attachments: 10			
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FORM **1000**

CERTIFICATE OF CONVERSION

Sec. 178.1144, 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and
 183.1207(3) & (5), Wis. Stats.

1. Before conversion:

Company Name: 3rd Dimension Industrial 3D Printing Co.		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country *)

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called “certificate of existence” or “certificate of good standing”) issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

2. After conversion:

Company Name: 3rd Dimension Industrial 3D Printing, LLC		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)

3. A Plan of Conversion containing all the following parts is required to be **attached** as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is **optional**.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 178.0114, 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the statement of partnership authority, registration statement, articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. If converting the entity to another state or country, the governing document is not required. (NOTE: Templates for each are included in this form. Use of the templates is **optional**.)
- G. Other provisions relating to the conversion, as determined by the business entity.

4. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

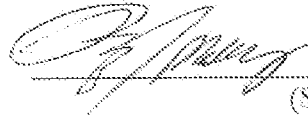
5. Registered Agent (Agent for Service of Process) and Registered Office (Agent’s business office) of the business entity **PRIOR TO CONVERSION**:

Registered Agent (Agent for Service of Process): JOHN K REINKE	Registered Office: 411 E WISCONSIN AVE STE 1710 MILWAUKEE , WI 53202-4498
Additional Entry for a Limited Partnership or General Partnership only →	Record/Principal Office:

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent’s business office) of the business entity **AFTER CONVERSION**:

Registered Agent (Agent for Service of Process): JOHN K REINKE	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 411 E WISCONSIN AVE STE 1710 MILWAUKEE , WI 53202-4498
Additional Entry for a Limited Partnership or General Partnership only →	Record/Principal Office:

7. Executed on December 30, 2020 (date) by the business entity PRIOR TO ITS CONVERSION.



(Signature)

Mark (X) below the title of the person executing the document.

Robert J. Markley

(Printed Name)

For a corporation

Title: President OR Secretary or other officer title _____

For a limited partnership/general partnership/limited liability partnership

Title: General Partner Partner

For a limited liability company

Title: Member OR Manager

This document was drafted by _____

Jordan J. Bergmann Esq., Foley & Lardner LLP, 777 E. Wisconsin Ave, Milwaukee, WI 53202

INSTRUCTIONS (Ref. Sec. 178.1141, 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, (fees not yet set by rule), payable to the department. Filing fee is non-refundable. (If sent by Express or Priority U.S. mail, please visit www.wdfr.org/contact_us/ for current physical address). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 711 for TTY.

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity prior to conversion. Definitions of foreign entity types are set forth in ss. 178.0102(4)(5) & (6), 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Enter the company name, type of business entity, and state of organization of business entity after conversion.

EXHIBIT A

PLAN OF CONVERSION

OF

3RD DIMENSION INDUSTRIAL 3D PRINTING CO.

INTO

3RD DIMENSION INDUSTRIAL 3D PRINTING, LLC

THIS PLAN OF CONVERSION, dated as of December 30, 2020 (this "Plan of Conversion"), is by 3rd Dimension Industrial 3D Printing Co., a Wisconsin corporation (the "Corporation").

WHEREAS, the Corporation has capital stock of 10,000 shares of common stock, par value one cent (\$0.01) (the "Common Stock"), authorized for issuance, of which 7628.57143 shares are issued and outstanding as of the date hereof which are owned of record by Generation Growth Capital Fund III, Limited Partnership and Robert J. Markley (the "Shareholders");

WHEREAS, the Board of Directors of the Corporation (the "Board") and the Shareholders deem it in the best interest of the Corporation that the Corporation be converted into a Wisconsin limited liability company (the "Conversion"), to be known as "3rd Dimension Industrial 3D Printing, LLC" (the "LLC") upon the terms and conditions provided in this Plan of Conversion and pursuant to Sections 180.1161(3) and (5) and 183.1207(3) and (5) of the Wisconsin Statutes; and

WHEREAS, pursuant to this Plan of Conversion, each share of Common Stock issued and outstanding will be converted into one unit of ownership interest in the LLC (each a "Unit").

NOW, THEREFORE, in consideration of the premises and the agreements herein contained, the Corporation hereby adopts and agrees to the following agreements, terms and conditions relating to the Conversion and the mode of carrying the same into effect:

**ARTICLE I
THE CONVERSION**

Section 1.1 The Conversion.

Subject to the terms and conditions of this Plan of Conversion, the Corporation will be converted into a Wisconsin limited liability company in accordance with Sections 180.1161(3) and (5) and 183.1207(3) and (5) of the Wisconsin Statutes. The Wisconsin limited liability company shall be known as 3rd Dimension Industrial 3D Printing, LLC.

Section 1.2 Effective Time of Conversion.

Subject to the provisions of this Plan of Conversion, a Certificate of Conversion and Articles of Organization shall be duly prepared and executed by the Corporation and thereafter delivered to the State of Wisconsin Department of Financial Institutions (the "DFI") for filing as soon as practicable after the date hereof. The Conversion shall become effective at 11:59 p.m. on December 30, 2020 (the "Effective Time").

Section 1.3 Continuation of Corporate Existence.

Except as otherwise set forth herein, at the Effective Time, the corporate existence and identity of the Corporation, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue under the laws of the State of Wisconsin and shall remain unaffected and unimpaired by the Conversion. At the Effective Time, the corporate existence and identity of the Corporation, with all its purposes, powers, franchises, privileges, rights and immunities, shall be converted into a limited liability company. The Conversion shall have the effects set forth in this Plan of Conversion and Sections 180.1161(3) and (5) and 183.1207(3) and (5) of the Wisconsin Statutes.

At the Effective Time:

(a) The Conversion of the Corporation into the LLC shall not be deemed to affect any obligations or liabilities of the Corporation incurred prior to the Conversion or the personal liability of any person incurred prior to the Conversion.

(b) All of the rights, privileges and powers of the Corporation, and all property, whether real, personal or mixed, and all debts due to the Corporation, as well as all other procedures and causes of action belonging to the Corporation, shall remain vested in the LLC and shall be the property of the LLC, and the title to any real property vested by deed or otherwise in the Corporation shall not revert or be in any way impaired by reason of the Conversion. All rights of creditors and all liens upon any property of the Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Corporation shall remain attached to the LLC and may be enforced against it to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by it in its capacity as a limited liability company. The rights, privileges, powers and interests in property of the Corporation, as well as the debts, liabilities and duties of the Corporation, shall not be deemed, as a consequence of the Conversion, to have been transferred to the LLC to which the Corporation has converted for any purposes of the laws of the State of Wisconsin.

Section 1.4 Filings with Wisconsin Department of Financial Institutions.

Upon the adoption of this Plan of Conversion by the Shareholders, an authorized officer of the Corporation shall execute and file a Certificate of Conversion and Articles of Organization for the LLC with the DFI.

**ARTICLE II
CORPORATE GOVERNANCE**

Section 2.1 Charter.

The Articles of Incorporation of the Corporation in effect at the Effective Time shall be cancelled, and Articles of Organization shall be filed with the DFI for the LLC as described in Section 1.2.

Section 2.2 Board of Directors.

At the Effective Time, the Board of Directors of the Corporation shall remain the Board of Directors of the LLC, unaffected by the Conversion.

Section 2.3 Officers

At the Effective Time, the officers of the Corporation shall remain the officers of the LLC, unaffected by the Conversion.

Section 2.4 Bylaws.

The Bylaws of the Corporation in effect at the Effective Time shall be cancelled.

Section 2.5 Operating Agreement.

At the Effective Time, the 3rd Dimension Industrial 3D Printing, LLC Operating Agreement shall be adopted as the Operating Agreement of the LLC as defined in Section 183.0102(16) of the Wisconsin Statutes.

**ARTICLE III
COMMON STOCK AND UNITS**

Section 3.1 Conversion of Shares.

At the Effective Time, by virtue of the Conversion and without any action on the part of the Shareholders, each share of Common Stock issued and outstanding immediately prior to the Effective Time shall be automatically converted into a Unit and the Shareholders shall become the members of the LLC. The outstanding certificates representing shares of Common Stock shall thereafter be void and of no further force or effect. At the Effective Time, each Shareholder shall receive one Unit for each one share of Common Stock such Shareholder owns at the Effective Time.

**ARTICLE IV
TAX MATTERS**

The Corporation intends that the Conversion qualify as a deemed liquidation of the Corporation for U.S. federal and state income tax purposes pursuant to Section 331 and Section 336 of the Internal Revenue Code of 1986, as amended (the "Code") followed by a deemed contribution by the Shareholders of all of the assets and liabilities of the Corporation to the LLC pursuant to Section 721 of the Code. Each Shareholder agrees to comply with all tax reporting requirements with respect to the Conversion, including, but not limited to, all requirements under Treasury Regulation Section 1.331-1(d). The Corporation agrees to comply with all tax reporting requirements with respect to the Conversion, including, but not limited to, timely filing an IRS Form 966 (Corporate Dissolution or Liquidation) to the extent applicable to the deemed liquidation of the Corporation.

**ARTICLE V
CONDITIONS; TERMINATION; MISCELLANEOUS**

Section 5.1 Conditions to the Conversion.

There are no conditions precedent to the consummation of the Conversion.

Section 5.2 Termination.

This Plan of Conversion may be terminated by the Corporation at any time prior to the Effective Time.

Section 5.3 Amendment; Modification.

Subject to applicable law, this Plan of Conversion may be amended, modified or supplemented at any time prior to the Effective Time only by written agreement of the Corporation.

Section 5.4 Assignment; Parties in Interest.

This Plan of Conversion shall be binding upon, and inure solely to the benefit of, the Corporation and the LLC and their respective successors and assigns, but shall not be assigned by the Corporation or the LLC, by operation of law or otherwise, without the prior written consent of the other party. Nothing in this Plan of Conversion, expressed or implied, is intended to confer upon any other person any rights or remedies of any nature whatsoever under or by reason of this Plan of Conversion.

Section 5.5 Prior Acts Superseded.

Except as otherwise provided herein, this Plan of Conversion supersedes any other agreement, whether written or oral, that may have been made or entered into by the Corporation or by any of its officers relating to the Conversion. This Plan of Conversion constitutes the entire agreement by the Corporation relating to the Conversion, and there are no agreements or commitments with respect to the Conversion except as set forth herein.

Section 5.6 Captions and Counterparts.

The captions in this Plan of Conversion are for convenience only and shall not be considered a part of, or affect the construction or interpretation of, any provision of this Plan of Conversion. This Plan of Conversion may be executed in several counterparts, each of which shall be deemed an original and all of which together constitute one and the same instrument.

Section 5.7 Governing Law.

This Plan of Conversion shall be construed and interpreted in accordance with the laws of the State of Wisconsin.

* * * * *

EXHIBIT B

**ARTICLES OF ORGANIZATION
OF
3RD DIMENSION INDUSTRIAL 3D PRINTING, LLC**

ARTICLE I

The name of limited liability company is 3rd Dimension Industrial 3D Printing, LLC

ARTICLE II

The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.

ARTICLE III

The management of the limited liability company shall be vested in a manager or managers.

ARTICLE IV

The name of the registered agent is John K. Reinke.

ARTICLE V

The address of the registered office is 411 E. Wisconsin Avenue, Suite 1710, Milwaukee, Wisconsin, 53202-4498.

*This instrument was drafted by, and should be returned to, Jordan J. Bergmann, Foley & Lardner LLP,
777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.*

4853-3079-0869

**TRADEMARK
REEL: 007220 FRAME: 0872**

CERTIFICATE OF CONVERSION

Jordan J. Bergmann
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

▲ Please provide an email or postal mailing address for the filed copy of the document.

Your **phone number** during the day: 414-297-4933

INSTRUCTIONS (Cont'd)

3. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may either use the template Plan of Conversion provided in this form or may draft a Plan by other means.
4. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.
5. Except for general partnerships, provide the name of the business entity's registered agent and the address of its registered office **prior** to conversion. If the business entity is a domestic limited partnership or general partnership, provide the address of its record or principal office.
6. Except for general partnerships, provide the name of the business entity's registered agent and the address of its registered office **after** conversion. If the business entity after conversion will be a domestic limited partnership or general partnership, also provide the address of its record or principal office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.
7. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

CERTIFICATE OF CONVERSION - Ch. 180

3RD DIMENSION INDUSTRIAL 3D PRINTING CO.

Received Date: 12/30/2020

Filed Date: 1/4/2021

Filing Fee: \$150.00

Expedited Fee: \$25.00

Total Fee: \$175.00

Entity ID#: G057809

Certificate of Conversion, converting a WI domestic Corp (Chap 180) into a WI domestic LLC (Chap 183)

Name Change

Effective Date: December 30, 2020

OOS# 295348