

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM730171

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ENTITY CONVERSION

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Toppers Pizza Holdings, Inc.		10/04/2021	Corporation: WISCONSIN

RECEIVING PARTY DATA

Name:	Toppers Pizza Holdings LLC
Street Address:	333 W Center Street
City:	Whitewater
State/Country:	WISCONSIN
Postal Code:	53190
Entity Type:	Limited Liability Company: WISCONSIN

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	4928768	NEVER SETTLE
Registration Number:	5649636	PIZMET
Registration Number:	3999720	TALL BOY
Registration Number:	4944220	TOPPERS
Registration Number:	2716893	TOPPERS PIZZA
Registration Number:	3055127	TOPPERS PIZZA
Registration Number:	3400159	TOPPERS PIZZA
Registration Number:	4428595	TOPPERSTIX
Registration Number:	4428886	TOPPERSTIX
Registration Number:	4921322	TOPPERSTIX
Registration Number:	4436051	WINGS

CORRESPONDENCE DATA

Fax Number: 4142735198

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: 4142733500

Email: alosiniecki@gklaw.com

Correspondent Name: Jennifer Gregor

Address Line 1: 833 E. Michigan Street

Address Line 2: Suite 1800

TRADEMARK

REEL: 007732 FRAME: 0391

Address Line 4:	Milwaukee, WISCONSIN 53202
ATTORNEY DOCKET NUMBER:	067451-0060
NAME OF SUBMITTER:	Jennifer Gregor
SIGNATURE:	/Jennifer Gregor/
DATE SIGNED:	05/25/2022
Total Attachments: 8 source=Cert of Conversion#page1.tif source=Cert of Conversion#page2.tif source=Cert of Conversion#page3.tif source=Cert of Conversion#page4.tif source=Cert of Conversion#page5.tif source=Cert of Conversion#page6.tif source=Cert of Conversion#page7.tif source=Cert of Conversion#page8.tif	



FORM **1000**

CERTIFICATE OF CONVERSION

Sec. 178.1144, 179.75(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and
183.1207(3) & (5), Wis. Stats.

1. Before conversion:

Company Name: TOPPERS PIZZA HOLDINGS, INC.		
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: TOPPERS PIZZA HOLDINGS 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.

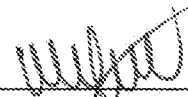
5. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION**:

Registered Agent (Agent for Service of Process): M SCOTT GITTRICH	Registered Office: 333 W CENTER ST WHITEWATER , WI 53190-1913
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): M SCOTT GITTRICH	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 333 W CENTER ST WHITEWATER, WI 53190-1913
Additional Entry for a Limited Partnership or General Partnership only →	Record/Principal Office:

7. Executed on 10/4/2021 (date) by the business entity PRIOR TO ITS CONVERSION.



(Signature)

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

M SCOTT GITTRICH

(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 _____
Andrew Donovan - Cheng Cohen LLC

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.wdfi.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(4t) (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**.

CERTIFICATE OF CONVERSION

andrew.donovan@chengcohen.com

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

Your phone number during the day: 312.784.1246

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.

EXHIBIT A
PLAN OF CONVERSION FOR
TOPPERS PIZZA HOLDINGS, INC.,
A WISCONSIN CORPORATION
INTO
TOPPERS PIZZA HOLDINGS LLC,
A WISCONSIN LIMITED LIABILITY COMPANY

THIS PLAN OF CONVERSION (the "Plan") dated as of October 4, 2021 is hereby adopted by TOPPERS PIZZA HOLDINGS, INC., a Wisconsin corporation (the "Corporation"), in accordance with Section 180.1161 of the Wisconsin Business Corporation Law ("WBCL") and Section 183.1207 of the Wisconsin Limited Liability Companies Act (the "WLLCA").

RECITALS

1. The Corporation is a corporation incorporated and existing under Chapter 180 of the Wisconsin Statutes;
2. The Corporation's authorized capital stock consists of 10,000 shares of common stock with no par value (the "Common Stock"), of which 1,000 shares are issued and outstanding;
3. The shareholders and Director of the Corporation deem it advisable and in the best interest of the Corporation and its shareholders that the Corporation be converted into a Wisconsin limited liability company under and pursuant to the WBCL and WLLCA; and
4. The Director and shareholders of the Corporation have approved the conversion of the Corporation into a Wisconsin limited liability company under the terms and conditions set forth below.

ARTICLE 1
THE CONVERSION

As of the Effective Date, as hereinafter defined, upon the terms and subject to the conditions of this Plan, and in accordance with the WBCL and the WLLCA, the Corporation shall be converted into a limited liability company organized and existing under the WLLCA and shall be named TOPPERS PIZZA HOLDINGS LLC (the "Conversion"). Following the Conversion, the Corporation shall cease to exist as a corporation of the State of Wisconsin and shall continue to exist as a limited liability company of the State of Wisconsin.

ARTICLE II
EFFECTIVE DATE

Subject to the terms and conditions set forth in this Plan, a Certificate of Conversion shall be duly executed and acknowledged by the Corporation and thereafter delivered to the Department of Financial Institutions of the State of Wisconsin for filing pursuant to the WBCL and the WLLCA. The Conversion shall become effective as of October 7, 2021 (the "Effective Date").

ARTICLE III
EFFECTS OF THE CONVERSION

The Conversion shall have the effects set forth in the WBCL and WLLCA. Without limiting the generality of the foregoing, at the Effective Date, all the properties, rights, privileges and powers of the Corporation shall vest in TOPPERS PIZZA HOLDINGS LLC and all debts, liabilities and duties of the Corporation shall become the debts, liabilities and duties of TOPPERS PIZZA HOLDINGS LLC.

ARTICLE IV
ARTICLES OF ORGANIZATION

The Articles of Organization of TOPPERS PIZZA HOLDINGS LLC, effective as of the Effective Date, are attached hereto as Exhibit B.

ARTICLE V
CONVERSION OF SHARES

At the Effective Date, each share of Common Stock which is issued and outstanding immediately prior to the Effective Date shall, by virtue of the Conversion and without any action on the part of the Corporation or the holders of the shares of Common Stock, be converted into and shall thereafter represent one limited liability company interest in TOPPERS PIZZA HOLDINGS LLC.

TOPPERS PIZZA HOLDINGS, INC.
a Wisconsin corporation

By: 
M. Scott Gittrich
Its: President

EXHIBIT B

ARTICLES OF ORGANIZATION

Article 1. Name of the limited liability company: TOPPERS PIZZA HOLDINGS LLC

Article 2: The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.

Article 3. The management of the limited liability company shall be vested in: a manager or managers.

Article 4. Name of the registered agent: M SCOTT GITTRICH

Article 5. Street address (in Wisconsin) of the registered office: 333 W CENTER ST
WHITEWATER , WI 53190-1913



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

CERTIFICATE OF CONVERSION - Ch. 180

TOPPERS PIZZA HOLDINGS, INC.

Received Date: 10/6/2021

Filed Date: 10/7/2021

Filing Fee: \$150.00

Expedited Fee: \$25.00

Total Fee: \$175.00

Entity ID#: T067943

CONVERTS A DOM WI CH 180 TO A DOM WI CH 183
CHANGES ENTITY NAME
EFF DATE OF 10/7/21