

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM737718

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Winchester Carper & Rug Co.		03/16/2017	Corporation: VIRGINIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Winchester Carpet & Rug, LLC		
<b>Street Address:</b>	116 Featherbed Lane		
<b>City:</b>	Winchester		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	22601		
<b>Entity Type:</b>	Limited Liability Company: VIRGINIA		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3219762	RUGS DIRECT	
<b>Registration Number:</b>	3219763	RUGS DIRECT	
<b>Registration Number:</b>	3027348	WE MAKE GOOD FLOORS GREAT.	
<b>Registration Number:</b>	3094639	SILVER RIDGE WEAVERS	
<b>Registration Number:</b>	3010011	RUGS-DIRECT.COM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Phone:</b>	7136581818		
<b>Email:</b>	courtney.graves@chamberlainlaw.com		
<b>Correspondent Name:</b>	Aly Z. Dossa		
<b>Address Line 1:</b>	Chamberlain Hrdlicka		
<b>Address Line 2:</b>	1200 Smith Street, 14th Floor		
<b>Address Line 4:</b>	Houston, TEXAS 77002		
<b>NAME OF SUBMITTER:</b>	Courtney graves		
<b>SIGNATURE:</b>	/Courtney Graves/		
<b>DATE SIGNED:</b>	06/29/2022		
<b>Total Attachments: 8</b>			

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**ARTICLES OF ENTITY CONVERSION**  
**OF**  
**WINCHESTER CARPET & RUG CO.**  
**INTO**  
**WINCHESTER CARPET & RUG, LLC**

The undersigned, on behalf of the corporation set forth below, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, states as follows:

**ARTICLE I**

The name of the corporation immediately prior to the filing of these Articles of Entity Conversion is **Winchester Carpet & Rug Co.** (the "Corporation"). The Corporation shall convert to a Virginia limited liability company (the "Conversion"), and its name shall be **Winchester Carpet & Rug, LLC** (the "Surviving Entity").

**ARTICLE II**

The converting corporation was originally incorporated on December 20, 1993 as a corporation with the name **Winchester Carpet & Rug Co.**

**ARTICLE III**

The Plan of Entity Conversion governing the Conversion is attached hereto as Exhibit A and made a part hereof (the "Plan of Entity Conversion"). The Plan of Entity Conversion includes as Schedule 1 thereto the full text of the Articles of Organization as they will be in effect immediately after consummation of the Conversion.

**ARTICLE IV**

The Conversion shall be effective upon issuance of a Certificate of Conversion by the State Corporation Commission of Virginia.

**ARTICLE V**

The Plan of Entity Conversion was approved by the unanimous written consent of the shareholders of the Corporation.

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[Signatures follow]

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The undersigned declare that the facts herein stated are true as of the 16th day of March, 2017.

Winchester Carpet & Rug Co.  
SCC ID No. 04197646

By:   
E. Randolph Kremer, President

*[Signature page to Articles of Entity Conversion]*

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Exhibit A

Plan of Entity Conversion

(See attached)

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**PLAN OF ENTITY CONVERSION  
OF  
WINCHESTER CARPET & RUG CO.  
(a Virginia Corporation)  
TO  
WINCHESTER CARPET & RUG, LLC  
(a Virginia Limited Liability Company)**

**This Plan of Entity Conversion** ("Plan of Entity Conversion") is made as of March 16, 2017 by Winchester Carpet & Rug Co., a Virginia corporation (the "Corporation").

**Whereas**, the Corporation desires to be converted into a Virginia limited liability company pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia (the "Conversion");

**Now, Therefore**, this Plan of Entity Conversion sets forth the terms and conditions of the Conversion.

**1. The Conversion.** In accordance with the provisions of Section 13.1-722.10 of the Code of Virginia, the Company shall be converted into a Virginia limited liability company known as Winchester Carpet & Rug, LLC (the "LLC").

**2. Conversion of Stock.** Upon the Conversion becoming effective, each outstanding share of common stock will be converted into a 50% membership interest in the LLC. The manner and basis of converting the shares of the Company into interests in the LLC preserves the ownership proportion and the relative rights, preferences, and limitations of each share.

**3. Articles of Organization.** The Articles of Organization pursuant to which the LLC will be organized shall be in substantially the form as attached as Schedule 1.

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SCHEDULE 1  
ARTICLES OF ORGANIZATION

ARTICLES OF ORGANIZATION  
OF  
WINCHESTER CARPET & RUG, LLC

The undersigned, desiring to organize a limited liability company (the "Company") under the provisions of Chapter 12 of Title 13.1 of the Code of Virginia, sets forth the following:

ARTICLE I  
Name

The name of the limited liability company is Winchester Carpet & Rug, LLC.

ARTICLE II  
Registered Office

The post-office address of the initial registered office in Virginia is 250 Browns Hill Court, Midlothian, Virginia, 23114, located in the County of Chesterfield.

ARTICLE III  
Registered Agent

The registered agent's name is National Corporate Research, Ltd., whose business address is identical with the registered office. The registered agent is a foreign stock corporation authorized to transact business in the Commonwealth.

ARTICLE IV  
Principal Office

The post office address of the principal office where the records will be maintained pursuant to Virginia Code Section 13.1-1028 is 116 Featherbed Lane Winchester, VA 22601

ARTICLE V  
Written Operating Agreement

Any operating agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended and in existence from time to time.

*[Signature Page Follows]*



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Given under my hand this 16th day of March, 2017.

ORGANIZER:

  
Richard D. Palmieri

*[Signature Page to Articles of Organization of Winchester Carpet & Rug, LLC]*

**TRADEMARK**  
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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 17, 2017

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

WINCHESTER CARPET & RUG CO.

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF ENTITY CONVERSION

be issued and admitted to record with the articles of entity conversion and articles of organization in the Office of the Clerk of the Commission, effective March 17, 2017.

When the certificate becomes effective, WINCHESTER CARPET & RUG CO. is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

Winchester Carpet & Rug, LLC

The limited liability company is granted the authority conferred on it by law in accordance with its articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann  
Commissioner

CNVRLACT  
CISJMA  
17-03-16-1211

RECORDED: 06/29/2022

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