

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

Assignment ID: TMI97271

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
UPCHURCH PLUMBING, INC.		03/11/2024	Corporation: MISSISSIPPI
RECEIVING PARTY DATA			
Company Name:	Upchurch Plumbing, LLC		
Street Address:	2606 Baldwin Road		
City:	Greenwood		
State/Country:	MISSISSIPPI		
Postal Code:	38930		
Entity Type:	Limited Liability Company: MISSISSIPPI		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	5700289	UPCHURCH INDUSTRIAL COMMERCIAL INDUSTRIAL QUALITY UP SERVICES	
Registration Number:	6071259	UPCHURCH INDUSTRIAL	
Registration Number:	5471669	UPCHURCH COMPANIES	
Registration Number:	5516985	UPCHURCH PLUMBING	
Registration Number:	5522502	UPCHURCH SERVICES	
CORRESPONDENCE DATA			
Fax Number:	6172359493		
<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:	6179517169		
Email:	catherine.murray@ropesgray.com		
Correspondent Name:	Catherine Murray		
Address Line 1:	Prudential Tower, 800 Boylston Street		
Address Line 4:	Boston, MASSACHUSETTS 02199-3600		
ATTORNEY DOCKET NUMBER:	107476-0050		
NAME OF SUBMITTER:	CATHERINE MURRAY		
SIGNATURE:	CATHERINE MURRAY		
DATE SIGNED:	03/15/2024		

CH \$140.00.00 87510358

Total Attachments: 5

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Fee: \$ 50



Michael Watson
SECRETARY OF STATE

2024162976

Business ID: 502554
Filed: 03/11/2024 04:19 PM
Michael Watson
Secretary of State

P.O. BOX 136
JACKSON, MS 39205-0136
TELEPHONE: (601) 359-1633

Business Conversion

Current Business Information

Business ID: 502554

Foreign or Domestic: Domestic

Business Name: UPCHURCH PLUMBING, INC.

Business Email: kristie@upchurchplumbing.com

State of Incorporation: MS

Business Type: Profit Corporation

Date of Incorporation: 12/22/1981

Conversion Information

New Entity Type: Limited Liability Company

Business Email: kristie@upchurchplumbing.com

New Business Name: Upchurch Plumbing, LLC

The plan of conversion was approved in accordance with MCA §79-37-101 et seq or the laws of the state of the converting entity.

The following have been attached with this form:

- In lieu of attaching a public organic record of the converted entity, the following information is provided.

NAICS Code/Nature of Business

238220 - Plumbing, Heating, and Air-Conditioning Contractors

Registered Agent

Name: Upchurch, Robert L

Address: 2606 Baldwin Road
Greenwood, MS 38930

Officers & Directors

Current Party Data

Name:

Robert L Upchurch
Director, President

Address:

Michael W Upchurch
Director, Vice President

David L Upchurch
Director, Treasurer

Cynthia U Hawkins
Director, Secretary

Amended Party Data

Name:

ME Holdco, Inc.
Member

Address:

2606 Baldwin Road
Greenwood, MS 38930

Signature

By entering my name in the space provided, I certify that I am authorized to file this document on behalf of this entity, have examined the document and, to the best of my knowledge and belief, it is true, correct and complete as of this day ***03/11/2024***.

Name:

Robert L Upchurch
President

Address:

2606 Baldwin Road
Greenwood, MS 38930

UPCHURCH PLUMBING, INC.
PLAN OF CONVERSION

This PLAN OF CONVERSION (this “Plan”) of Upchurch Plumbing, Inc., a Mississippi corporation (the “Corporation”), is entered into effective as of March 11, 2024.

BACKGROUND

- A. The Corporation desires, pursuant to Section 79-37-401 of the Mississippi Code of 1972, as amended (the “Code”), to convert from a corporation incorporated under the laws of the State of Mississippi to a limited liability company formed under the laws of the State of Mississippi (the “Conversion”), to be known as Upchurch Plumbing, LLC (the “LLC”).
- B. In accordance with Section 79-37-403 of the Code, the Conversion has been unanimously approved and recommended by the written consent of the Board of Directors of the Corporation and approved and adopted by the Shareholders of the Corporation.
- C. The Corporation wishes to set forth the terms and conditions of the Conversion in this Plan.

TERMS

1. **CONVERSION.** Subject to the terms and conditions hereof, and in accordance with the applicable provisions of the Code and the bylaws of the Corporation (the “Bylaws”), the Corporation shall be converted into the LLC from and after the Effective Time (as such term is defined in Paragraph 6). To effectuate the Conversion, the Corporation shall have filed this Plan with the Secretary of State of Mississippi pursuant to Section 79-37-405 of the Code. In connection with the Conversion and as of the Effective Time, the Bylaws shall be terminated and be of no further force and effect, except to the extent any such provisions survive in accordance with their terms or pursuant to applicable law.

2. **THE LLC.** In accordance with Section 79-37-406 of the Code, from and after the Effective Time, the Conversion shall be deemed to constitute a continuation of the existence of the Corporation in the form of a limited liability company governed for all purposes by the laws of the State of Mississippi.

3. **CONVERSION OF MEMBERSHIP INTERESTS.** As of the Effective Time, by virtue of the Conversion and without any action on the part of the Shareholder thereof, one hundred percent (100%) of the issued and outstanding shares of stock in the Corporation that are held immediately prior to the Effective Time shall be converted into membership interests representing, collectively, one hundred percent (100%) of the membership interests in the LLC.

4. **OPERATING AGREEMENT OF LLC.** At and after the Effective Time the Limited Liability Company Agreement of Upchurch Plumbing, LLC, as adopted by the former Shareholders shall become the operating agreement of the LLC.

5. **RIGHTS AND LIABILITIES OF THE LLC.** At and after the Effective Time: (a) the LLC shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of the Corporation; (b) all debts due to the Corporation on whatever account shall be vested in the LLC; (c) all claims, demands, property, rights (including without limitation, contract rights), privileges, powers and franchises (including without limitation all licenses, registrations and approvals of any governmental authority or self-regulatory organization to the extent the same may be transferred in accordance with the terms of their issuance) and every other interest of the Corporation shall be as effectively the property of the LLC as they were of the Corporation prior to the Effective Time; (d) the title to any real estate vested by deed or otherwise in the Corporation shall not revert or be in any way impaired by reason of the Conversion, but shall be vested in the LLC; (e) all rights of creditors and all liens upon any property of the Corporation shall be preserved unimpaired, limited in lien to the property affected by such lien as of the Effective Time; and (f) all debts, liabilities and duties of the Corporation shall thenceforth attach to the LLC and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

6. **EFFECTIVE TIME; FILINGS.** The Conversion shall be effective upon the filing of the Statement of Conversion with the Secretary of State of the State of Mississippi (the "Effective Time"). The sole Member of the LLC shall execute and file all other documents and shall take all such other actions as it may deem necessary or desirable to carry out the intent of this Plan, including without limitation, any and all filings or recordings required by Mississippi law or as may be required by the Internal Revenue Code of 1986, as amended.

7. **TERMINATION.** This Plan may be terminated and abandoned, whether before or after adoption or approval of this Plan by the Shareholders or by action of the Board of Directors of the Corporation at any time prior to the Effective Time.

Upchurch Plumbing, LLC

Member Information

The Member of Upchurch Plumbing, LLC is UE Holdco, Inc., 2606 Baldwin Road, Greenwood, MS 38930.