

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM446147

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TORC Robotics, LLC		05/01/2015	Limited Liability Company: VIRGINIA
RECEIVING PARTY DATA			
Name:	TORC Robotics, Inc.		
Street Address:	450 Partnership Drive		
City:	Blacksburg		
State/Country:	VIRGINIA		
Postal Code:	24060		
Entity Type:	Corporation: VIRGINIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4087434	TORC	
Registration Number:	4232270	TORC	
Registration Number:	4674295	SAFESTOP	
CORRESPONDENCE DATA			
Fax Number:	8887551450		
<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:	540-777-3459		
Email:	trademarks@cowanperry.com		
Correspondent Name:	Tara A. Branscom		
Address Line 1:	1328 3rd Street, S.W.		
Address Line 4:	Roanoke, VIRGINIA 24016		
NAME OF SUBMITTER:	Tara A. Branscom		
SIGNATURE:	/Tara A. Branscom/		
DATE SIGNED:	10/05/2017		
Total Attachments: 11			
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Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, May 1, 2015

This is to certify that the certificate of entity conversion of

TORC Robotics, Inc.

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business.

Effective date: May 1, 2015



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MAY 1, 2015

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

TORC Robotics, LLC

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

CERTIFICATE OF ENTITY CONVERSION

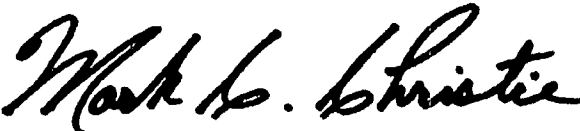
be issued and admitted to record with the articles of entity conversion and articles of incorporation in the Office of the Clerk of the Commission, effective May 1, 2015.

When the certificate becomes effective, TORC Robotics, LLC is deemed to be a corporation incorporated under the laws of this Commonwealth with the name

TORC Robotics, Inc.

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

STATE CORPORATION COMMISSION

By 

Mark C. Christie
Commissioner

**ARTICLES OF ENTITY CONVERSION
OF
TORC ROBOTICS, LLC**

The undersigned limited liability company, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, hereby executes the following Articles of Entity Conversion and sets forth:

ONE

The name of the limited liability company immediately prior to the filing of these Articles of Entity Conversion is TORC Robotics, LLC. The limited liability company shall convert to a Virginia corporation and its name shall be TORC Robotics, Inc.

TWO

The Plan of Entity Conversion (the "Plan of Conversion") for the conversion of TORC Robotics, LLC into TORC Robotics, Inc. is attached hereto as Exhibit A and made a part hereof.

THREE

The Plan of Conversion was adopted by the unanimous consent of the members of TORC Robotics, LLC, in accordance with the requirements of Section 13.1-722.11(B) of the Virginia Stock Corporation Act.

These Articles of Entity Conversion shall be effective May 1, 2015.

TORC ROBOTICS, LLC

By: _____

Michael R. Fleming, Manager

Date: April 29, 2015
SCC ID No.: S142445-8

**PLAN OF ENTITY CONVERSION
OF
TORC ROBOTICS, LLC**

The undersigned Manager, on behalf of TORC Robotics, LLC, a Virginia limited liability company, intends to convert TORC Robotics, LLC into TORC Robotics, Inc., a Virginia corporation, pursuant to this Plan of Entity Conversion (the "Plan of Conversion"). The address of both TORC Robotics, LLC and TORC Robotics, Inc. is 405 Partnership Drive, S.E., Blacksburg, Virginia 24060.

A. This Plan of Conversion was adopted by the unanimous consent of the members of TORC Robotics, LLC in accordance with the requirements of Section 13.1-722.11(B) of the Virginia Stock Corporation Act.

B. Pursuant to the provisions of the Virginia Stock Corporation Act and this Plan of Conversion, TORC Robotics, LLC shall be converted into TORC Robotics, Inc., effective May 1, 2015 (the "Effective Date"). TORC Robotics, Inc. shall be the surviving corporation as of the Effective Date and shall continue to exist as such surviving corporation pursuant to the provisions of the Virginia Stock Corporation Act and this Plan of Conversion. The separate existence of TORC Robotics, LLC shall cease as of the Effective Date.

C. As of the Effective Date, the Articles of Incorporation of TORC Robotics, Inc., attached hereto as Appendix I (the "Articles of Incorporation"), shall be the Articles of Incorporation of the surviving corporation. The Articles of Incorporation shall

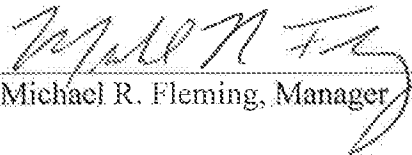
continue in full force and effect until amended in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

D. As of the Effective Date, that person identified in the Articles of Incorporation as the director of TORC Robotics, Inc. shall become the initial director of TORC Robotics, Inc.

E. As of the Effective Date, and by virtue of the conversion of TORC Robotics, LLC into TORC Robotics, Inc., each one percent of a membership interest in TORC Robotics, LLC outstanding as of the Effective Date shall be converted into one (1) share of common stock of TORC Robotics, Inc. and each fraction of a membership interest in TORC Robotics, LLC outstanding as of the Effective Date shall be converted into the same fraction of a share of common stock of TORC Robotics, Inc.

Witness the following signature this 29th day of April, 2015.

TORC ROBOTICS, LLC

By: 
Michael R. Fleming, Manager

**ARTICLES OF INCORPORATION
OF
TORC ROBOTICS, INC.**

I hereby act as incorporator of a stock corporation under the provisions of the Virginia Stock Corporation Act, Title 13.1, Chapter 9, of the Code of Virginia of 1950, as amended, and I hereby declare and establish the following as the Articles of Incorporation of such corporation:

ARTICLE I. NAME

The name of the Corporation is TORC Robotics, Inc.

ARTICLE II. PURPOSES AND POWERS

The Corporation shall have the power to carry on any business not prohibited by law or required to be stated in these articles.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>
Common	5,000

ARTICLE IV. REGISTERED OFFICE

The address of the initial registered office of the Corporation is 405 Partnership Drive, S.E., Blacksburg, Virginia 24060, located in the County of Montgomery, Virginia. The initial registered agent of the Corporation is Michael R. Fleming, a resident of Virginia and an initial director of the Corporation.

ARTICLE V. DIRECTORS

The number of directors constituting the Board of Directors of the Corporation is one (1), and the name and address of the person who shall serve as the initial director is:

<u>NAME</u>	<u>ADDRESS</u>
Michael R. Fleming	405 Partnership Drive, S.E. Blacksburg, Virginia 24060

ARTICLE VI. SHAREHOLDER ACTION WITHOUT MEETING

To the full extent permitted by and in accordance with the Virginia Stock Corporation Act, as it exists on the date hereof or may hereafter be amended, any action required or permitted by the Virginia Stock Corporation Act to be taken at a shareholders' meeting may be taken pursuant to written consents, without a meeting and without prior notice, if the action is taken by the Corporation's shareholders entitled to vote at a shareholders' meeting and who have the voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all the shareholders entitled to vote thereon were present and voted.

ARTICLE VII. SHAREHOLDER APPROVAL OF CERTAIN TRANSACTIONS

An amendment of the Corporation's Articles of Incorporation, a plan of merger or share exchange, a transaction involving the sale of all or substantially all of the Corporation's assets other than in the regular course of business and a plan of dissolution shall be approved by the vote of a majority of all the votes entitled to be cast on such transactions.

ARTICLE VIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. Each Director and Officer who is or was a party to any proceeding (including a proceeding by or in the right of the Corporation) shall be indemnified by the Corporation against any liability imposed upon or asserted against him (including amounts paid in settlement) arising out of conduct in his official capacity with the Corporation or otherwise by reason of the fact that he is or was such a Director or Officer or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, except there shall be no indemnification in relation to matters as to which he shall have been finally adjudged to be liable by reason of having been guilty of (i) willful misconduct or (ii) a knowing violation of criminal law in the performance of his duty as such Director or Officer.

B. In addition to the indemnification provided under Section A, to the full extent permitted by the Virginia Stock Corporation Act and any other applicable law, as they exist on the date hereof or may hereafter be amended, the Corporation shall indemnify a Director or Officer of the Corporation who is or was a party to any proceeding (including a proceeding by or in the right of the Corporation) by reason of the fact that he is or was such a Director or Officer or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

C. The Corporation is empowered to contract in advance to indemnify any Director or Officer to the extent indemnification is granted under Sections A and B. The Board of Directors is also empowered to cause the Corporation to indemnify or contract

in advance to indemnify any other person not covered by Sections A and B who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to the same extent as if such person were specified as one to whom indemnification is granted under Sections A and B.

D. The Corporation shall advance, pay for and/or reimburse the reasonable expenses incurred by an Officer or Director who is a party to any proceeding in advance of the final disposition thereof if (i) the Officer or Director furnishes the Corporation a written statement of his good faith belief that he has met the standard of conduct described in Sections A and/or B above and (ii) the Officer or Director furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet the standard of conduct. The undertaking required by clause (ii) above shall be an unlimited general obligation of the Officer or Director but need not be secured and may be accepted without reference to financial ability to make repayment.

E. The foregoing provisions are intended to provide indemnification with respect to those monetary damages of which the Virginia Stock Corporation Act permits the limitation or elimination of liability. In addition, to the full extent, if any, that the Virginia Stock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a Director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages arising out of a single transaction occurrence or course of conduct in excess of

the amount of cash consideration received by the Director from the Corporation for services as a director during the twelve months immediately preceding the act or omission for which liability was imposed.

F. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article.

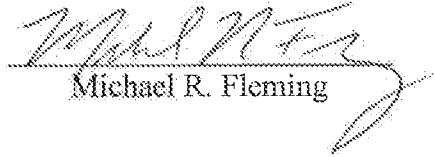
G. The provisions of this Article shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

H. Except to the extent inconsistent with this Article, terms used herein shall have the same meanings assigned them in the Indemnification Article of the Virginia Stock Corporation Act, as now in effect or hereafter amended. Without limitation, it is

expressly understood that reference herein to Directors, Officers, employees or agents shall include former Directors, Officers, employees and agents and their respective heirs, executors and administrators.

These articles shall become effective May 1, 2015.

INCORPORATOR



Michael R. Fleming