

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM478109

<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>
K-2 Corporation		06/16/2017	Corporation: INDIANA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	K2 Sports, LLC		
<b>Street Address:</b>	413 Pine Street, 3rd Floor		
<b>City:</b>	Seattle		
<b>State/Country:</b>	WASHINGTON		
<b>Postal Code:</b>	98101		
<b>Entity Type:</b>	Limited Liability Company: INDIANA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2185219	PLANET EARTH	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2067577097		
<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>	206.757.8097		
<b>Email:</b>	cindycaditz@dwt.com, seatm@dwt.com, michaelamalone@dwt.com, ronrutherford@dwt.com, emilyeske@dwt.com		
<b>Correspondent Name:</b>	Cindy L. Caditz		
<b>Address Line 1:</b>	1201 Third Avenue, Suite 2200		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98101-3045		
<b>ATTORNEY DOCKET NUMBER:</b>	91398		
<b>NAME OF SUBMITTER:</b>	Cindy L. Caditz		
<b>SIGNATURE:</b>	/Cindy Caditz/		
<b>DATE SIGNED:</b>	06/14/2018		
<b>Total Attachments: 10</b>			
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State of Indiana  
Office of the Secretary of State

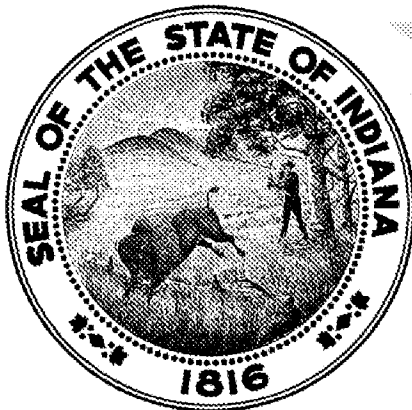
Certificate of Conversion  
of  
**K-2 CORPORATION**

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Conversion of the above Domestic For-Profit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

The name following said transaction will be:

**K2 SPORTS, LLC**

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, June 16, 2017.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, June 20, 2017

*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

197009-340 / 7629316

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>



**ARTICLES OF ENTITY CONVERSION  
 CONVERSION OF A CORPORATION  
 INTO A LIMITED LIABILITY COMPANY**

State Form 51578 (R4 / 7-16)  
 Approved by State Board of Accounts, 2016

Indiana Code 23-1-18-3

FILING FEE: \$30.00

<b>ARTICLES OF CONVERSION</b> <b>OF</b> <u>K-2 Corporation</u> <i>(hereinafter "Non-surviving Corporation")</i>
<b>INTO</b> <u>K2 Sports, LLC</u> <i>(hereinafter "Surviving LLC")</i>

ARTICLE I: PLAN OF ENTITY CONVERSION		
<p>a. Please set forth the Plan of Conversion, containing such information as required by Indiana Code 23-1-38.5-11 and Indiana Code 23-1-38.5-12, attach herewith, and designate it as "Exhibit A." The following is basic information that must be included in the Plan of Entity Conversion: (please refer to Indiana Code 23-1-38.5-12 for a more complete listing of requirements before submitting the plan).</p> <ul style="list-style-type: none"> <li>• A statement of the type of business entity that Surviving LLC will be and, if it will be a foreign non-corporation, its jurisdiction of organization;</li> <li>• The terms and conditions of the conversion;</li> <li>• The manner and basis of converting the shares of Non-surviving Corporation into the interests, securities, obligations, rights to acquire interests or other securities of Surviving LLC following its conversion; and</li> <li>• The full text, as in effect immediately after the consummation of the conversion, of the organic document (if any) of Surviving LLC.</li> </ul> <p>If, as a result of the conversion, one or more shareholders of Non-surviving Corporation would be subject to owner liability for debts, obligations, or liabilities of any other person or entity, those shareholders must consent in writing to such liabilities in order for the Plan of Merger to be valid.</p> <p>b. Please read and sign the following statement.  <i>I hereby affirm under penalty of perjury that the plan of conversion is in accordance with the Articles of Incorporation or bylaws of Non-surviving Corporation and is duly authorized by the shareholders of Non-surviving Corporation as required by the laws of the State of Indiana.</i></p>		
Signature 	Printed Name <b>Bradford R. Turner</b>	Title <b>Chief Legal Officer and Corporate Secretary</b>

ARTICLE II: NAME AND DATE OF INCORPORATION OF NON-SURVIVING CORPORATION	
a. The name of Non-surviving Corporation immediately before filing these Articles of Entity Conversion is the following: <b>K-2 Corporation</b>	
b. The date on which Non-surviving Corporation was incorporated in the State of Indiana is the following (month, day, year): <b>September 22, 1970</b>	

ARTICLE III: NAME AND PRINCIPLE OFFICE OF SURVIVING LLC			
a. The name of Surviving LLC is the following: <ul style="list-style-type: none"> <li>• (Please note pursuant to Indiana Code 23-18-2-8, this name must include the words "Limited Liability Company", "L.L.C.", or "LLC".)</li> <li>• (If Surviving LLC is a foreign LLC, then its name must adhere to the laws of the state in which it is domiciled.)</li> </ul> <b>K2 Sports, LLC</b>			
b. The address of Surviving LLC's Principal Office is the following:			
Street Address (number and street) <b>413 Pine Street</b>	City <b>Seattle</b>	State <b>WA</b>	ZIP code <b>98101</b>

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**ARTICLE IV REGISTERED OFFICE AND AGENT OF SURVIVING LLC**

Registered Agent: The name and street address of Surviving LLC's Registered Agent and Registered Office for service of process are the following:

Name of Registered Agent

Corporation Service Company

Address of Registered Office (number and street or building)

135 North Pennsylvania Street, Suite 160

City

Indianapolis

State

Indiana

ZIP code

46204

**ARTICLE V - JURISDICTION OF SURVIVING LLC AND CHARTER SURRENDER OF NON-SURVIVING CORPORATION**

**JURISDICTION**

Please state the jurisdiction in which Surviving LLC will be organized and governed.

Indiana

**CHARTER SURRENDER (Please complete this section only if Surviving LLC is organized outside of Indiana.)**

If the jurisdiction stated above is not Indiana, please set forth the Articles of Charter Surrender for the Non-surviving Corporation and attach herewith as "Exhibit B."

Pursuant to Indiana Code 23-1-38.5-14, the Articles of Charter Surrender must include:

1. The name of Non-surviving Corporation;
2. A statement that the Articles of Charter Surrender are being filed in connection with the conversion of Non-surviving Corporation into an LLC that will be organized in a jurisdiction other than the State of Indiana;
3. A signed statement under penalty of perjury that the conversion was duly approved by the shareholders of Non-surviving Corporation in a manner required by Indiana Law and consistent with the Articles of Incorporation or the bylaws of Non-surviving Corporation;
4. The jurisdiction under which the Surviving LLC will be organized; and
5. The address of Surviving LLC's executive office.

**ARTICLE VI DISSOLUTION OF SURVIVING LLC**

Please indicate when dissolution will take place in Surviving LLC:

- The latest date upon which Surviving LLC is to dissolve is \_\_\_\_\_ OR  
 Surviving LLC is perpetual until dissolution.

**ARTICLE VII MANAGEMENT OF SURVIVING LLC**

Surviving LLC will be managed by:

- The members of Surviving LLC, OR  
 A manager or managers

In Witness Whereof, the undersigned being an officer or other duly authorized representative of Non-surviving Corporation executes these Articles of Entity Conversion and verifies, subject to penalties of perjury, that the statements contained herein are true,

this 16<sup>th</sup> day of June, 20 17

Required:

- By checking the box, the Signator(s) represent(s) that the registered agent named in the application has consented to the appointment of registered agent.

Signature



Printed name

Bradford R. Turner

Title

Chief Legal Officer and Corporate Secretary

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**EXHIBIT A**

**Plan of Conversion**

[see next page]

**PLAN OF ENTITY CONVERSION**

of

**K-2 Corporation,  
an Indiana corporation,**

to

**K2 Sports, LLC  
an Indiana limited liability company**

**PLAN OF ENTITY CONVERSION**

THIS PLAN OF ENTITY CONVERSION, is made and entered into as of June 16, 2017, by K-2 Corporation, an Indiana corporation.

WITNESSETH:

WHEREAS, K-2 Corporation deems it advisable to convert to an Indiana limited liability company pursuant to this Plan of Entity Conversion in accordance with the Indiana Code 23-1-38.5; and

WHEREAS, the Board of Directors and shareholder of K-2 Corporation have approved this Plan of Entity Conversion;

NOW, THEREFORE, K-2 Corporation hereby sets forth the details for such conversion as follows:

**ARTICLE ONE**  
**THE CONVERSION**

Section 1.01. The Conversion. Pursuant to the terms and provisions of this Plan of Entity Conversion and Indiana law, K-2 Corporation shall convert to K2 Sports, LLC (the “**Conversion**”). The Conversion shall be effective at 12:01 a.m. on the date on which this Plan of Entity Conversion is filed in the Office of the Indiana Secretary of State (the “**Effective Time**”).

Section 1.02. Non-Surviving Corporation. K-2 Corporation shall be the non-surviving corporation under the Conversion and its corporate identity and existence, separate and apart from K2 Sports, LLC, shall cease on consummation of the Conversion.

Section 1.03. Surviving LLC. K2 Sports, LLC shall be the surviving limited liability company in the Conversion. It shall be an Indiana limited liability company.

**ARTICLE TWO**  
**TERMS OF THE CONVERSION AND**  
**MANNER OF CONVERTING THE SHARES**

Section 2.01. Effect of the Conversion. The Conversion shall have all of the effects provided by Indiana Code 23-1-38.5.

Section 2.02. Conversion of Shares. At the Effective Time:

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(a) Each of the 110,000 shares of common stock of K-2 Corporation (the “**K-2 Corporation Common**”) that are issued and outstanding immediately prior to the Effective Time shall thereupon and without further action be converted into the right to receive one (1) unit (“**Unit**”) of limited liability company interests in K2 Sports, LLC (the “**Conversion Consideration**”).

(b) All of the outstanding shares of K-2 Corporation Common, by virtue of the Conversion and without any action on the part of the holders thereof, shall be deemed to have been converted into the Conversion Consideration. Each holder of any certificate or certificates, which immediately prior to the Effective Time represented outstanding shares of K-2 Corporation Common (the “**Certificate**” or “**Certificates**”), shall thereafter cease to have any rights with respect to such shares, except the right of such holders to receive, without interest, the Conversion Consideration upon the surrender of such Certificate or Certificates in accordance herewith. K2 Sports, LLC shall deliver to each K-2 Corporation shareholder one (1) Unit of limited liability company interest of K2 Sports, LLC for each share of K-2 Corporation Common delivered to K2 Sports, LLC by such K-2 Corporation shareholder.

(c) Each share of K-2 Corporation Common, if any, held in the treasury of K-2 Corporation or by any direct or indirect subsidiary of K-2 Corporation immediately prior to the Effective Time shall be canceled.

(d) Each K-2 Corporation shareholder shall deliver to K2 Sports, LLC all Certificates representing K-2 Corporation Common or other evidence of ownership in K-2 Corporation.

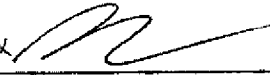
### **ARTICLE THREE** **AMENDMENT; TERMINATION; ASSIGNMENT**

Section 3.01. Organic Documents of Surviving Entity. The Articles of Entity Conversion, as filed with the Indiana Secretary of State, shall constitute the public organic document of K2 Sports, LLC, unless and until amended pursuant to Indiana law.

Section 3.02. Liability of Shareholders. This Plan of Entity Conversion does not impose upon any shareholder of K-2 Corporation any liability for the debts, obligations or liabilities of any other person or entity.

IN WITNESS WHEREOF, K-2 Corporation has executed this Plan of Entity Conversion as of the day and year first above written.

K-2 Corporation

By   
\_\_\_\_\_  
Name: Bradford R. Turner  
Title: Chief Legal Officer and Corporate Secretary

*[Signature Page to IN Plan of Entity Conversion]*



**ARTICLES OF ORGANIZATION  
 DOMESTIC LIMITED LIABILITY COMPANY**

State Form 49459 (R6 / 8-16)  
 Approved by State Board of Accounts, 2018

Indiana Code 23-18-2-4  
 23-18-12-3

FILING FEE: \$100.00

**ARTICLES OF ORGANIZATION**

The undersigned, desiring to form a Limited Liability Company (*hereinafter referred to as "LLC"*) pursuant to the provisions of the Indiana Business Flexibility Act, executes the following Articles of Organization.

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

Name of LLC (*The name must include the words Limited Liability Company or an abbreviation thereof.*)

K2 Sports, LLC

Address of Principal Office (*number and street - PO box not accepted*)

413 Pine Street

City

Seattle

State

WA

ZIP code

98101

**ARTICLE III - REGISTERED OFFICE AND AGENT**

Registered Agent: The name and street address of the LLC's Registered Agent and Registered Office for service of process are:

Name of Registered Agent (*Cannot be the LLC itself.*)

Corporation Service Company

Address of Registered Office (*number and street or building - PO box not accepted*)

135 North Pennsylvania Street, Suite 1810

City

Indianapolis

State

IN

ZIP code

46204

Required:



By checking the box, the Signator(s) represent(s) that the Registered Agent named in the application has consented to the appointment of Registered Agent.

**ARTICLE III - DISSOLUTION**



The LLC is perpetual until dissolution.

OR



The latest date upon which the LLC is to dissolve (*month, day, year*): \_\_\_\_\_

**ARTICLE IV - MANAGEMENT**

The LLC will be managed by its manager or managers.



Yes No

The LLC will be a single member LLC (*optional*).

In Witness Whereof, the undersigned executes these Articles of Organization and verifies, subject to penalties of perjury, that the statements contained herein are true, this 16<sup>th</sup> day of June 2017

Signature

Printed name

Bradford R. Turner

This instrument was prepared by (*name*):

Kyle Cunnion

Address (*number and street, city, state, and ZIP code*)

c/o Jones Day, 1420 Peachtree Street NE, Suite 800, Atlanta, Georgia 30309

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 INDIANA



Approved and Filed  
 197009-340/7629316  
 Filing Date: 06/20/2017  
 Effective :06/16/2017 16:54  
 CONNIE LAWSON  
 Indiana Secretary of State

413 Pine Street, #3  
 Seattle, WA 98101  
 800-426-1617

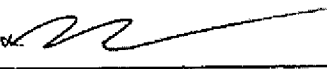
**CONSENT TO USE OF NAME**

To: Secretary of State of Indiana:

K-2 Corporation, an Indiana corporation (Business ID 197009-340) (the "Corporation") and owner of the Indiana registration for the assumed name "K2 SPORTS," does hereby consent to use of the name "K2 Sports, LLC" by the Corporation in connection with the Corporation's conversion to an Indiana limited liability company.

As of the 16<sup>th</sup> day of June, 2017.

**K-2 CORPORATION**

By:   
 Name: Bradford R. Turner  
 Title: Chief Legal Officer and Corporate Secretary

NAI-1502772753-7



www.k2sports.com