

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM574802

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
American Railcar Industries, Inc.		04/30/2020	Corporation: NORTH DAKOTA
RECEIVING PARTY DATA			
Name:	AITX LLC		
Street Address:	100 Clark Street		
City:	St. Charles		
State/Country:	MISSOURI		
Postal Code:	63301		
Entity Type:	Limited Liability Company: NORTH DAKOTA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	88827865	AX	
Serial Number:	88802186	AITX	
Serial Number:	88802163	AMERICAN INDUSTRIAL TRANSPORT	
CORRESPONDENCE DATA			
Fax Number:	3146673633		
<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:	3145526000		
Email:	ipdocket@thompsoncoburn.com		
Correspondent Name:	Thompson Coburn LLP		
Address Line 1:	One US Bank Plaza		
Address Line 4:	St. Louis, MISSOURI 63101		
ATTORNEY DOCKET NUMBER:	46302-194946, -47, 195739		
NAME OF SUBMITTER:	Matthew J. Himich		
SIGNATURE:	/matthew j. himich/		
DATE SIGNED:	05/05/2020		
Total Attachments: 7			
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State of North Dakota

SECRETARY OF STATE



Certificate of Conversion

The undersigned, as Secretary of State of the state of North Dakota, hereby certifies that Articles of Conversion of

AMERICAN RAILCAR INDUSTRIES, INC. (Corporation - Business - Domestic)

to

AITX LLC (Limited Liability Company - Business - Domestic)

duly signed and verified pursuant to North Dakota statutes governing conversions, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Conversion.

Effective Date: April 30, 2020

Filed Date: April 30, 2020

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

TRADEMARK

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APR 27 2020

SEC. OF STATE

ARTICLES OF CONVERSION
FOR
AMERICAN RAILCAR INDUSTRIES, INC.
AND
AITX LLC

For Office Use Only

-FILED-

SOS Control ID#: 0000094016

Date Filed: 4/30/2020

THESE ARTICLES OF CONVERSION (the "Articles") are hereby adopted by American Railcar Industries, Inc., a North Dakota corporation ("Converting Corporation"), to effect its conversion, pursuant to N.D. Cent. Code §§ 10-19.1-104.1 through 10-19.1-104.6, and AITX LLC, a North Dakota limited liability company ("Converted LLC").

RECITALS

WHEREAS, American Railcar Industries, Inc. is corporation organized under the laws of the State of North Dakota and in good standing thereunder;

WHEREAS, American Railcar Industries, Inc. desires to convert into a limited liability company organized under the laws of the State of North Dakota;

NOW THEREFORE, in accordance with the provisions of N.D. Cent. Code §§ 10-19.1-104.1 through 10-19.1-104.6, American Railcar Industries, Inc. and AITX LLC adopt these Articles.

1. **Effective Date.** These Articles and the conversion of Converting Corporation into Converted LLC shall be effective as of the Effective Date. "Effective Date" means as of April 30, 2020.
2. **Conversion.** Pursuant to these Articles and the Plan of Conversion (the "Plan") adopted by the Converting Corporation, the Converting Corporation is hereby converted into a North Dakota limited liability company, as follows:
 - (a) **Name Before Conversion.** Prior to its conversion, Converting Corporation was named "American Railcar Industries, Inc."
 - (b) **Name After Conversion.** Following its conversion, Converted LLC will be named "AITX LLC".
 - (c) **Form and Governing Statute.** Following its conversion, the Converted LLC will be a North Dakota limited liability company governed by §§ 10-32.1 of the North Dakota Century Code.
3. **Required Approvals.** The Plan has been approved by the Converting Corporation as required by N.D. Cent. Code § 10-19.1-104.3 and by the Converting Corporation's governing documents.
4. **Plan of Conversion.** A copy of the Plan is attached hereto as **Exhibit A**.

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5. **Originating Record of Converted LLC.** A copy of the Articles of Organization of the Converted LLC are attached hereto as **Exhibit B.**

Signed the 30th day of April, 2020.

AMERICAN RAILCAR INDUSTRIES, INC.,
Converting Corporation

By: Steven Unger
Steven Unger, President

THIS DOCUMENT WAS PREPARED BY:

Kevin A. Mason
Vogel Law Firm
P.O. Box 1389; 218 NP Avenue
Fargo, ND 58107
Telephone: 701.237.6983
Our File: 055420.20000
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EXHIBIT "A"

**PLAN OF CONVERSION
FOR
AMERICAN RAILCAR INDUSTRIES, INC.
AND
AITX LLC**

This Plan is adopted as of the 27th day of April, 2020, by and among the Board of the Converting Corporation and the Board of the Converted LLC, who hereby agree as follows:

1. **Recitals.** The parties hereby declare:
 - a. That the Board of the Converted LLC and the Board of the Converting Corporation deem it advisable and generally to the advantage and welfare of the Converting Corporation to convert into the Converted LLC.
 - b. That such conversion be made under and pursuant to the provisions of Chapter 10-19.1 and Chapter 10-32.1 of the North Dakota Century Code.
2. **Definitions.** For the purposes of this Plan:
 - a. "Plan" shall mean this Plan of Conversion as adopted by the Board of Governors of the Converted LLC and the Board of Directors of the Converting Corporation.
 - b. "Effective Date" shall mean April 30, 2020.
 - c. "Converted LLC" shall mean AITX LLC, a North Dakota limited liability company, the mailing address of which is 100 Clark Street, Saint Charles, MO 63301-2075, which shall be the converted organization.
 - d. "Converting Corporation" shall mean American Railcar Industries, Inc., a North Dakota corporation, the mailing address of which is 100 Clark Street, Saint Charles, MO 63301-2075, which shall be the converting organization.
 - e. "organizational records" shall mean the Articles of Organization and Operating Agreement of the Converted LLC.

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3. **Conversion.** The Converting Corporation shall be, and hereby is, converted into the Converted LLC, pursuant to the provisions of Chapters 10-19.1 and 10-32.1 of the North Dakota Century Code, as of the Effective Date.

4. **Terms and Conditions of Conversion.** On the Effective Date, the Converted LLC shall succeed to, and shall possess and enjoy, all the rights, privileges, immunities, powers, and franchises, both of a public and a private nature, and be subject to all of the restrictions, disabilities and duties of the Converting Corporation.

- a. All of the rights, privileges, immunities, powers and franchises of the Converting Corporation, and all property, real, personal and mixed, and all debts due to the Converting Corporation on whatever account, as well as for all of the things in action or belonging to the Converting Corporation, shall be vested in the Converted LLC.
- b. All property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Converted LLC as they were the Converting Corporation.
- c. The title to any real estate vested by deed or otherwise in the Converting Corporation shall not revert or be in any way impaired by reason of the conversion.
- d. However, that all rights of creditors and all liens upon any property of the Converting Corporation as of the Effective Date shall be preserved and unimpaired and may be enforced against the Converted LLC and its property.

5. **Conversion of Ownership Interests.** The shares in the Converting Corporation shall be converted in direct proportion into membership interests in the Converted LLC as follows:

- a. **Ownership Interests Before Conversion.** Before the conversion, STL Parent Corp., a Delaware corporation, the shareholder in the Converting Corporation, owns One Hundred (100%) percent of the shares in the Converting Corporation
- b. **Ownership Interests After Conversion.** After the conversion, STL Parent Corp., a Delaware corporation, will own One Hundred (100%) percent of the membership interests in the Converted LLC.

6. **Filing of Plan Conversion.** The Board of Directors of the Converting Corporation shall submit the Plan of Conversion to the North Dakota Secretary of State for filing as provided by Section 10-19.1 of the North Dakota Century Code.

7. **Organizational Records of Converted Company.** The organizational records are hereby incorporated and adopted as part of this Plan.

8. **Administrative Provisions.** The following provisions relate to the administration of this Plan:

- a. **Headings.** The headings of this Plan are for convenience of reference only and shall not be deemed to alter or affect any provision thereof.
- b. **Modification.** No change or modification of this Plan shall be valid unless the same be in writing and signed by a person or persons duly authorized by the Board of Directors of the Converting Corporation and by the Board of Governors of the Converted LLC.
- c. **Counterparts.** This Plan may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. A copy of this Plan containing a facsimile or electronically-scanned copy of a Board member's signature shall be deemed such Board member's original, binding signature.
- d. **Survival of Representations.** All representations, warranties and plans made by the parties pursuant to this Plan shall survive the Effective Date.

AMERICAN RAILCAR INDUSTRIES, INC.,
Converting Corporation

By: Steven Unger
Steven Unger, President

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ARTICLES OF ORGANIZATION

OF
AITX LLC

The undersigned organizer, who is a natural person and who is eighteen (18) years of age or older, in order to form a limited liability company under the North Dakota Uniform Limited Liability Company Act (N.D.C.C. Chapter 10-32.1), does hereby adopt the following Articles of Organization:

Article 1. The name of the Company shall be AITX LLC.

Article 2. The effective date of the Company shall be April 30, 2020.

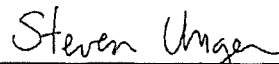
Article 3. The principal executive office of the Company is 100 Clark Street, Saint Charles, MO 63301-2075.

Article 4. The commercial registered agent of the Company is CT Corporation System.

Article 5. Steven Unger, whose mailing address is 100 Clark Street, Saint Charles, MO 63301-2075, is the organizer of the Company.

I, the above named organizer, have read the foregoing Articles of Organization, know the contents and believe the statements made therein to be true.

Dated this 27th day of April, 2020.



Steven Unger, Organizer

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