

08-28-1998

MZD  
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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

AUG 25 1998

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year  
**6-8-92**
- Merger
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Name **OEM/Miller Corporation**

Execution Date  
Month Day Year  
**6-8-92**

Formerly \_\_\_\_\_

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization **Illinois**

Receiving Party

Mark if additional names of receiving parties attached

Name **OEM/Miller Corporation**

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) **1300 Danner Drive**

Address (line 2) \_\_\_\_\_

Address (line 3) **Aurora** City **Ohio** State/Country **44202** Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization **Ohio**

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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40.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 1773 FRAME: 0035

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,373,777"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Ann M. Runta

Name of Person Signing



Signature

8/2/98

Date Signed

1000-000-217312  
APPROVED  
DSC  
6/29/92  
150.<sup>00</sup>  
926297661

CERTIFICATE OF ADOPTION  
OF  
AGREEMENT OF MERGER

The undersigned, the President and the Assistant Secretary of OEM/Miller Corporation, an Ohio corporation ("Survivor"), and the President and the Assistant Secretary of OEM/Miller Corporation, an Illinois corporation ("Merging Corporation"), hereby certify that the Agreement and Plan of Merger between said corporations dated June 8, 1992 to which this Certificate is attached, (a) pursuant to the provisions of Sections 1701.78 and 1701.54 of the Ohio Revised Code, was duly approved by the unanimous written consent of the Board of Directors, and approved and adopted by the unanimous written consent of the shareholders of Survivor by action taken as of May 21, 1992 and (b) pursuant to Section 11.35 of the Illinois Business Corporation Act was duly approved by the Board of Directors at a meeting duly held, and approved and adopted by the affirmative vote of the holders of more than 90% of the shares of Merging Corporation at a meeting duly held on June 5, 1992.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 8th day of June, 1992.

OEM/Miller Corporation,  
an Ohio corporation  
*William F. Miller III*  
William F. Miller III  
President

OEM/Miller Corporation,  
an Illinois corporation  
*William F. Miller III*  
William F. Miller III  
President

*Nancy Prunty*  
Nancy Prunty  
Assistant Secretary

*Nancy Prunty*  
Nancy Prunty  
Assistant Secretary

1773-0038

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, executed this 2th day of June, 1992 by and between OEM/Miller Corporation, an Ohio business corporation (hereinafter sometimes called "Survivor"), and OEM/Miller Corporation, an Illinois business corporation (hereinafter sometimes called "Merging Corporation"). Survivor and the Merging Corporation are herein sometimes collectively called the "Constituent Corporations".

RECITALS:

Survivor is a business corporation organized under the laws of the State of Ohio. Its Articles of Incorporation were filed in the office of the Secretary of State of Ohio on May 18, 1992. It has an authorized capitalization of 750 common shares, with a par value of \$1.00 per share, ("Survivor Common Shares"), of which 100 shares are now issued and outstanding.

Merging Corporation is a business corporation organized under the laws of the State of Illinois. Its Certificate of Incorporation was filed in the office of the Secretary of State of Illinois on October 2, 1972. It has an authorized capital of 200,000 shares consisting of 100,000 Class A shares, par value \$1.00 per share ("Class A Stock") of which 30,000 Class A shares are issued and outstanding, and 100,000 Class B shares, par value \$1.00 per share ("Class B Stock"), of which 30,000 Class B shares are issued and outstanding.

The Constituent Corporations are each organized for the purpose of carrying on business of the same or similar nature. The Board of Directors of each of the Constituent Corporations have determined that a merger (the "Merger") of the Merging Corporation into Survivor is in the best interests of each of the parties hereto, and such parties desire to herein set forth their agreement respecting the Merger.

PROVISIONS:

NOW, THEREFORE, the parties hereto, intending to be legally bound hereby and in consideration of the mutual covenants herein contained, agree as follows:

1. MERGER

The Constituent Corporations shall be merged into a single corporation in accordance with the applicable provisions of the General Corporation Law of Illinois and of the Ohio Revised Code by the Merging Corporation merging into Survivor. The separate existence of the Merging Corporation will cease upon the Effective Date of the Merger (as hereinafter defined in Section 4). Survivor shall be the surviving corporation. The effect of the merger shall be as provided by law.

Survivor shall be governed by the laws of the State of Ohio. The principal office of Survivor in the State of Ohio is and after the merger shall be 1300 Danner Drive, Aurora, Ohio 44201.

2. ARTICLES, BY-LAWS, DIRECTORS, AND OFFICERS

2.1 Articles of Incorporation

The Articles of Incorporation of Survivor as in effect on the Effective Date of the Merger shall continue in full force and effect, unless and until subsequently amended, as the Articles of Incorporation of Survivor.

2.2 Code of Regulations

The Code of Regulations of Survivor as in effect on the Effective Date of the Merger shall continue in full force and effect, unless and until subsequently amended, as the Code of Regulations of Survivor.

2.3 Directors and Officers

The Directors of Merging Corporation in office on the Effective Date of the Merger shall be the Directors of Survivor until their successors have been duly elected and qualified.

The Officers of Merging Corporation in office on the Effective Date of the Merger shall be the Officers of Survivor until their successors have been duly elected and qualified.

3. STATUS OF OUTSTANDING CAPITAL STOCK

3.1 Survivor Common Shares

Each share of Survivor Common Shares outstanding immediately prior to the Effective Date shall remain one outstanding share of Survivor Common Stock after the Merger.

3.2 Merging Corporation Class A Stock

The shares of Class A stock issued and outstanding immediately prior to the Effective Date shall by virtue of the Merger be either cancelled and converted into the right to receive

a cash payment, or converted and exchanged for Survivor Common Shares, as follows:

(i) Class A shares shall be converted and exchanged for Survivor Common Shares at the rate of 3,980 Class A shares for one (1) share of Survivor Common Shares. No fractional shares shall be issued. After the Effective Date, each holder of an outstanding certificate representing Class A shares shall surrender the same to the Survivor and each such holder shall be entitled upon such surrender to receive a certificate evidencing the number of shares of the Survivor on the basis provided herein; and

(ii) After giving effect to the foregoing conversion and exchange, each remaining issued and outstanding Class A share shall be cancelled and converted into the right to receive, as of the Effective Date, upon surrender of a certificate or certificates representing such Class A Shares, \$30.00 in cash per Class A Share.

### 3.3 Merging Corporation Class B Stock

The shares of Class B stock issued and outstanding immediately prior to the Effective Date shall by virtue of the Merger and without any further action on the part of the holder thereof or any person, be either cancelled and converted into the right to receive a cash payment, or converted and exchanged for Survivor Common Shares, as follows:

(i) Class B shares shall be converted and exchanged for Survivor Common Shares at the rate of 3,980 Class B shares for one (1) share of Survivor Common Shares. No fractional shares shall be issued. After the Effective Date, each holder of an outstanding certificate representing Class B shares shall surrender the same

to the Survivor and each such holder shall be entitled upon such surrender to receive a certificate evidencing that number of Survivor Common Shares on the basis provided for herein; and

(ii) After giving effect to the foregoing conversion and exchange, each remaining issued and outstanding Class B share shall be cancelled and converted into the right to receive, as of the Effective Date, upon surrender of a certificate or certificates representing such Class B Shares, \$30.00 in cash per Class B Share.

### 3.4 Fair Value Rights

Each of the record holders of Class A Stock and Class B Stock shall be notified of their dissenters rights in accordance with Section 11.70 of the Illinois Business Corporation Act.

## 4. EFFECTIVE DATE

The Board of Directors of each of the Constituent Corporations shall take all action necessary in order that the Merger provided for herein shall be effective pursuant to the laws of the State of Ohio and the State of Illinois. The Effective Date of this Merger shall be upon the close of business on June 30, 1992.

## 5. SERVICE OF PROCESS PAYMENT TO DISSENTING SHAREHOLDERS

Survivor agrees and gives its consent that (a) it may be sued and served with process in the State of Illinois in any proceeding for enforcement of any obligation of Merging Corporation as well as for enforcement of any obligation of Survivor arising from the merger, including any suit or proceeding to enforce the rights of a dissenting stockholder of Merging Corporation.



Secretary of State of Illinois is irrevocably appointed as its agent to accept service of process in any proceeding in the State of Illinois to enforce against Survivor any obligation of any Constituent Corporation, or to enforce the rights of a dissenting shareholder of Merging Corporation. The address to which a copy of such process shall be mailed by the Secretary of State is:

OEM/Miller Corporation  
1300 Danner Drive  
Aurora, OH 44202

Survivor agrees to promptly pay to dissenting shareholders, if any, of the Merging Corporation the amount, if any, to which they shall be entitled under the provisions of the Illinois Business Corporation Act with respect to the rights of dissenting shareholders.

7. ADDITIONAL DOCUMENTS

The Merging Corporation hereby agrees, from time to time and at any time, before or after the Effective Date of the Merger as and when requested by Survivor or its successors or assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken all such further or other action, as Survivor may deem necessary or desirable in order to vest in and to confirm to Survivor title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of, or as a result of, the Merger provided for herein, and otherwise to carry out the intent and purposes hereof.

*8-3-77*

100-30-100

8. TERMINATION

Notwithstanding anything contained herein to the contrary, this Agreement and the Merger provided for herein shall be terminated and abandoned at any time prior to the Effective Date by the consent of the Boards of Directors of each of the Constituent Corporations.

IN WITNESS WHEREOF, the Constituent Corporations, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement and Plan of Merger to be executed by the President and attested by the Assistant Secretary of each of the Constituent Corporations, all as of the day and year first written.

OEM/Miller Corporation,  
an Ohio corporation

By *William F. Miller III*  
William F. Miller III, President

Attest *Nancy Prunty*  
Nancy Prunty, Asst. Secretary

OEM/Miller Corporation,  
an Illinois corporation

By *William F. Miller III*  
William F. Miller III, President

Attest *Nancy Prunty*  
Nancy Prunty, Asst. Secretary

UNITED STATES OF AMERICA, 819812  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, BOB TAFT, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 8 pages, as taken from the original record now in my official custody as Secretary of State.



WITNESS my hand and official seal at  
Columbus, Ohio, this 10<sup>th</sup> day of  
August A.D. 1998

Bob Taft

BOB TAFT  
Secretary of State

By: D. L. [Signature]

NOTICE: This is an official certification only when reproduced in red ink

TRADEMARK

REEL: 1773 FRAME: 0045

**BAKER**  
&  
**HOSTETLER** LLP  
COUNSELLORS AT LAW

3200 NATIONAL CITY CENTER • 1900 EAST 9TH STREET • CLEVELAND, OHIO 44114-3485 • (216) 621-0200 • FAX (216) 696-0740  
WRITER'S DIRECT DIAL NUMBER (216)

861-7418

August 20, 1998

**VIA CERTIFIED MAIL**

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Re: **Trademark Registration No. 1,373,777**

Dear Sir:

On behalf of OEM/Miller Corporation, I enclose for recordation an Agreement of Merger. Also enclosed is our firm check in the amount of \$40 in payment of the recordation fee, along with a Recordation Form Cover Sheet.

Sincerely,



Ann M. Runta  
Legal Assistant

Enclosures

cc: Christina N. Smith, Esq.

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COLUMBUS, OHIO  
(614) 228-1541

DENVER, COLORADO  
(303) 861-0600

HOUSTON, TEXAS  
(713) 751-1600

LONG BEACH, CALIFORNIA  
(562) 432-2827

LOS ANGELES, CALIFORNIA  
(213) 624-2400

ORLANDO, FLORIDA  
(407) 629-2000

WASHINGTON, D.C.  
(202) 861-1500

RECORDED: 08/25/1998

REEL: 1773 FRAME: 0046