

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM450768

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	11/22/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
STERLING LUMBER COMPANY		11/22/2016	Corporation: ILLINOIS
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
SLC Merger, LLC	11/22/2016	Limited Liability Company: ILLINOIS	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	Sterling Lumber Company, LLC		
Street Address:	501 E. 151st Street		
City:	Phoenix		
State/Country:	ILLINOIS		
Postal Code:	60426		
Entity Type:	Limited Liability Company: ILLINOIS		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	86397202	STERLING	
Registration Number:	5171953	TERRALAM	
Serial Number:	86397206	STERLING	
CORRESPONDENCE DATA			
Fax Number:	3122691747		
<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:	312-269-8000		
Email:	temanuelson@nge.com		
Correspondent Name:	Neal, Gerber & Eisenberg LLP		
Address Line 1:	2 North LaSalle Street, Suite 1700		
Address Line 4:	Chicago, ILLINOIS 60602		
ATTORNEY DOCKET NUMBER:	22481-0701		
NAME OF SUBMITTER:	Thomas E. Williams		

CH \$90.00 86397202

SIGNATURE:	/Thomas Williams/
DATE SIGNED:	11/13/2017
Total Attachments: 6 source=mergerdoc#page1.tif source=mergerdoc#page2.tif source=mergerdoc#page3.tif source=mergerdoc#page4.tif source=mergerdoc#page5.tif source=mergerdoc#page6.tif	



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

0585209-9

11/22/2016

ILLINOIS CORPORATION SERVICE C
801 ADLAI STEVENSON DRIVE
SPRINGFIELD, IL 62703-4261

RE STERLING LUMBER COMPANY, LLC

DEAR SIR OR MADAM:

ARTICLES OF MERGER FOR THE ABOVE NAMED COMPANY HAVE BEEN
PLACED ON FILE.

THE REQUIRED FEE IS HEREBY ACKNOWLEDGED.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

Form **LLC-37.25**

May 2012

Secretary of State

Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.com

Payment may be made by check payable to Secretary of State. If check is returned for any reason this filing will be void.

Illinois
Limited Liability Company Act
Articles of Merger

SUBMIT IN DUPLICATE

Type or print clearly.

Filing Fee: \$ 100.00
(Filing fee \$100 plus \$50 each entity more than two)

Approved: [Signature]

FILE # 05852099

This space for use by Secretary of State.

FILED

NOV 22 2016

**JESSE WHITE
SECRETARY OF STATE**

1. Names of Entities proposing to merge:

Name of Entity	Type of Entity (Corporation, Limited Liability Company, Limited Partnership, General Partnership or other permitted entity)	Domestic State or Jurisdiction	Date of Organization or Admission to Illinois	Illinois Secretary of State File Number (if any)
<u>SLC Merger, LLC</u>	<u>LLC</u>	<u>Illinois</u>	<u>11/21/2016</u>	<u>05852099</u>
<u>Sterling Lumber Company</u>	<u>Corporation</u>	<u>Illinois</u>	<u>11/8/1990</u>	<u>56169032</u>

2. A copy of the plan as approved must be attached to these Articles of Merger.

3. a. Name of Surviving Entity: SLC Merger, LLC
- b. Address of Surviving Entity: 501 E. 151st Street, Phoenix, IL 60426
- c. File Number (if any): 05852099
- d. Jurisdiction: Illinois

4. Effective date of merger: (check one)

- a. the filing date, or
- b. a later date, but not more than 30 days subsequent to the filing date: _____
Month, Day, Year

5. If the survivor is a Limited Liability Company, indicate changes that are necessary to its Articles of Organization as stated in the plan of merger:

Upon the merger, the name of the company shall be amended to "Sterling Lumber Company, LLC".

LLC-37.25

If the surviving entity is not a Limited Liability Company, the entity agrees that it may be served with process in Illinois and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State, which is to merge, and for the enforcement, as provided in this Act, of the right of members of any Limited Liability Company to receive payment for their interest against the surviving entity.

6. The plan of merger has been approved and each LLC or other entity that is party to this Merger has signed below and affirms, under penalty of perjury, that the facts stated herein are true, correct and complete.

Dated November 21st, 2016
Month & Day Year

1. Carter Sterling
Signature

Carter Sterling
Name and Title (type or print)

Manager
Name if a Corporation or other Entity

2. Carter Sterling
Signature

Carter Sterling
Name and Title (type or print)

President
Name if a Corporation or other Entity

3. _____
Signature

Name and Title (type or print)

Name if a Corporation or other Entity

4. _____
Signature

Name and Title (type or print)

Name if a Corporation or other Entity

If more space is needed, please attach additional sheets of this size.

**Signatures must be in black ink on an original document.
Carbon copy, photocopy or rubber stamp signatures
may only be used on conformed copies.**

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of November 22, 2016 (this "Agreement"), is made by and between SLC Merger, LLC, an Illinois limited liability company (the "Company"), and Sterling Lumber Company, an Illinois corporation (the "Corporation"), pursuant to Section 180/37-20 of the Illinois Limited Liability Company Act, as amended (the "ILLCA"), and Section 5/11.39 of the Illinois Business Corporation Act of 1983, as amended (the "IBCA").

WHEREAS, the Company is a limited liability company duly organized and existing under the laws of the State of Illinois;

WHEREAS, the Corporation is an S corporation duly organized and existing under the laws of the State of Illinois; and

WHEREAS, the board of directors of the Corporation, and the board of managers of the Company, have deemed it advisable and in the best interest of the Corporation and the Company for the Corporation to be merged with and into the Company (the "Merger") pursuant to Section 180/37-20 of the ILLCA and Section 5/11.39 of the IBCA, with the Company being the surviving entity (the "Surviving Entity").

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the Company and the Corporation do hereby prescribe the terms and conditions of the Merger and of carrying the same into effect as follows:

1. Upon the terms and subject to the conditions hereof, and in accordance with the applicable provisions of this Agreement, the ILLCA and the IBCA, the Corporation shall be merged with and into the Company as of the Effective Time (as defined below). Following the Merger, the Company shall continue to exist as the Surviving Entity, and the separate existence of the Corporation shall cease.

2. The Merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of the State of Illinois pursuant to the ILLCA and the IBCA (the "Effective Time").

3. The name of the Surviving Entity upon and after the Effective Time shall be "Sterling Lumber Company, LLC".

4. At the Effective Time, the Articles of Organization of the Company, as amended above, shall continue in full force and effect as the Articles of Organization of the Surviving Entity until duly amended in accordance with applicable law.

5. The Merger shall have the effects set forth in the ILLCA and the IBCA.

6. At the Effective Time, all shareholder interests in the Corporation outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the Corporation or the Company, cease to be an existing and issued interest, and each

shareholder interest in the Corporation shall automatically be converted into membership interest in the Surviving Entity.

7. Following the Merger, the board of managers of the Surviving Entity shall adopt a limited liability company agreement dated of even date hereof (the "LLC Agreement"), which shall be on file at the Company's principal office set forth in Section 7 below.

8. The principal office of the Surviving Entity shall be located at the following address: 501 E 151st St., Phoenix, Illinois 60426.

9. The board of managers of the Company, and the board of directors of the Corporation, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or the Merger provided for herein.

10. This Agreement shall be governed by and construed in accordance with the laws of the State of Illinois without regard to conflict of laws principles. All actions or proceedings arising out of, from or related to this Agreement shall be litigated only in courts having a situs within the City of Chicago, State of Illinois. The parties hereto consent to the jurisdiction of any local, state or federal court located with said city and state.

11. This Agreement may be executed simultaneously in two counterparts, each of which shall be deemed an original, but both of which together shall constitute one and the same instrument. Facsimile and PDF copies hereof shall be deemed originals and shall be binding for all purposes.

[Execution Page Follows]

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger have caused these presents to be executed by an authorized officer of each party hereto as of the date set forth above.

SLC MERGER, LLC

By: Carter Sterling
Name: Carter Sterling
Title: Manager

STERLING LUMBER COMPANY

By: Carter Sterling
Name: Carter Sterling
Title: President

[Signature Page to the Agreement and Plan of Merger]

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