

D/4

MRD 6-18-98

07-09-1998



Box Assignment
Commissioner of Patents and
Washington, D.C. 20231



100757578

RECORDATION FORM COVER SHEET -- TRADEMARKS
(Form PTO-1594)

Please record the attached original documents or copy thereof:

1. The name of the conveying party is TAMMS INDUSTRIES CO., an Illinois Corporation.
2. The name and address of the party receiving the interest is OSI SEALANTS, INC., 7405 Production Drive, Mentor, Ohio 44060, an Illinois Corporation.
3. The nature of the attached document is a company name change, as shown in the attached Articles of Amendment and Restated Articles to the Articles of Incorporation, which was executed on April 3, 1998.
4. In connection with the trademark/service mark registration number:
1,695,685 / Mark: GLAZE 'N SEAL (Stylized letters)
5. The name and address to whom all correspondence concerning document should be mailed is:
J. Suzanne Siebert
MAJESTIC, PARSONS, SIEBERT & HSUE PC
4 Embarcadero Center, Suite 1100
San Francisco, California 94111-4106
Telephone: (415) 248-5500 Telefacsimile: (415) 362-5418
6. A total of one registration is involved in this request.
7. The fee of \$40.00 is enclosed to cover the costs of recordal.
8. The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 13-1030.
9. 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.

07/08/1998 BCDATES 00000186 1695685

01 FC:481

40.00 UP

Respectfully submitted,
MAJESTIC, PARSONS, SIEBERT & HSUE PC

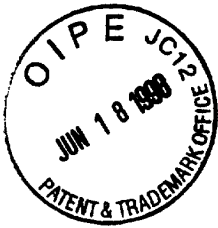
Dated: June 18, 1998.

Suzanne Siebert

Atty. Docket: 2809.001US0

The total number of pages (including cover sheet, attachments, and document) is 9.

File Number 3705-942-1



State of Illinois

Office of The Secretary of State

Whereas, ARTICLES OF AMENDMENT AND RESTATED ARTICLES TO THE ARTICLES OF INCORPORATION OF OSI SEALANTS, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 3RD day of APRIL A.D. 19 98 and of the Independence of the United States the two hundred and 22ND



George H. Ryan

Secretary of State

C-212.2

TRADEMARK
REEL: 1749 FRAME: 0772

Form **BCA-10.30**
(Rev. Jan. 1995)

RE-STATE
ARTICLES OF AMENDMENT

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62798
Telephone (217) 782-1832

Remit payment in check or money
order, payable to "Secretary of State."

The filing fee for articles of
amendment - \$25.00

FILED

APR 3 1998


GEORGE H. RYAN
SECRETARY OF STATE

PAID
APR 06 1998

File # **3705-942**

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date **4/3/98**
Franchise Tax \$
Filing Fee \$ **10**
Penalty \$
Approved: 

1. CORPORATE NAME: OSI SEALANTS, INC.

(Note

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on 3/15/98

19 ____ in the manner indicated below. ("X" one box only)

☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected:

(Note

☐ By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note

☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but share action not being required for the adoption of the amendment;

(Note

☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Note

☒ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for amendments.

Article I: The name of the corporation is:

(NEW NAME)

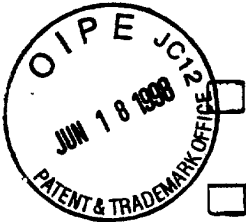
EXPEDITE

APR 3 1998

All changes other than name, include on page 2
(over)

SECRETARY OF STATE

TRADEMARK
REEL: 1749 FRAME: 0773



Text of Amendment

- b. (If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety, if is not sufficient space to do so, add one or more sheets of this size.)

SEE EXHIBIT A ATTACHED HERETO



Exhibit A

Pursuant to Section 10.30 (8) of the Illinois Business Corporation Act, it is hereby certified on behalf of OSI Sealants, Inc. (the "Corporation") that:

- (a) The Corporation was originally incorporated on June 22, 1957, under the name Knisley Corporation;
- (b) The name of the Corporation was changed to Tamms Industries Co. on July 1, 1957;
- (c) The name of the Corporation was changed to LaPorte Construction Chemicals North America, Inc. on December 31, 1991; and
- (d) The name of the Corporation was changed to OSI Sealants, Inc. on August 6, 1997.

Articles One and Two of the Articles of Incorporation of the Corporation are hereby restated in their entirety to read as follows:

- 1. The name of the Corporation is OSI Sealants, Inc.
- 2. Initial registered agent: C.T. Corporation System, Inc.
Initial registered office: 208 S. LaSalle Street
Chicago, IL 60604

Article Three of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

- (44)
- 3. Purpose or purposes for which the Corporation is organized: Any lawful act or activity for which corporations may be organized under the Illinois Business Corporation Act.

Article Four of the Articles of Incorporation of the Corporation is hereby restated in its entirety to read as follows:

- 4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

<u>Class</u>	<u>Par Value Per Share</u>	<u>No. of Shares Authorized</u>	<u>No. of Shares Issued</u>	<u>Consideration Received</u>
Common	no par	5,000,000	505,980	\$550,065.00

Paragraph 2: Preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are: None.

A new Article Five shall be added to the Articles of Incorporation to read as follows:

5. To the fullest extent permitted by the Illinois Business Corporation Act, as the exists or may hereafter amended. a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this Article 5 shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares or a reduction of the number of authorized shares of any class below the number of issued shares of that class provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

NO CHANGE

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

NO CHANGE

- (b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

NO CHANGE

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK**.)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm under penalties of perjury, that the facts stated herein are true.

Dated March 23, 19 98 OSI Sealants, Inc.
 (Exact Name of Corporation at date of execution)
 attested by [Signature] by [Signature]
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Louis M. Paice - Assistant Secretary V.P. CEO, Treasurer, Sec'y
 (Type or Print Name and Title) (Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, 19 ____

NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before a directors have been named or elected. (§ 10.1)

NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
- (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected;
- (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, long as no class or series is adversely affected thereby;
- (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited" the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding geographical attribution to the name;
- (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05;
- (g) to restate the articles of incorporation as currently amended. (§ 10.1)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.1)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.1)

C-173.9



STATE OF ILLINOIS
Office of the Secretary of State
I hereby certify that this is a true and
correct copy, consisting of Seven
pages, as taken from the original on file in
this office.

George H. Ryan

GEORGE H. RYAN
SECRETARY OF STATE

DATED: June 12, 1998

BY: John P. Leake, Jr.

EXPEDITED
SECRETARY OF STATE

JUN 12 1998

EXP. FEES 25.00
COPY - CERT. 10.00