

03-19-1999

ET

Docket No.:



100988885

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To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1. Name of conveying party(ies):

IMPERIAL KNIFE ASSOCIATED COMPANIES, INC.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State **Rhode Island**
☐ Other

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Execution Date: **December 29, 1983**

2. Name and address of receiving party(ies):

Name: **IMPERIAL KNIFE ASSOCIATED COMPANIES, INC.**

Internal Address:

Street Address: **7 School Street**

City: **Ellenville**

State: **NY** ZIP: **12428**

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State **Delaware**
☐ Other

If assignee is not domiciled in the United States, a domestic designation is ☐ Yes ☐ N
(Designations must be a separate document from
Additional name(s) & address(es) ☐ Yes ☐ N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

682,519

Additional numbers

☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **David B. Kirschstein, Esq.**

Internal Address: **Kirschstein, Ottinger, Israel, et al**

Street Address: **489 Fifth Avenue, 17th Floor**

City: **New York**

State: **NY** ZIP: **10017**

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ **\$40.00**

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

03/19/1999 DNGUYEN 00000002 682519

01 FC:481

40.00 DP

DO NOT USE THIS SPACE

9. 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.

DAVID B. KIRSCHSTEIN

Name of Person Signing

Signature

March 1, 1999

Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK
REEL: 1869 FRAME: 0824

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FILED

DEC 29 1983

10 A.M.

James C. Kelly
SECRETARY OF STATE

CERTIFICATE OF MERGER

OF

IMPERIAL KNIFE ASSOCIATED COMPANIES, INC.

SCHRADE CUTLERY CORP.

IMPERIAL KNIFE CO., INC.

IMPERIAL INTERNATIONAL CORP.

THE KNIFE SHOP OUTLET, INC.

INTO

ALBERT M. BAER CORP.

TRADE-MARK

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The undersigned corporation ALBERT M. BAER CORP.

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
IMPERIAL KNIFE ASSOCIATED COMPANIES, INC.	Rhode Island
SCHRADE CUTLERY CORP.	New York
IMPERIAL KNIFE CO., INC.	Rhode Island
IMPERIAL INTERNATIONAL CORP.	New York
THE KNIFE SHOP OUTLET, INC.	New York

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is ALBERT M. BAER CORP. which shall herewith be changed to IMPERIAL SCHRADE CORP., a Delaware corporation.

FOURTH: That the amendments or changes in the Certificate of Incorporation of ALBERT M. BAER CORP., a Delaware corporation, which is the surviving corporation, that are to be effected by the merger are as follows:

FIRST: The name of the corporation is IMPERIAL SCHRADE CORP.

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B. Article FOURTH of the Certificate of Incorporation which sets forth the number and kinds of authorized shares is hereby amended to read as follows:

"FOURTH: the aggregate number of shares which the corporation shall have authority to issue is 5,000,000 shares consisting of 2,000,000 shares of 7% preferred stock par value \$1.20 per share, 10 years non cumulative and 3,000,000 shares of common stock, no par value. The designations relative rights, preferences and limitations of each class of stock are as follows:

A. The voting power of the corporation shall be vested equally in the preferred and common shareholders and each share of issued and outstanding preferred shares and common share shall be entitled to one vote.

B. The preferred shares shall entitle the holder thereof to receive out of any funds legally available for the purpose, when and as declared by the Board of Directors, preferential dividends in cash at the rate of 7% per annum payable annually before any dividend shall be set aside or paid on the common shares for that year.

The dividends payable to the preferred shareholders shall be non cumulative for a period of 10 years from the date hereof and shall thereafter be cumulative.

C. Subject to the prior and surplus rights of the holders of the preferred stock the holders of the common stock shall be entitled to receive such dividends (payable in cash, securities or otherwise) as may be declared by the Board of Directors and paid on the common stock from time to time out of funds legally available therefor.

D. In case of liquidation, dissolution or distribution of assets of the corporation, the holders of the preferred shares shall be paid the par value of such preferred shares plus an amount equal to all accrued and unpaid cumulative dividends thereon before any amount shall be paid to the holders of the common shares. After payment of the par value of such preferred shares to the holders thereof the balance of the assets and funds of the corporation shall be distributed among the holders of the common shares.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 1776 Broadway, New York City, New York 10021.

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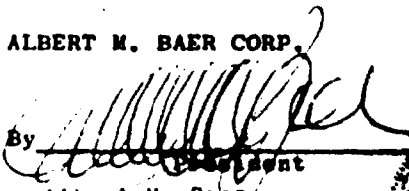
SIXTH: That a copy of the agreement of merger will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:


Corporation	Class	Number Of Shares	Par value per share or statement that shares are without par value
IMPERIAL KNIFE ASSOCIATED COMPANIES, INC.	1st Preferred 5% cumulative	1500	\$ 1,000.00
	2nd Preferred 5% cumulative	500	10.00
	common	23800	100.00
SCHRADE CUTLERY CORP.	Preferred	500	100.00
	common	2000	No par value
IMPERIAL KNIFE CO., INC.	Preferred 5% cumulative	3500	100.00
	common	2000	No par value
IMPERIAL INTERNATIONAL CORP.	Preferred	1000	100.00
	common	300	No par value
THE KNIFE SHOP OUTLET, INC.	common	200	No par value

Dated: December 22, 1983

ALBERT M. BAER CORP.

By 
Albert M. Baer

ATTEST:

By 
Assistant Secretary
Jessie V. Carr

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State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Agreement of Merger
filed in this office on December 29, 1983.

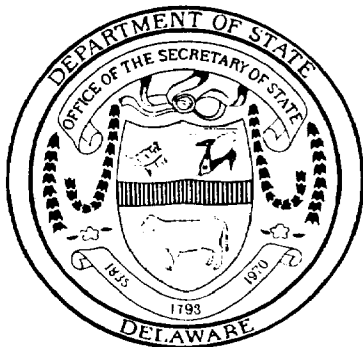
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PATENT & TRADEMARK OFFICE

OCT 11 1984

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Glenn C. Kenton
COMMISSIONER OF PATENTS

TRADE-MARK



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *L. May*

DATE: September 21, 1984