

06-02-1999

FORM PT  
Expires 06/30/99  
OMB 0651-0027



101055082

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

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
  - Merger
  - Change of Name
  - Other \_\_\_\_\_
- Effective Date  
Month Day Year  
01131997

**Conveying Party**

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name Case bor-mor Holdings, Inc.

01131997

Formerly bor-mor, Inc.

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Delaware Corporation

**Receiving Party**

Mark if additional names of receiving parties attached

Name Case Corporation

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

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

Address (line 1) 700 State Street

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

Address (line 3) Racine

WI

53404

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other \_\_\_\_\_

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.)

Citizenship/State of Incorporation/Organization Delaware Corporation

06/02/1999 MTHA11 00000029 031025 1749836

**FOR OFFICE USE ONLY**

01 FC:481 40.00 CH  
02 FC:482 25.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 001904 FRAME: 0697

**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="1,749,836"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,759,750"/>	<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.

Deborah Poutsch



05/21/99

Name of Person Signing

Signature

Date Signed

State of Minnesota

**SECRETARY OF STATE**

**CERTIFICATE OF MERGER**

I, Joan Anderson Grove, Secretary of State of Minnesota, keeper of the Great Seal of the State and custodian of the documents pertaining to businesses governed by the laws of this State, do hereby certify that: the entities listed below have merged under the provisions of Minnesota law and have designated the surviving entity listed below. I further certify that the merger documents were filed on and are effective on the dates listed below. I further certify that the ability of the non-surviving participating entities to do business ceased as of the effective date of the merger.

**PARTICIPATING ENTITIES:**

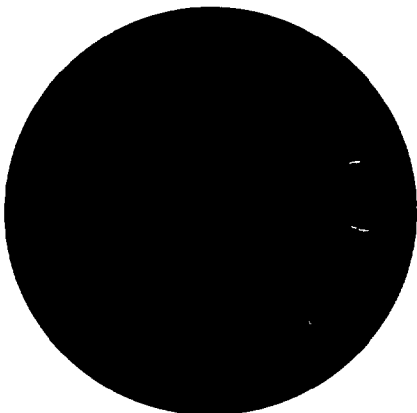
**Case bo-mor Holdings, Inc., a Delaware Corporation  
bor-mor Inc., a Minnesota Corporation**

**SURVIVING ENTITY: Case bor-mor Holdings, Inc.**

**FILING DATE: 01/13/1997**

**EFFECTIVE DATE: 01/13/1997**

This certificate has been issued on December 16, 1998.



*Joan Anderson Grove*  
Secretary of State.

State of Minnesota

3723

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**SECRETARY OF STATE**

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CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

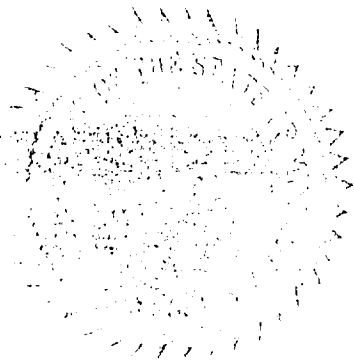
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: bor-mor Inc.

Corporate Charter Number: 7B-838

Chapter Formed Under: 302A

This certificate has been issued on 06/21/1991.



*Joan Anderson Grove*  
Secretary of State.

76-838

ARTICLES OF INCORPORATION

3724

OF

bor-mor Inc.

The undersigned incorporation, being a natural person 18 years of age or older, in order to form a corporate entity under Minnesota Statutes, Chapter 302A, hereby adopts the following articles of incorporation:

ARTICLE 1

Name: The name of this Corporation shall be:

bor-mor Inc.

ARTICLE 2

Registered Office: The address of the Corporation's registered office in the State of Minnesota is 6995 20th Avenue South, Hugo, Minnesota 55038.

ARTICLE 3

Authorized Shares: The authorized capital stock of this Corporation shall consist of One Hundred Thousand (100,000) shares, which shall have a par value of \$.01 per share.

3.1 The Board of Directors may, from time to time, establish by resolution, different classes or series of shares and may fix the rights and preferences of said shares in any class or series.

3.2 The Board of Directors shall have the authority to issue shares of a class or series, shares of which may then be outstanding, to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

ARTICLE 4

Certain Shareholder Rights: Shareholders shall have no preemptive rights to purchase, subscribe for or otherwise acquire any new or additional securities of the Corporation. No shareholder shall be entitled to any cumulative voting rights.

60191A

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ARTICLE 5

Written Action by Board: An action required or permitted to be taken by the Board of Directors of this Corporation may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors are present except as to those matters which require shareholder approval, in which case the written action must be signed by all members of the Board of Directors.

ARTICLE 6

Nonliability of Directors for Certain Actions: To the full extent permitted by the Minnesota Business Corporation Act, Minnesota Statutes, Chapter 302A, as it exists on the date hereof or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE 7

Initial Directors: The names and addresses of the persons constituting the first Board of Directors are:

Willie J. Lessard  
8592 215th Street North  
Forest Lake, Minnesota 55025

Brian B. Wilcox  
1614 E. Highway 96  
White Bear Lake, Minnesota 55110

Michael H. Tjader  
1886 142nd Street  
New Richmond, Wisconsin 54017

ARTICLE 8

Incorporator: The name and address of the incorporator is:

Michael J. Grimes  
c/o Briggs and Morgan, P.A.  
2400 IDS Center  
Minneapolis, Minnesota 55402

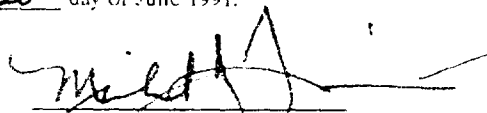
IN WITNESS WHEREOF, I have hereunto set my hand this 20<sup>th</sup> day of June 1991.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

JUN 21 1991

*Jan Anderson Howe*

Secretary of State

  
Michael J. Grimes, Incorporator

617330

7B 838

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

1117

bor-mor Inc.

THE UNDERSIGNED, Arnold J. Jessick and Gregg S. Jungwirth, respectively the President and Secretary of bor-mor Inc., a Minnesota corporation, for the purposes of amendment of the corporation's Articles of Incorporation under the provisions of Minnesota Statutes, Section 302A.135 and, pursuant to Minnesota Statutes, Sections 302A.137 and 139, hereby state that:

FIRST: The name of the corporation is bor-mor Inc.

SECOND: Article 3 of the Articles of Incorporation of bor-mor Inc. is amended to add paragraph 3.3 to read as follows:

"3.3 The Board of Directors shall have the authority to effect a one-for-two exchange of the issued and outstanding voting common stock of this corporation effective as of the date of filing of the subject Amendment with the Secretary of State of the State of Minnesota, which Amendment shall have the effect of dividing such issued and outstanding stock by a factor of two into a lesser number of shares. The manner in which this Amendment shall be effected shall be as follows: All stock certificates representing the issued and outstanding shares of bor-mor Inc. voting common stock prior to the division shall be considered to be null and void, except to the extent to evidence share ownership in bor-mor Inc. pending issuance of new stock certificates representing new shares of issued and outstanding stock after giving effect to the division. The issuance of such new certificates and the voiding of the old certificates shall be effective whether or not such old certificates representing the pre-division stock are returned to bor-mor Inc. in exchange for the new stock certificates."

THIRD: The Amendment to the Articles of Incorporation of bor-mor Inc. amending Article 3 of the Articles of Incorporation at paragraph 3.3 was approved by a unanimous vote of the holders of all of the voting power of the shares of stock of the bor-mor Inc. entitled to vote at a meeting held on August 21, 1992.

FOURTH: The Amendment to the Articles of Incorporation of bor-mor Inc. amending Article 3 of the Articles of Incorporation at paragraph 3.3 was approved by a majority of bor-mor Inc.'s Board of Directors at a meeting held on August 4, 1992.

FIFTH: In addition to the foregoing, the Amendment set forth herein has been adopted pursuant to Minnesota Statutes, Chapter 302A.

772232

640259

TRADEMARK  
REEL: 001904 FRAME: 0703

IN WITNESS WHEREOF, the undersigned President and Secretary of bor-mor Inc. have executed these Articles of Amendment at Lino Lakes, Minnesota on September 4,, 1992.

*Arnold J. Jessick*  
Arnold J. Jessick, President

*Gregg S. Jungwirth*  
Gregg S. Jungwirth, Secretary

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
SEP 04 1992  
*James Anderson*  
Secretary of State

*m*





State of Minnesota  
Office of the Secretary of State

Notice of Change of  
Registered Office — Registered Agent or Both  
by

17337

Name of Corporation bon-mor, Inc.

Pursuant to Minnesota Statutes, Section 302A.123, 303.10, 317.19, 317A.123 or 308A.025 the undersigned hereby certifies that the Board of Directors of the above named Corporation has resolved to change the corporation's registered office and/or agent to:

Agent's Name	If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE CORPORATE NAME <u>Gregg S. Jungwirth</u>		
Address (No. & Street)	(You may not list a P.O. Box, but you may list a rural route and box number.) <u>2209 Phelps Rd., Scitelle</u>		
	City <u>Line Lakes</u>	County <u>Anoka</u>	Zip <u>55037</u>
Mailing Address	(If different than address above — P.O. Box is acceptable) <u>P.O. Box 108</u>		
	City <u>Hugo</u>	County <u>Washington</u>	Zip <u>55037</u>

The new address may not be a post office box. It must be a street address, pursuant to Minnesota Statutes, Section 302A.011, Subd. 3., 303.02, Subd. 5, 317.02 Subd. 13, 317A.01 Subd. 2.

This change is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State, in this box:

I certify that I am authorized to execute this certificate and I further certify that I understand that by signing this certificate I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this certificate under oath.

Name of Officer or Other Authorized Agent of Corporation <u>W. H. J. Leland</u>	Signature <u>[Signature]</u>
Title or Office <u>President of BFC</u>	Date <u>9 25 72</u>

Do not write below this line. For Secretary of State's use only.

Receipt Number	File Data	O.A.R.
<u>786869</u>		
Filing Fee: <u>535.00</u>	OFFICE OF MINNESOTA DEPARTMENT OF STATE FILED OCT 5 1972 [Signature] SECRETARY OF STATE	
Return to: <u>Business Services Division Office of the Secretary of State 180 State Office Building St. Paul, MN 55155 (612) 296-2805</u>		
Make checks payable to: <u>Secretary of State</u>		

SC-00014-06

7B-838

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

6585

bor-mor Inc.

THE UNDERSIGNED, Arnold J. Jessick and Michael J. Grimes, respectively the President and Secretary of bor-mor Inc., a Minnesota corporation, for the purposes of amendment of the corporation's Articles of Incorporation under the provisions of Minnesota Statutes, Section 302A.135 and, pursuant to Minnesota Statutes, Sections 302A.137 and 139, hereby state that:

FIRST: The name of the corporation is bor-mor Inc.

SECOND: Article 3 of the Articles of Incorporation of bor-mor Inc. is amended to change the first sentence to read as follows:

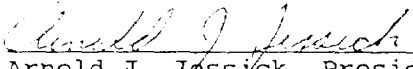
"Authorized Shares: The authorized capital stock of this Corporation shall consist of Ten Million (10,000,000) shares, which shall have a par value of \$.01 per share."

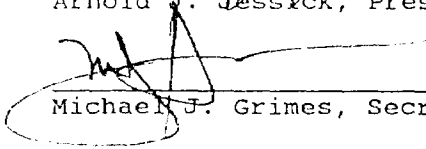
THIRD: The Amendment to the Articles of Incorporation of bor-mor Inc. amending Article 3 of the Articles of Incorporation was approved by a unanimous vote of the holders of all of the voting power of the shares of stock of the bor-mor Inc. entitled to vote at a meeting held on August 21, 1992.

FOURTH: The Amendment to the Articles of Incorporation of bor-mor Inc. amending Article 3 of the Articles of Incorporation was approved by a majority of bor-mor Inc.'s Board of Directors at a meeting held on July 23, 1992.

FIFTH: In addition to the foregoing, the Amendment set forth herein has been adopted pursuant to Minnesota Statutes, Chapter 302A.

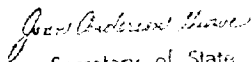
IN WITNESS WHEREOF, the undersigned President and Secretary of bor-mor Inc. have executed these Articles of Amendment at Minneapolis, Minnesota on January 25, 1993.

  
Arnold J. Jessick, President

  
Michael J. Grimes, Secretary

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

JAN 28 1993

  
Secretary of State

009706

650195

AC  
7B-835



State of Minnesota  
Office of the Secretary of State

Notice of Change of  
Registered Office — Registered Agent or Both  
by

1214

Name of Corporation	bor-mor Inc.
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Pursuant to Minnesota Statutes, Section 302A.123, 303.10, 317.19, 317A.123 or 308A.025 the undersigned hereby certifies that the Board of Directors of the above named Corporation has resolved to change the corporation's registered office and/or agent to:

Agent's Name	If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE CORPORATE NAME		
Address (No. & Street)	None		
Address (No. & Street)	(You may not list a P.O. Box, but you may list a rural route and box number.) Action Building, Room 116 2209 Phelps Road		
City	County	MN	Zip
Lino Lakes	Anoka		55038
Mailing Address	(If different than address above — P.O. Box is acceptable) Do not list a different street address or location.		
Mailing Address	P.O. Box 108		
City	County	MN	Zip
Lino Lakes	Anoka		55038

The new address may not be a post office box. It must be a street address, pursuant to Minnesota Statutes, Section 302A.011, Subd. 3, 303.02, Subd. 5, 317.02 Subd. 13., 317A.01 Subd. 2.

This change is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State, in this box:

[Empty box for effective date]

I certify that I am authorized to execute this certificate and I further certify that I understand that by signing this certificate I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this certificate under oath.

Name of Officer or Other Authorized Agent of Corporation	Signature
(Please Print) Willie J. Lessard	
Title or Office	Date
President	February 2, 1993

Do not write below this line. For Secretary of State's use only.

Receipt Number	File Data
000267	
Filing Fee \$35.00	
Returns to Business Services Division Office of the Secretary of State 180 State Office Building St. Paul, MN 55155 (612) 296-2803	
Make checks payable to Secretary of State	
501001426	

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
FEB 3 1993  
  
Secretary of State

77-705

4577

ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION

bor-mor Inc.

THE UNDERSIGNED, Dennis M. Lessard and Michael J. Grimes, respectively the Vice President and Secretary of bor-mor Inc., a Minnesota corporation, for the purposes of amendment and restatement of the corporation's Articles of Incorporation under the provisions of Minnesota Statutes, Section 302A.135 and, pursuant to Minnesota Statutes, Sections 302A.137 and 139, hereby state that:

FIRST: The name of the corporation is bor-mor Inc. ✓

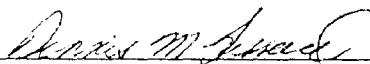
SECOND: The Articles of Incorporation have been amended and restated in the form attached hereto and shall be the new Amended and Restated Articles of Incorporation of bor-mor Inc., superseding the existing Articles of Incorporation and all amendments thereto.

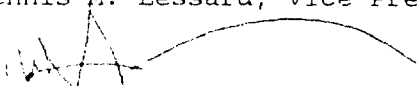
THIRD: The Amended and Restated Articles of Incorporation of bor-mor Inc. were approved by a vote of the shareholders of bor-mor Inc. entitled to vote at a meeting held on February 12, 1993.

FOURTH: The Amended and Restated Articles of Incorporation of bor-mor Inc. were unanimously approved by bor-mor Inc.'s Board of Directors at a meeting held on February 2, 1993.

FIFTH: In addition to the foregoing, the Amendment set forth herein has been adopted pursuant to Minnesota Statutes, Chapter 302A.

IN WITNESS WHEREOF, the undersigned Vice President and Secretary of bor-mor Inc. have executed these Articles of Amendment at Minneapolis, Minnesota on February 19, 1993.

  
Dennis M. Lessard, Vice President

  
Michael J. Grimes, Secretary

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

bor-mor Inc.

ARTICLE 1

Name: The name of this Corporation is:

bor-mor Inc.

ARTICLE 2

Registered Office: The address of the Corporation's registered office in the State of Minnesota is the Acton Building, Room 116, 2209 Phelps Road, Lino Lakes, Minnesota 55038.

ARTICLE 3

Authorized Shares: The authorized capital stock of this Corporation shall consist of Ten Million (10,000,000) shares, which shall have a par value of \$.01 per share.

3.1 The Board of Directors may, from time to time, establish by resolution, different classes or series of shares and may fix the rights and preferences of said shares in any class or series.

3.2 The Board of Directors shall have the authority to issue shares of a class or series, shares of which may then be outstanding, to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

ARTICLE 4

Certain Shareholder Rights: Shareholders shall have no preemptive rights to purchase, subscribe for or otherwise acquire any new or additional securities of the Corporation. No shareholder shall be entitled to any cumulative voting rights.

4579

ARTICLE 5

Written Action by Board: An action required or permitted to be taken by the Board of Directors of this Corporation may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors are present except as to those matters which require shareholder approval, in which case the written action must be signed by all members of the Board of Directors.

ARTICLE 6

Nonliability of Directors for Certain Actions: To the full extent permitted by the Minnesota Business Corporation Act, Minnesota Statutes, Chapter 302A, as it exists on the date hereof or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

FEB 19 1993

*Jean Anderson Thomas*  
Secretary of State

## State of Minnesota

**SECRETARY OF STATE**

## CERTIFICATE OF MERGER

I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

DE: CASE BOR-MOR HOLDINGS, INC.

MN: BOR-MOR INC.

State of Formation and Name of Surviving Entity:

MN: BOR-MOR INC.

Effective Date of Merger: January 13, 1997

Name of Surviving Entity After Effective Date of Merger:

CASE BOR-MOR HOLDINGS, INC.

This certificate has been issued on: January 13, 1997.



*Joan Anderson Grove*  
Secretary of State.

1B-838

5874

**ARTICLES OF MERGER**

**CASE BOR-MOR HOLDINGS, INC.**  
(a Delaware corporation)

with and into

**BOR-MOR INC.**  
(a Minnesota corporation)

Pursuant to Section 302A.615 of Chapter 302A of the Minnesota Statutes, the Minnesota Business Corporation Act, the undersigned corporations, Case bor-mor Holdings, Inc., a Delaware corporation (the "Merging Corporation") and bor-mor Inc., a Minnesota corporation (the "Surviving Corporation" and together with the Merging Corporation, the "Constituent Corporations"), hereby adopt the following Articles of Merger.

**FIRST:** The names of the Corporations participating in the merger and the states under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
bor-mor Inc.	Minnesota
Case bor-mor Holdings, Inc.	Delaware

**SECOND:** The Surviving Corporation is bor-mor Inc., whose name shall be changed in accordance with Article Third, and upon the filing, of these Articles of Merger with the Secretary of the State of Minnesota, and such corporation is to be governed by the laws of the State of Minnesota.

**THIRD:** Upon the filing of these Articles of Merger with the Secretary of State of the State of Minnesota, the Articles of Incorporation of the Surviving Corporation shall be amended and restated as set forth in Exhibit A attached hereto.

**FOURTH:** Upon the filing of these Articles of Merger with the Secretary of State of the State of Minnesota, the By-laws of the Merging Corporation together with all amendments thereto, if any, shall become and constitute the By-laws of the Surviving Corporation until thereafter amended by law.

**FIFTH:** The number of issued and outstanding shares of capital stock of bor-mor Inc. is 5,100,000 shares. The number of issued and outstanding shares of capital stock of the Merging Corporation is one share.

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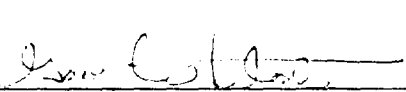
**SIXTH:** The Plan of merger is as set forth for filing with the Minnesota Secretary of State in the Plan of Merger attached hereto as Exhibit B has been approved, adopted, certified, executed and acknowledged by the Constituent Corporations in accordance with the requirements of the Minnesota Business Corporation Act, Chapter 302A of the Minnesota Statutes.

**IN WITNESS WHEREOF,** these Articles of Merger have been executed by each Constituent Corporation this 13th day of January, 1997.

**BOR-MOR INC.**

By:   
Authorized Officer

**CASE BOR-MOR HOLDINGS, INC.**

By:   
Authorized Officer

**EXHIBIT A**  
**TO ARTICLES OF MERGER**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**

**bor-mor INC.**

**ARTICLE 1**

Name: The name of this Corporation is:

Case bor-mor Holdings, Inc.

**ARTICLE 2**

Registered Office: The address of the Corporation's registered office in the State of Minnesota is 1032 Norwest Midland Bank Building, Minneapolis, Minnesota 55401. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE 3**

Authorized Shares: The authorized capital stock of this Corporation shall consist of two hundred (200) shares, which shall have a par value of \$5.00 per share.

**3.1** The Board of Directors may, from time to time, establish by resolution, different classes or series of share and may fix the rights and preferences of said shares in any class or series.

**3.2** The Board of Directors shall have the authority to issue shares of a class or series, shares of which may then be outstanding, to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

**ARTICLE 4**

Certain Shareholder Rights: Shareholders shall have no preemptive rights to purchase, subscribe for or otherwise acquire any new or additional securities of the Corporation. No shareholder shall be entitled to any cumulative voting rights.

**ARTICLE 5**

Written Action by Board: An action required or permitted to be taken by the Board of Directors of this Corporation may be taken by written action signed by the number of

directors that would be required to take the same action at a meeting of the Board at which all directors are present except as to those matters which require shareholder approval, in which case the written action must be signed by all members of the Board of Directors.

#### ARTICLE 6

Non-liability of Directors for Certain Actions: To the full extent permitted by the Minnesota Business Corporation Act, Minnesota Statutes, Chapter 302A, as it exists on the date hereof or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**EXHIBIT B**  
**TO ARTICLES OF MERGER**  
**PLAN OF MERGER**

**THIS PLAN OF MERGER** ("Plan") dated as of January \_\_\_, 1997, by and between **Case bor-mor Holdings, Inc.**, a Delaware corporation (hereinafter referred to as the "Merging Corporation") and **bor-mor Inc.**, a Minnesota corporation, (hereinafter referred to as the "Surviving Corporation" and, together with the Merging Corporation, the "Constituent Corporations").

**RECITALS**

A. The Merging Corporation is a corporation duly organized and existing under the laws of the State of Delaware; and

B. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Minnesota; and

C. The Board of Directors and sole shareholder of the Merging Corporation deem it advisable to merge with and into the Surviving Corporation, and the Board of Directors and shareholders of the Surviving Corporation deem it advisable that the Merging Corporation merge with and into the Surviving Corporation under the terms, and subject to the conditions hereinafter set forth, and the Merging Corporation and the Surviving Corporation have approved this Plan pursuant to and in accordance with Chapter 302A of the Minnesota Statutes, which permits such merger; and

D. The terms and conditions of such merger (the "Merger"), the mode of carrying the same into effect, the assumption of liabilities of the Merging Corporation by the Surviving Corporation, the conversion and exchange of the Merging Corporation's stock and the Surviving Corporation's stock, and such other facts, details or provisions as may be required or permitted to be stated in this Plan are hereinbelow set forth and as set forth in that certain Agreement and Plan of Merger dated December 20, 1996, among the Constituent Corporations and Case Corporation, a Delaware corporation, which agreement is incorporated by reference herein, the "Agreement").

**NOW, THEREFORE**, in consideration of the foregoing recitals, and of the mutual agreements, covenants and provisions herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Corporations, by their respective Boards of Directors, do hereby agree as follows:

**ARTICLE I****The Merger**

Section 1.1 Subject to, and in accordance with, the provisions of this Plan, and the Agreement, the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the applicable provisions of the Minnesota Business Corporation Act and in accordance with the applicable laws of Delaware, and the respective Articles of Merger and Certificate of Merger shall be executed by both the Surviving Corporation and the Merging Corporation, where necessary, and thereafter delivered to the Secretaries of State of the States of Minnesota and Delaware for filing. The Merger shall become effective in the State of Minnesota upon the filing of the Articles of Merger with the Secretary of State of the State of Minnesota. The Merger shall become effective in the State of Delaware upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware. Upon the Merger becoming effective in the States of Minnesota and Delaware (the "Effective Time"), the Merging Corporation shall be merged with and into the Surviving Corporation, and the separate existence of the Merging Corporation shall cease. The Surviving Corporation shall be the surviving corporation and shall continue its corporate existence under the laws of the State of Minnesota.

Section 1.2 Prior to and after the Effective Time, the Surviving Corporation and the Merging Corporation shall each take all such actions as may be necessary or appropriate in order to effectuate the Merger. If at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Plan and to vest the Surviving Corporation with full title to all properties, assets, rights or interests of the Constituent Corporations, the officers of each of the Constituent Corporations, as of or after the Effective Time, shall take all such further actions as deemed by them to be necessary or proper in the circumstances.

**ARTICLE II****Conversion and Exchange of Shares**

At and as of the Effective Time:

Section 2.1 The Merging Corporation's stock shall be converted into the right to receive one (1) share of Surviving Corporation's stock.

Section 2.2 The Merging Corporation's stock shall be extinguished upon such conversion.

Section 2.3 Without need for further action, each of the outstanding Shares of common stock and any exercisable and outstanding common stock options or warrants shall be converted into the right to receive from the Surviving Corporation the Pro Rata

Share set forth in the Agreement. All common stock options and warrants, and any rights, claims, demands, and choses in action arising out of or relating to the issuance or ownership thereof, not yet exercised by their terms, shall be deemed to expire as of the Effective Time.

### ARTICLE III

#### **Rights and Liabilities of Surviving Corporation**

Section 3.1 At and after the Effective Time of the Merger, the Surviving Corporation shall succeed to and possess all of the rights, interests, privileges, immunities and franchises, of a public as well as of a private nature, of the Merging Corporation. All property (real, personal and mixed) and all debts due on any account, including subscriptions for shares, and all other causes of action, and every other interest of, belonging or due to the Merging Corporation shall vest in and be held by the Surviving Corporation, without any further act or deed as fully and entirely without change as if the same were held and enjoyed by the Merging Corporation, and shall be managed and controlled by the Surviving Corporation.

Section 3.2 The Surviving Corporation shall be responsible and liable for all of the debts, liabilities, duties and obligations of the Merging Corporation, and any existing claim of or against, or any action pending by or against the Merging Corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merging Corporation. Neither the rights of creditors (including secured creditors) nor any liens upon the property of the Merging Corporation shall be impaired by the Merger.

### ARTICLE IV

#### **Name, Certificate of Incorporation, Bylaws, Officers and Directors of the Surviving Corporation**

Section 4.1 The name of the Surviving Corporation shall be Case bor-mor Holdings, Inc. following the Merger, as provided in its Amended and Restated Articles of Incorporation.

Section 4.2 From and after the Effective Time, the Articles of Incorporation of the Surviving Corporation, shall be those attached as Exhibit A to the Articles of Merger to which this Plan is attached, until thereafter amended as provided therein or by law.

Section 4.3 From and after the Effective Time, the Bylaws of the Merging Corporation, as existing and constituted immediately prior to the Effective Time of the Merger shall remain the Bylaws of the Surviving Corporation until thereafter amended as provided therein or by law.

Section 4.4 From and after the Effective Time, the officers of the Merging Corporation holding office immediately prior to the Effective Time of the Merger, shall be the officers of the Surviving Corporation and shall hold such offices subject to the provisions of the laws of the State of Minnesota and the Articles of Incorporation and Bylaws of the Surviving Corporation, as set forth above.

Section 4.5 From and after the Effective Time, the members of the Board of Directors of the Surviving Corporation shall be the Board of Directors of the Merging Corporation in office at the Effective Time, who shall hold such office subject to the provisions of the laws of the State of Minnesota and the Articles of Incorporation and Bylaws of the Surviving Corporation, as set forth above.

## ARTICLE V

### Conditions of the Merger

Consummation of the Merger is subject to the satisfaction of the following conditions:

(a) The Merger shall have received the approval of the shareholders of each of the Constituent Corporations to the extent required by the applicable provisions of the respective laws of the States of Minnesota and Delaware and the respective Articles of Incorporation of the Constituent Corporations.

(b) All necessary documents shall have been properly executed, filed and recorded, and all such acts and things required to accomplish the Merger, in accordance with the requirements of the Agreement and the laws of the States of Minnesota and Delaware shall have been properly taken.

(c) Resolutions shall have been adopted by the Board of Directors and the shareholders of each of the Constituent Corporations finally approving this Plan and directing appropriate filings with the respective Secretaries of State of the States of Minnesota and Delaware.

(d) Any other requisite statutory or regulatory approvals shall have been obtained.

## ARTICLE VI

### Miscellaneous

Section 6.1 This Plan may be terminated and the Merger and other transactions herein provided for abandoned by either of the Constituent Corporations by written notice at any time prior to the Effective Time of the Merger if the other Constituent Corporation

or its stockholder(s) breaches and fails to cure any term or condition of this Plan or the Agreement.

Section 6.2 The headings set forth herein are inserted for convenience of reference only and are not intended to be part of, or to affect the meaning or interpretation of, this Plan.

Section 6.3 This Plan may be executed in two or more counterparts, each of which shall constitute an original, and all of which, when taken together, shall constitute one and the same instrument.

Section 6.4 The Plan is subject to and governed by the Agreement, as defined above. Any conflict between the terms of this Plan and the Agreement shall be resolved by the terms of the Agreement.

Section 6.5 This Plan shall be governed by, and construed in accordance with, the laws of the State of Minnesota without giving effect to the principles of conflicts of law thereof.

**IN WITNESS WHEREOF**, the Constituent Corporations, pursuant to approval and authorization duly given by resolutions adopted by their respective Boards of Directors and shareholders, has caused this Plan to be executed by an authorized officer as of the 13 day of January, 1997.

**BOR-MOR INC.**

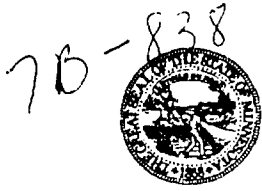
By [Signature]  
Its President

**CASE BOR-MOR HOLDINGS, INC.**

By [Signature]  
Its President

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
JAN 13 1997  
[Signature]  
Secretary of State





STATE OF MINNESOTA  
SECRETARY OF STATE  
NOTICE OF CHANGE OF REGISTERED OFFICE,  
REGISTERED AGENT

#5 3851

Please read the instructions on the back before completing this form.

1. Corporate Name:

Case bor-mor Holdings, Inc.

2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number. A post office box is not acceptable.

<u>405 SECOND AVENUE, SOUTH</u>	<u>MINNEAPOLIS</u>	<u>MN</u>	<u>55401</u>
Street	City	State	Zip Code

3. Registered Agent (Registered agents are required for foreign corporations but optional for **Minnesota** corporations):

C T CORPORATION SYSTEM INC.

If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE CORPORATE NAME.

In compliance with *Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 317A.123 or 322B.135* I certify that the above listed company has resolved to change the company's registered office and/or agent as listed above.

I certify that I am authorized to execute this certificate and I further certify that I understand that by signing this certificate I am subject to the penalties of perjury as set forth in *Minnesota Statutes Section 609.48* as if I had signed this certificate under oath.

Signature of Authorized Person  
Kevin J. Hallagan  
Vice President and Secretary

Name and Telephone Number of a Contact Person: Linda M. Smith, Paralegal (414) 636-6462  
*please print legibly*

Office Use Only

Filing Fee: **Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00.**  
**Non-Minnesota Corporations: \$50.00.**  
Make checks payable to Secretary of State

Return to: **Minnesota Secretary of State**  
180 State Office Bldg.  
100 Constitution Ave.  
St. Paul, MN 55155-1299  
(612)296-2803

**298685**

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
JUN 13 1997

Secretary of State

03930275 Rev. 5/93

(MINN. - 260 - 9/30/96)

RECEIVED

DEC 18 1998

CASE CORPORATION  
INTELLECTUAL PROPERTY LAW

454 Norwest Midland  
Bank Building  
Minneapolis, MN 55401  
Tel. 612 333 4315  
Fax 612 333 2524

December 16, 1998  
Ms. Debbie Poutsch  
Case Corporation  
5729 Washington Avenue  
Racine, WI 53406

RE: **CASE BOR-MOR HOLDINGS, INC.**  
Order #: 1542012  
Date Filed/Obtained: December 16, 1998  
Forwarded Via: /Regular Mail X /FedEx /Fax

Dear Ms. Poutsch:

As requested, enclosed please find the below-referenced document(s) from the Minnesota Secretary of State's Office:

Articles of Incorporation/ Formation Document	Status Certificate
Qualification/Registration	Copies of Articles of Incorporation/Qualification
Dissolution	1 Copies of Articles of Inc./ Qualification & Amend./Mergers
Withdrawal/Cancellation	Copies of LLC/LP Formation
Amendment	1 Cert. Re: Name Change/Merger
Merger	UCC Search/Copies
Name Reservation	UCC Filing
Assumed Business Name	Annual Registration
Change of Registered Agent	Other:

Sincerely,



Cathie Duel  
Fulfillment Specialist

Enclosure

cc: Beverlee Stuewe, CT Chicago, IL