

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

07-20-1999

NYL



07-07-1999

U.S. Patent & TMO/CTM Mail Rcpt Dt. #47

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attached original documents or copy thereof.

address of receiving party(ies):

1. Name of conveying party(ies):

AC&R Components, Inc.

MRP
7-7-99

Name: Henry Valve Co.

Internal Address:

Street Address: 3215 North Avenue

City: Melrose Park State: IL ZIP: 60160

- Individual(s)
- General Partnership
- Corporation-State Illinois
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Illinois
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 6/1/99

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,056,678

2,062,669

Additional numbers attached? Yes No

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

Name: Tanya L. Curtis

Internal Address: KATTEN MUCHIN & ZAVIS

Suite 1600

Street Address: 525 West Monroe Street

City: Chicago State: IL ZIP: 60661

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41):..... \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/19/1999 DNGUYEN 00000271 2056678

DO NOT USE THIS SPACE

1 FC:481 40.00 OP
2 FC:482 25.00 OP

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.

Deborah Wing
Name of Person Signing

7/6/99
Date

Total number of pages comprising cover sheet:

1

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF MERGER OF
HENRY VALVE CO.

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, Jesse White, 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 27TH day of MAY A.D. 1999 and of the Independence of the United States the two hundred and 23RD .



Jesse White

Secretary of State

(Rev. Jan. 1999)

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

SUBMIT IN DUPLICATE


FILED

PAID
JUN 01 1999

MAY 27 1999

**JESSE WHITE
SECRETARY OF STATE**

This space for use by
Secretary of State

Date **5/27/99**
Filing Fee \$ **100.⁰⁰**
Approved: 

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State." Filing Fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} ~~exchange shares~~ , and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
Henry Valve Co. /	Illinois /	1647-576-9
AC&R Components, Inc. /	Illinois /	4999-988-7

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ ^{surviving} ~~acquiring~~ corporation: Henry Valve Co. /
(b) it shall be governed by the laws of: Illinois /

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ is as follows: SEE ATTACHED

EXPEDITED

MAY 27 1999

SECRETARY OF STATE

- merger
 5. Plan of consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not 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 § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Name of Corporation			
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
AC&R Components, Inc.	Common - 250	Common - 250

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____.
 (Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated June 1, 1999
 (Month & Day) (Year)

attested by Marion Kinsch
 (Signature of Secretary or Assistant Secretary)

Marion Kinsch - Secretary
 (Type or Print Name and Title)

Henry Valve Co.
 (Exact Name of Corporation)

by Robert G. Henry
 (Signature of President or Vice President)

Robert G. Henry - President
 (Type or Print Name and Title)

Dated June 1, 1999
 (Month & Day) (Year)

attested by Marion Kinsch
 (Signature of Secretary or Assistant Secretary)

Marion Kinsch - Secretary
 (Type or Print Name and Title)

AC&R Components, Inc.
 (Exact Name of Corporation)

by Robert G. Henry
 (Signature of President or Vice President)

Robert G. Henry - President
 (Type or Print Name and Title)

Dated _____, _____
 (Month & Day) (Year)

attested by _____
 (Signature of Secretary or Assistant Secretary)

 (Type or Print Name and Title)

 (Exact Name of Corporation)

by _____
 (Signature of President or Vice President)

 (Type or Print Name and Title)

PLAN OF MERGER

ARTICLE I **PARTIES TO THE MERGER**

AC&R Components, Inc., an Illinois corporation (the “**Merging Subsidiary**”), and Henry Valve Co., an Illinois corporation (the “**Surviving Corporation**”) are the parties to the merger. The Surviving Corporation owns one hundred percent (100%) of the issued and outstanding shares of the Merging Subsidiary. The Surviving Corporation and the Merging Subsidiary are sometimes hereinafter referred to as constituent corporations (the “**Constituent Corporations**”).

ARTICLE II **CONSTITUTION OF MERGER**

The Merging Subsidiary shall be merged with and into the Surviving Corporation pursuant to Section 11.30 of the Illinois Business Corporation Act of 1983, as amended (the “**Act**”).

ARTICLE III **CORPORATE NAME**

Upon the Effective Time (hereinafter defined) of the merger and thereafter, the name of the Surviving Corporation shall be Henry Valve Co.

ARTICLE IV **EFFECT OF MERGER**

Upon the merger becoming effective, (1) the Constituent Corporations shall be a single corporation; (2) the separate corporate existence of the Merging Subsidiary shall cease, except to the extent provided for by the laws of the State of Illinois in the case of a corporation after its merger into another corporation; (3) the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in the Surviving Corporation, without further act, deed or transfer; (4) the Surviving Corporation shall thenceforth be responsible for and subject to all of the debts, liabilities and obligations of each of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them; (5) any claim, existing action, or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment by the Surviving Corporation; (6) neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

ARTICLE V
MANNER AND BASIS OF CONVERTING SHARES

Since all of the issued and outstanding shares of the Merging Subsidiary are owned by the Surviving Corporation, upon the Effective Time of the merger, the outstanding shares of the Merging Subsidiary shall be immediately canceled and shall cease to exist and the issued and outstanding shares of the Surviving Corporation shall remain in effect.

ARTICLE VI
ARTICLES AND BY-LAWS

The Articles of Incorporation and the Bylaws of the Surviving Corporation, existing on the effective date of the merger, shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation.

ARTICLE VII
BASIS FOR TRANSFERRING ASSETS AND LIABILITIES

The assets and liabilities of the Merging Subsidiary, at the effective date of the merger, shall be taken on the books of the Surviving Corporation at the amounts at which on such date they are carried on the books of the Merging Subsidiary.

ARTICLE VIII
FURTHER ASSURANCES

If at any time the Surviving Corporation shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and deliver or cause to be executed and delivered all such proper assignments, conveyances and assurances in law, and do all things necessary or proper, to vest and perfect such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan of Merger.

ARTICLE IX
EFFECTIVE DATE

The effective date of the merger shall be June 1, 1999, upon the issuance of a certificate of merger by the Secretary of State of the State of Illinois (the "Effective Time").