

08-19-1999

ER SHEET

U.S. DEPARTMENT OF COMMERCE

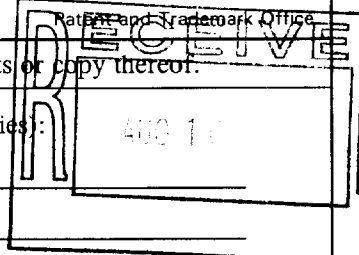
OMB No. 0651-0011 (exp. 4/94)



101121838

NL

Attached original documents or copy thereof.



To the Honorable Commissioner of Pat

1. Name of conveying party(ies):

Sterling Plumbing Group, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State of Delaware
☐ Other _____

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

3. Nature of conveyance:

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

Execution Date: December 22, 1997 (effective December 31, 1997)

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

Name: Kohler Co.

Internal Address: _____

Street Address: 444 Highland Drive
Kohler, Wisconsin 53044

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporate-State of Wisconsin
☐ 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

688,172

686,548

Additional numbers attached? ☐ Yes ☒ No

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

Name: Carl R. Schwartz, Esq.Internal Address: c/o Quarles & Brady LLPStreet Address: 411 E. Wisconsin AvenueCity: Milwaukee State: WI Zip: 53202

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 plus any other needed fees

8. Deposit account number

17-0055

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

08/19/1999 DC00TES 00000011 170055 688172

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

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.

Carl R. Schwartz

Name of person signing

[Signature]
SignatureAugust 13, 1999

Date

Total number of pages including cover sheet, attachments, and document:

5

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks, Box Assignments
 Washington, D.C. 20231

MKE4407706

TRADEMARK
 REEL: 001944 FRAME: 0948

ARTICLES OF MERGER

Domestic Stock (For Profit) Corporation
with
Foreign (Licensed or Nonlicensed) Corporation

These Articles of Merger are executed by the undersigned pursuant to Sections 180.1105 and 180.1107 of the Wisconsin Business Corporation Law:

I. The name(s) and respective state(s) of incorporation of the merging (non-surviving) corporation(s) is/are:

✓ STERLING PLUMBING GROUP, INC. a Delaware corporation, (nonlicensed in Wisconsin.)

II. The name (prior to any change effected by the merger) and state of incorporation of the surviving corporation is:

KOHLER CO., A Wisconsin corporation. 1K00613

III. The adopted Plan of Merger (the "Plan") is attached as Exhibit A.

DEC 29 12:00PM

179950-DCORP-50

50.00

IV. The Plan was approved by each foreign corporation that is a party to the merger, in accordance with the laws of the state under which it was incorporated.

DEC 29 12:00PM

179950-EXPED-25

25.00

V. The Plan was approved by each domestic corporation that is a party to the merger in accordance with ~~(s.180.1103)~~ OR (s.180.1104), Wis. Stat. (Delete one.)

VI. (Optional) These Articles of Merger, when filed, shall be effective: ~~(at the time and date set by sec. 180.0123(1), Wis. Stat.)~~ OR (as of 12/31/1997.) (Delete one.)

Executed by the surviving corporation on behalf of all parties to the merger on this 22nd day of December, 1997.

2
2

(SEAL)

KOHLER CO.

By:

William J. Drew
William J. Drew, Corporate Secretary
(Name and Title)

This document drafted by: William J. Drew

SEE REVERSE SIDE FOR FEES AND INSTRUCTIONS

Form 61a
Domestic and Foreign Corporation Merger
Plan of Merger (Guideline)

EXHIBIT A

PLAN OF MERGER

I. Name the merging (non-surviving) corporation(s):

Sterling Plumbing Group, Inc.

II. Name the surviving corporation (before any amendment):

Kohler Co.

III. State the terms and conditions of the merger:

Effective at the close of business on December 31, 1997, Sterling Plumbing Group Inc. shall merge into Kohler Co., its sole shareholder in a subsidiary into a parent merger under Wisconsin and Delaware Law.

IV. State the manner and basis of converting the shares of each nonsurviving corporation (i) into shares, obligations or other securities of the surviving (or any other) corporation; or (ii) into cash or other property, in whole or part:

All assets of Sterling Plumbing Group, Inc. shall be transferred to Kohler Co. by operation of law in said merger, which transfer shall be a distribution in complete redemption of and cancellation of the stock of Sterling, constituting a subsidiary liquidation under Sec. 332 of the Internal Revenue Code.

V. State any amendments to the surviving corporation's articles of incorporation (See Item 2 of instructions):

None

VI. State any other provisions:

None

Form 61

Domestic And Foreign Corporation Merger A

*Merger: Unlicensed Foreign Corporation
Into: Kohler Co. (Domestic) (Survivor)*

\$ 50.00 plus \$ 25 Exp. Fee

Return Filed Duplicate or Photocopy to:

*Note
Merger
Effective
12/31/97*

CT Corporation System
Attn: Joan Wiggins
208 South LaSalle Street
Chicago, IL 60604

Tammy, CT
BELL, METZNER, GIERHART & MOORE, S.C.
44 East Millin St. - Suite 1000
P.O. Box 1807
Madison, WI 53701-1807

STATE OF WISCONSIN
FILED

DEC 29 1997

DEPARTMENT OF
FINANCIAL INSTITUTIONS

EFFECTIVE DATE:

INSTRUCTIONS

1. ARTICLES I AND II: State the names of the merging and surviving corporations, respectively.

2. PLAN OF MERGER: Attach a Plan of Merger as Exhibit A. A sample Plan is attached as a guide. The Plan must include the information stated at Items I to IV of the guide. It may also include any other provisions desired, such as amendments to the surviving corporation's articles of incorporation or provisions for abandonment of the merger prior to filing. If the surviving corporation is a licensed foreign corporation, any amendment to its articles of incorporation may necessitate that it apply for an amended certificate of authority pursuant to sec. 180.1504, Wis. Stat.

3. ARTICLE V: Section 180.1103, Wis. Stat., generally requires that a merger be approved by the (voting) shareholders and directors of each domestic corporation party to the merger. Section 180.1104 refers to parent-subsidiary mergers. Review and select the applicable statutory reference.

4. ARTICLE VI: (Optional) The merger document may declare a delayed time or a delayed effective date and time of the merger. The delayed date must be within 90 days after the date the Articles of Merger are received for filing. If no effective date or time is specified, the filed Articles of Merger become effective as of the close of business on the date of receipt.

5. SIGNATURES: State the name of the surviving corporation. Have an officer date and sign the Articles of Merger, indicating his or her name and title. Use of corporate seals is optional. Submit one manually signed original and one photocopy of the Articles of Merger, together with the fees indicated below, to:
DEPARTMENT OF FINANCIAL INSTITUTIONS
P.O. Box 7846, Madison WI 53707.

6. FEES: Remit a filing fee of \$50 for each domestic and licensed foreign corporation that is a party to the merger. If the survivor is a domestic corporation, add one cent for each share it will have authorized after the merger, less a credit at the same rate for each share presently authorized by each domestic corporation that is a party to the merger. Fees are payable to:
DEPARTMENT OF FINANCIAL INSTITUTIONS.


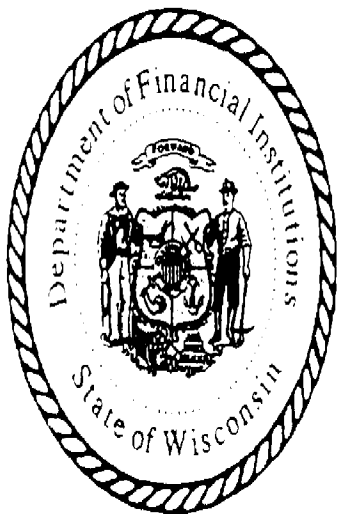
7. DRAFTER: The name of the person who drafted the Articles is required if the document is executed within the State of Wisconsin.

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the document on file in the Corporations unit of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

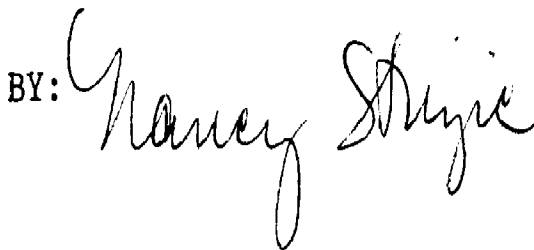
IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the official seal of the Department.



Richard L. Dean, Secretary

Department of Financial Institutions

DATE: AUG 5 1999,

BY: 

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.