

02-17-2000



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RECORDATION FORM COVER SHEET  
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Patent and Trademark Office  
TRADEMARK

*MWD*  
*2-16-08*

*481 40*  
*482 225*  
*484 120*

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
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment  
Execution Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

Address

Address   
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.

- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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

02/17/2000 TTON11 00000231 060920 981816

01 FC:481 40.00 CH  
02 FC:482 225.00 CH

03 FC:484 120.00 CH

TRADEMARK  
REEL: 001990 FRAME: 0894

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

[Empty box]

Address

[Empty box]

**Correspondent Name and Address**

Area Code and Telephone Number

(212) 859-8000

Name

Pauline L. Wen, Esq. and Ira S. Sacks, Esq.

Address (line 1)

Fried, Frank, Harris, Shriver & Jacobson

Address (line 2)

One New York Plaza

Address (line 3)

New York, New York 10004, U.S.A.

Address (line 4)

Attorneys for Receiving Party OSI Sealants, Inc.

Pages Enter the total number of pages of the attached conveyance document including any attachments.

# 8

Trademark Application Number(s) or Registration Numbers(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**

[Empty box]

981,816

1,038,007

[Empty box]

[Empty box]

[Empty box]

[Empty box]

1,136,191

1,271,423

1,332,720

[Empty box]

[Empty box]

[Empty box]

1,379,869

1,327,800

1,035,999

[Empty box]

[Empty box]

[Empty box]

1,211,133

1,138,396

[Empty box]

**Number of Properties**

Enter the total number of properties involved:

# 10

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 265.00

**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:

# 06-0920

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.

Pauline L. Wen, Esq.

January 4, 2000

Name of Person Signing

Signature

Date Signed



**To all to whom these Presents Shall Come, Greeting:**

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that*

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION WERE FILED IN THIS OFFICE ON AUGUST 6, 1997, CHANGING NAME FROM LAPORTE CONSTRUCTION CHEMICALS NORTH AMERICA, INC. TO OSI SEALANTS, INC.\*\*\*\*\*

***In Testimony Whereof, I, hereto set***

*my hand and cause to be affixed the Great Seal of the State of Illinois, this* 30TH  
*day of* DECEMBER *A.D.* 1999.



*Jesse White*

SECRETARY OF STATE

# 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

*RESTATED*  
**ARTICLES OF AMENDMENT**

File # 3705-942-

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62758  
Telephone (217) 782-1832

**SUBMIT IN DUPLICATE**

**FILED**

**PAID**  
**APR 06 1998**

APR 3 1998

**GEORGE H. RYAN**  
**SECRETARY OF STATE**

This space for use by  
Secretary of State

Date 4/3/98

Franchise Tax \$

Filing Fee \$ 100.

Penalty \$

Approved: 

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

\*The filing fee for articles of amendment - \$25.00

1. **CORPORATE NAME:** OSI SEALANTS, INC.

(Note 1)

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 2)

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 2)

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

(Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly 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 4)

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;

(Notes 4 & 5)

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 5)

3. **TEXT OF AMENDMENT:**

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

Article I: The name of the corporation is:

(NEW NAME)

**EXPEDITED**

APR 3 1998

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

**SECRETARY OF STATE**  
**TRADEMARK**

REEL: 001990 FRAME: 0898

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 affirms, 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 Louis M. Pace by [Signature]  
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Louis M. Pace - Assistant Secretary V.P., CFO, Treasurer, Secretary  
 (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 the 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 any directors have been named or elected. (§ 10.10)
- 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, so long as no class or series is adversely affected thereby;
  - (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a 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. (§ 10.15)
- 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 the 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 vote 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. (§ 10.20)
- 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 the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

Text of Amendment

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

SEE EXHIBIT A ATTACHED HERETO