

04/18/00

7-26-00

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

08-07-2000

U.S. Department of Commerce  
Patent and Trademark Office  
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101424591

RECORDATION FORM COVER SHEET  
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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  
09 21 1999

Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
09 21 1999

Name Huttig Sash & Door Company

Formerly \_\_\_\_\_

75555909

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other \_\_\_\_\_
- ☒ Citizenship/State of Incorporation/Organization DE

Receiving Party

☐ Mark if additional names of receiving parties attached

Name Huttig Building Products, Inc.

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

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

Address (line 1) 14500 South Outer Forty Road

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

Address (line 3) Chesterfield  
City

MO  
State/Country

63006  
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 DE

FOR OFFICE USE ONLY

05/09/2000 DCOATES 00000111 75555909

01 FC:481  
02 FC:482

40.00 OP  
325.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:  
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0224570.301 TJE/abe

TRADEMARK  
REEL: 002115 FRAME: 0095

**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 **412-355-8303**

Name

**Thomas J. Edgington, Esquire**

Address (line 1)

**Kirkpatrick & Lockhart LLP**

Address (line 2)

**Henry W. Oliver Building**

Address (line 3)

**535 Smithfield Street**

Address (line 4)

**Pittsburgh, PA 15222-2312**

**Pages**

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

# **6**

**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)**

**75555909**

**75453416**

**2253302**

**2221229**

**1170912**

**75555908**

**2264012**

**1150077**

**1152744**

**75453449**

**2213955**

**1047702**

**1179912**

**Number of Properties**

Enter the total number of properties involved.

# **14**

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ **365.00**

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:

# **11-1110**

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.

**Thomas J. Edgington**

Name of Person Signing

Signature

**April 18, 1999**

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
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U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

**Conveying Party**

Enter Additional Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☐ Other

☐ Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

☐ Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

☐ Individual ☐ General Partnership ☐ Limited Partnership

☐ Corporation ☐ Association

☐ Other

☐ Citizenship/State of Incorporation/Organization

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 the Assignment.)

**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)**


0766167		

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "HUTTIG SASH & DOOR COMPANY", CHANGING ITS NAME FROM "HUTTIG SASH & DOOR COMPANY" TO "HUTTIG BUILDING PRODUCTS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

*Edward J. Freel, Secretary of State*

0034220 8100

001192676

AUTHENTICATION: 0383168

DATE: 04-14-00

TRADEMARK  
REEL: 002115 FRAME: 0098

**RESTATED CERTIFICATE OF INCORPORATION**  
**OF**

**HUTTIG SASH & DOOR COMPANY**

The name of the Corporation is HUTTIG SASH & DOOR COMPANY. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on January 2, 1913.

This Restated Certificate of Incorporation restates and integrates and also further amends the Certificate of Incorporation of the Corporation, as heretofore amended and supplemented, and was duly adopted in accordance with the provisions of Section 242 and 245 of the General Corporation Law of the State of Delaware.

**ARTICLE I**

The name of the corporation (hereinafter called the "Corporation") is Huttig Building Products, Inc.

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company. The county is New Castle.

**ARTICLE III**

The purpose or purposes for which the Corporation is organized are to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

**ARTICLE IV**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Fifty Million (50,000,000) shares of common stock, par value \$.01 per share ("Common Stock"), and Five Million (5,000,000) shares of preferred stock, par value \$.01 per share ("Preferred Stock").

The following is a description of each of the classes of stock of the Corporation and a statement of the powers, preferences, and rights of such stock, and the qualifications and restrictions thereof.

(a) At all meetings of the shareholders of the Corporation the holders of the Common Stock shall be entitled to one vote for each share of Common Stock held by them respectively.

(b) Shares of the Preferred Stock may be issued from time to time in one or more series as may from time to time be determined by the Board of Directors of the Corporation. Each series shall be distinctly designated. Except as otherwise provided in the resolution setting forth the designations and rights of the series of Preferred Stock, all shares of any one series of Preferred Stock shall be alike in every particular, except that there may be different dates from which dividends (if any) thereon shall be cumulative, if made cumulative. The relative preferences, participating, optional and other special rights of each such series, and limitations thereof, if any, may differ from those of any and all other series at any time outstanding. The Board of Directors of the Corporation is hereby expressly granted authority to fix by resolution or resolutions adopted prior to the issuance of any shares of each particular series of the Preferred Stock, the designation, preference, and relative, participating, optional or other rights, if any, or the qualifications, limitations or restrictions thereof, if any, of such series, including, but without limiting the generality of the foregoing, the following:

(1) the distinctive designation of, and the number of shares of the Preferred Stock which shall constitute the series, which number may be increased (except as otherwise fixed by the Board of Directors) or decreased (but not below the number of shares thereof then outstanding) from time to time by action of the Board of Directors;

(2) the rate and times at which, and the terms and conditions upon which, dividends, if any, on shares of the series may be paid, the extent of preferences or relation, if any, of such dividends to the dividends payable on any other class or classes of stock of the Corporation, or on any series of the Preferred Stock or of any other class or classes of stock of the Corporation, and whether such dividends shall be cumulative, partially cumulative or non-cumulative;

(3) the right, if any, of the holders of shares of the series to convert the same into shares of any other class or classes of stock of the Corporation or any of its subsidiaries, and the terms and conditions of such conversion;

(4) the right, if any, of the holders of shares of the series to exchange the same for any other class or classes of stock of the Corporation or any of its subsidiaries or for any other property that the Board of Directors may determine, and the terms and conditions of such exchange;

(5) whether shares of the series shall be subject to redemption and the redemption price or prices and the time or times at which, and the terms and conditions upon which, shares of the series may be redeemed;

(6) the rights, if any, of the holders of shares of the series upon voluntary or involuntary liquidation, merger, consolidation, distribution or sale of assets, dissolution or winding-up of the Corporation;

(7) the terms of the sinking fund or redemption or purchase account, if any, to be provided for shares of the series; and

(8) the voting powers, if any, of the holders of shares of the series which may, without limiting the generality of the foregoing, include the right, voting as a series by itself or together with other series of the Preferred Stock or all series of the Preferred Stock as a class, (1) to cast more or less than one vote per share on any or all matters voted upon by the shareholders, (2) to elect one or more directors of the Corporation in the event there shall have been a default in the payment of dividends on any one or more series of the Preferred Stock or under such other circumstances and upon such conditions as the Board of Directors may fix.

(c) The relative preferences, rights and limitations of each series of Preferred Stock in relation to the preferences, rights and limitations of each other series of Preferred Stock shall, in each case, be as fixed from time to time by the Board of Directors in the resolution or resolutions adopted pursuant to authority granted in this Article IV, and the consent by class or series vote or otherwise, of the holders of the Preferred Stock of such of the series of the Preferred Stock as are from time to time outstanding shall not be required for the issuance by the Board of Directors of any other series of Preferred Stock whether the preferences and rights of such other series shall be fixed by the Board of Directors as senior to, or on a parity with, the preferences and rights of such outstanding series, or any of them; provided, however, that the Board of Directors may provide in such resolution or resolutions adopted with respect to any series of Preferred Stock that the consent of the holders of a majority (or such greater proportion as shall be therein fixed) of the outstanding shares of such series voting thereon shall be required for the issuance of any or all other series of Preferred Stock.

(d) Subject to the provisions of the preceding paragraph (c), shares of any series of Preferred Stock may be issued from time to time as the Board of Directors shall determine and on such terms and for such consideration, not less than the par value thereof, as shall be fixed by the Board of Directors.

## **ARTICLE V**

### **Board of Directors**

Section 1. Number. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors which shall consist of not less than three nor more than fifteen persons. The exact number of directors within the minimum and maximum limitations specified in the preceding sentence shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors.

**Section 2. Election and Terms.** The directors shall be divided into three classes, as nearly equal in number as reasonably possible, with the term of office of the first class to expire at the 2000 Annual Meeting of Stockholders, the term of office of the second class to expire at the 2001 Annual Meeting of Stockholders and the term of office of the third class to expire at the 2002 Annual Meeting of Stockholders. At each Annual Meeting of Stockholders, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding Annual Meeting of Stockholders after their election.

**Section 3. Newly Created Directorships and Vacancies.** Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled only by a majority vote of the directors then in office, and directors so chosen shall hold office for a term expiring at the Annual Meeting of Stockholders at which the term of the class to which they have been elected expires. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

**Section 4. Removal.** Any director, or the entire Board of Directors, may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least two-thirds of the voting power of the shares then entitled to vote at an election of directors, voting together as a single class.

**Section 5. Amendment, Repeal, etc.** Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least two-thirds of the voting power of the then outstanding shares entitled to vote thereon pursuant to Article IV, voting together as a single class, shall be required to amend or repeal, or adopt any provisions inconsistent with, this Article V.

## **ARTICLE VI**

### **Stockholder Action**

Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders. Special meetings of stockholders of the Corporation may be called only by the Chairman of the Board of Directors or by the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors. At a special meeting of the stockholders, only such business shall be conducted as shall be specified in the notice of meeting (or any supplement thereto). Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least two-thirds of the voting power of the then outstanding shares entitled to vote thereon pursuant to Article IV, voting together as a single class, shall be required to amend or repeal, or adopt any provisions inconsistent with, this Article VI.



## ARTICLE VII

### By-law Amendments

The Board of Directors shall have the power to make, alter, amend or repeal the By-laws of the Corporation by such vote as may be specified therein. The affirmative vote of the holders of two-thirds or more of the voting power of the then outstanding shares entitled to vote thereon pursuant to Article IV, voting together as a single class, shall be required for the stockholders to make, alter, amend or repeal the By-laws. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least two-thirds of the voting power of the then outstanding shares entitled to vote thereon pursuant to Article IV, voting together as a single class, shall be required to amend or repeal, or adopt any provisions inconsistent with, this Article VII.

## ARTICLE VIII

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of a director to the Corporation shall be limited or eliminated to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended from time to time. No repeal or modification of this Article VIII, directly or by adoption of an inconsistent provision of this Certificate of Incorporation, by the stockholders of the Corporation shall be effective with respect to any cause of action, suit, claim or other matter, that, but for this Article VIII, would accrue or arise prior to such repeal or modification.

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be executed by the undersigned duly authorized officer on September 21, 1999.

HUTTIG SASH & DOOR COMPANY

By: 

David S. Smith

Vice President - Finance

## IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re application/registrations of: Huttig Sash & Door Company

Application Nos.: 75/555909; 75/555908; 75/453449 and 75/453416

Registration Nos. 2253302; 2264012; 2213955; 2221229; 1150077; 1047702; 1170912; 1152744; 1179912 and 0766167

Various Marks

**Box: Assignment**  
**Assistant Commissioner for Patents and Trademarks**  
**Washington, DC 20231**

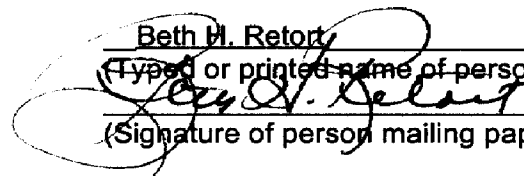
**EXPRESS MAIL CERTIFICATE**

"Express Mail" label number EJ164520678US

Date of Deposit April 18, 2000

I hereby certify that the following attached paper or fee  
**PTO FORM-1618A**  
**CHANGE OF NAME FORMAL PAPERS**  
**CHECK PAYABLE TO PTO**

is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to, Box: Assignment, Assistant Commissioner for Patents and Trademarks, Washington, DC 20231

Beth H. Retort  
(Typed or printed name of person mailing paper or fee)  
  
(Signature of person mailing paper or fee)

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**NOTE:** The label number need not be placed in each page. It should, however, be placed on the first page of each separate document, such as, a new application, amendment, assignment, and transmittal letter for a fee, along with the certificate of mailing by "Express Mail." Although the label number may be on checks, such a practice is not required. In order not to deface formal drawings it is suggested that the label number be placed on the back of each formal drawing or the drawings be accompanied by a set of informal drawings on which the label number is placed.

**(Express Mail Certificate [8-3])**



**UNITED STATES DEPARTMENT OF COMMERCE  
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER  
OF PATENTS AND TRADEMARKS  
Washington, D.C. 20231

JULY 11, 2000

PTAS

KIRKPATRICK & LOCKHART LLP  
THOMAS J. EDGINGTON, ESQ.  
535 SMITHFIELD ST.  
HENRY W. OLIVER BUILDING  
PITTSBURGH, PA 15222-2312



\*101352557A\*

**UNITED STATES PATENT AND TRADEMARK OFFICE  
NOTICE OF NON-RECORDATION OF DOCUMENT**

DOCUMENT ID NO.: 101352557

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

1. THE COVER SHEET SUBMITTED FOR RECORDING IS NOT ACCEPTABLE. AN EXECUTION DATE MUST BE INDICATED FOR EACH CONVEYING PARTY.

STEVEN POST, EXAMINER  
ASSIGNMENT DIVISION  
OFFICE OF PUBLIC RECORDS

**TRADEMARK  
REEL: 002115 FRAME: 0105**

## IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Hutting Sash &amp; Door Company

For Trademark Applications: 75/555,909, 75/453,416, 75/555,908 and 75/453,449

For Trademark Registrations: 2,253,302, 2,221,229, 1,170,912, 2,264,012, 1,150,077, 1,152,744, 2,213,955, 1,047,702 and 1,179,912

U.S. Patent and Trademark Office

Assignment Division

Box: Assignment. CG-4

1213 Jefferson Davis Highway, Suite 320

Washington, DC 20231

## EXPRESS MAIL CERTIFICATE

"Express Mail" label number EG831842189USDate of Deposit July 26, 2000

I hereby certify that the following attached paper or fee

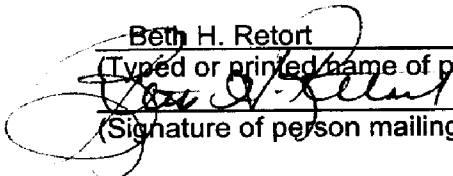
UNITED STATES PATENT AND TRADEMARK OFFICE-NOTICE OF NON-RECORDATION OF DOCUMENT (with original documents attached)

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"Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to: U.S. Patent and Trademark Office, Assignment Division, Box: Assignment, CG-4,1213 Jefferson Davis Highway, Suite 320, Washington, DC 20231

Beth H. Retort

(Typed or printed name of person mailing paper or fee)

  
(Signature of person mailing paper or fee)

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