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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

3-6-01

1. Name of conveying party(ies):

Krause Gentle Oil Corporation

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

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

3. Nature of conveyance:

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

Execution Date: December 31, 1987

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

Name: Krause Gentle Corporation

Internal Address: _____

Street Address: 6400 Westown Parkway

City: West Des Moines State: IA ZIP: 50266

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Iowa
- 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 registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

Reg. No. 1,141,200

Additional numbers attached? Yes No

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

Name: G. Brian Pingel

Internal Address: _____

Street Address: 3737 Woodland Avenue

Suite 437

City: West Des Moines State: IA ZIP: 50266

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41):..... \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

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

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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.

G. Brian Pingel

Name of Person Signing

Signature

March 1, 2001

Date

Total number of TRADEMARK sheet: _____

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FIRST
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KRAUSE GENTLE CORPORATION
(formerly KRAUSE GENTLE OIL CORPORATION)

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 61 of the Iowa Business Corporation Act, Chapter 496A, Code of Iowa, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

- I. The former KRAUSE GENTLE OIL CORPORATION shall continue under the new name of KRAUSE GENTLE CORPORATION.
- II. The duration of the corporation is perpetual.
- III. The corporation shall have unlimited power to engage in, and do any lawful act concerning any and all lawful business for which corporations may be organized under this act.
- IV. The aggregate number of shares which the corporation shall have authority to issue is 500,000 shares, consisting of two classes. The designation of each class, the number of shares of each class and the par value are as follows:

Class	Number of Shares	Par value per share
Common	250,000	\$10.00
Preferred	250,000	\$10.00

A statement of the powers, preferences and rights, and the qualifications, limitations and restrictions relating to the above classes is as follows:

A. Preferred Stock

- 1. Dividends. The holders of outstanding shares of Preferred Stock shall be entitled to receive out of funds of the Corporation at the time legally available for such purpose, and as declared by the Board of Directors, (a) dividends at the rate of 2% per share, which shall be cumulative, and (b) dividends at the rate

of 8 1/2% per share, which shall be noncumulative. Dividends shall be determined per quarter-annual period, and be payable in cash on or before the last business days of each of March, June, September and December, commencing with March, 1988. Dividends on each share of Preferred Stock shall accumulate at the rate of 2%, whether or not earned or declared, from the date of issuance. All cumulative and noncumulative dividends on shares of Preferred Stock shall be preferential to dividends on shares of Common Stock. If at any time dividends on outstanding shares of Preferred Stock as provided above shall not have been paid thereon with respect to the then current quarter-annual dividend period, the amount of the deficiency shall be fully paid, or declared and set apart for payment, before (or at the same time as) any dividend shall be paid during such quarter-annual dividend period on shares of Common Stock of the Corporation.

2. Liquidation Preference. In the event of the complete liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary), the holders of outstanding shares of Preferred Stock shall be entitled to receive out of the assets of the Corporation an amount per share equal to the sum of (i) \$1,000 plus (ii) any dividends then earned, accumulated or declared but unpaid on such shares, and no more, before (or at the same time as) any payment is made or any assets are distributed to the holders of shares of Common Stock of the Corporation.

3. Preferred Stock Adjustment Feature. The majority of the holders of Preferred Stock shall have the right, exercisable once, but not more than once, for so long a period as the right remains unexercised, to submit a Plan of Liquidation and Dissolution ("PLD") to the Corporation's Board of Directors ("Board"). Upon majority approval by Preferred Shareholders of the decision to submit the PLD to the Board, all Preferred Shareholders shall forfeit irrevocably the right to convert Preferred Stock to Common Stock, as provided in Section 5 of this Article IV.

Upon submission of the PLD, the Board shall promptly act to approve one of the following:

- (a) The submitted PLD, or;
- (b) An offer to redeem all Preferred Stock of the Corporation. This offer to redeem shall provide for a ten (10) year redemption period,

equal installments amortizing principal, and an interest rate that is not less than 110% of the long-term bond rate for U.S. governments "8 1/2% of 1994-99," or, for periods beyond 1999, not less than 110% of the long-term bond rate then used by the publication BusinessWeek for its financial projections. If BusinessWeek, for periods beyond 1999, changes its financial projection methodology, or has ceased to exist, the interest rate shall be not less than 110% of the then-applicable federal long-term bond rate.

If the Board rejects the PLD and is unwilling or unable to redeem not less than all outstanding shares of Preferred Stock as provided in subsection (b) above, the presently bifurcated Preferred Stock dividend rate shall automatically be adjusted to provide for a purely cumulative 10 1/2% dividend rate, and for the elimination of noncumulative dividend features, all without any further action by the Corporation's directors or shareholders. The above dividend adjustment shall become effective thirty (30) days after submission of a PLD to the Board, unless the PLD is adopted, or unless a redemption offer is adopted, prior to expiration of the thirty (30) day period.

If a majority of the Board votes in favor of the submitted PLD, the PLD shall be submitted for final approval to the Preferred Shareholders. Only Preferred Shareholders shall be permitted as a class to vote for adoption or rejection of the PLD. Holders of Common Stock, notwithstanding any other vested voting rights possessed by them, shall not be permitted to vote for the adoption or rejection of the PLD.

Upon approval of a PLD by the Board, the Board shall give notice thereof and call a Special Meeting of the Preferred Shareholders as provided by law or in the Bylaws. Provided, however, that the submitted PLD shall be adopted or rejected within thirty (30) days from the date of submission of the PLD.

Both the PLD and redemption offer shall be superseded by the automatic dividend adjustment to Preferred Stock rates provided by this Section 3 of Article IV, if the Board is unwilling or unable to adopt the PLD or an acceptable redemption offer, as defined in this Section 3 of Article IV, within thirty (30) days from the date of the submission of the PLD by a majority of Preferred Shareholders.

4. Redemption. The Corporation, at the option of the Board, at any time, may redeem the whole or, from time to time, may redeem any part of the outstanding shares of Preferred Stock on any date set by the Board, by paying in cash an amount per share so redeemed equal to the sum of (i) \$1,000 plus (ii) any dividends then-earned, accumulated, or declared but unpaid on such shares (such sum being hereinafter referred to as the "Redemption Price"); provided that the Corporation shall not redeem outstanding shares of Preferred Stock for a period of ten (10) days after a holder of such shares has delivered to the Corporation notice of his intent to convert shares of Preferred Stock. In the case of the redemption of only a part of the outstanding shares of Preferred Stock, the Corporation shall designate, in such a manner as the Board may determine, the shares to be redeemed. At least ten (10) days' prior notice shall be given by mail to the record holders of the shares of Preferred Stock to be redeemed, such notice to be addressed to each such holder at his post office address shown on the records of the Corporation. Such notice shall contain the date fixed for redemption (which shall be at least ten (10) days after the notice was mailed) and the place of surrender. On or after the date fixed for redemption as stated in such notice, each holder of the shares of Preferred Stock called for redemption shall surrender the certificates evidencing such shares to the Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the Redemption Price therefor and no more. In case less than all the shares represented by any such surrendered certificate are to be redeemed, a new certificate shall be issued representing the balance thereof.

If such notice of redemption shall have been duly given, and if on the date fixed for redemption funds equal to the Redemption Price of the shares called for redemption shall be available therefor to the Corporation, then, notwithstanding that the certificates evidencing the shares of Preferred Stock so called for redemption shall not have been surrendered, all rights (including without limitation, any right to vote and to receive dividends) with respect to the shares so called for redemption shall cease after the date fixed for redemption and all rights with respect to the shares so called for redemption shall forthwith, after such date, cease, except only the right of the holders to receive the Redemption Price, without interest, upon surrender of their certificates therefor.

5. Conversion. Except as hereinafter set forth, any record holder of Preferred Stock shall be entitled,

at any time, to convert all, but not less than all, of such shares then registered in such holder's name into a number of shares of Common Stock of the Corporation having an aggregate fair market value equal to the Common Stock Value, as determined by an appraisal done by an independent firm regularly engaged in the business of appraising capital stock of businesses and selected by the Corporation, whose determination shall be final and binding upon the Corporation and all holders of shares of the Corporation. The Corporation shall pay all expenses and fees in connection with any appraisal hereunder. The Common Stock Value shall be the fair market value of the Common Stock initially exchanged for the Preferred Stock on the date of such exchange. Any such holder desiring to effect the conversion of shares of Preferred Stock into shares of Common Stock shall furnish the corporation with (i) a signed written notice of conversion, stating that such holder desires to convert all of such shares of Preferred Stock into shares of Common Stock and requesting that the Corporation issue such shares of Common Stock to such holder, and (ii) the certificate or certificates representing the shares of Preferred Stock to be converted, in the proper form for transfer. Within twenty (20) days after its receipt of the appraisal report setting forth the number of shares of Common Stock to be received by such holder, the Corporation shall deliver a copy of such report to such holder, and such holder shall have the right to revoke his election to convert his Preferred Stock into Common Stock by giving written notice to the Corporation within twenty (20) days after receipt of the appraisal report. Unless revoked as aforesaid, the holder's election shall be irrevocable unless otherwise agreed to by the Corporation.

If the fair market value of the Corporation as a whole on the Conversion Notice Date, as determined by the independent firm retained in connection with any requested conversion, is less than the aggregate amount payable in liquidation upon all shares of Preferred Stock then outstanding, conversion shall be prohibited. In the event that conversion is prohibited by reason of the foregoing condition, the Corporation shall so notify any holder who has delivered a notice of conversion and shall further notify such holder at least annually whether such conversion would then be permitted, as determined by an independent firm retained for such purpose. The holder shall then be required to submit a new notice of conversion if he desires to convert his shares.

In determining the fair market value of the Corporation as a whole, the appraiser shall consider all relevant factors, including, but not limited to, the Corporation's net worth and earning power. All holders of shares of the Corporation shall cooperate in providing relevant and appropriate information to the appraiser.

If a holder does not revoke his conversion election within the twenty (20) day period referred to above, the conversion of shares of Preferred Stock into shares of Common Stock shall be effected, within ten (10) days after expiration of such twenty (20) day period, by the issuance to the holder by the Corporation of certificates representing such shares of Common Stock.

The Corporation may issue fractional shares in connection with any conversion of shares of Preferred Stock, but at its option may, in lieu thereof, pay cash equal to the corresponding fraction of the fair market value of a share of Common Stock determined with respect to such conversion.

B. Common Stock

1. Dividends. After (or at the same time as) payment, or setting apart of funds for payment, of earned, accumulated, or declared dividends on shares of Preferred Stock, as provided above, the holders of outstanding shares of Common Stock shall be entitled to receive out of funds of the Corporation at the time legally available for such purpose such dividends as may be declared by the Board of Directors.

2. Liquidation. In the event of the partial or complete liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary), and after (or at the same time as) payment, or the setting aside of funds for payment, to the holders of shares of Preferred Stock, of the preferential amounts payable to them, the remaining assets and funds of the Corporation shall be divided among the holders of outstanding shares of Common Stock, in proportion to their respective holdings of such shares.

C. Voting

On each matter submitted to a vote of stockholders of the Corporation or any class thereof each outstanding share of Common and Preferred stock of each class shall entitle the holder thereof to one vote.

V. The address of the registered office of the corporation is 420 Central Avenue West, Hampton, Franklin County, Iowa, and the name of its registered agent at such address is William A. Krause.

VI. The number of directors constituting the board of directors is five.

VII. 1. Nonliability. A director of this corporation shall not be personally 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 knowing violation of the law, (iii) for any transaction from which the director derived an improper personal benefit, or (iv) under Section 496A.44 of the Iowa Business Corporation Act. 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. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of directors for monetary damages to the corporation or its shareholders, then the liability of a director of this corporation shall be eliminated or limited to the full extent then permitted. The directors of this corporation have agreed to serve as directors in reliance upon the provisions of this Article.

2. Indemnification. This corporation shall indemnify a director and/or officer of this corporation, and each director and/or officer of this corporation who is serving or who has served, at the request of this corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such director or person relating to his conduct as a director and/or officer of this corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a director's and/or officer'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 knowing violation of the law, (iii) for a transaction from which a director and/or officer derived an improper personal benefit, (iv) under Section 496A.44 of the Iowa Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the corporation, or against expenses in any such case where such director and/or officer shall be adjudged liable to the corporation.

VIII. No holder of shares of the corporation shall have any pre-emptive rights to purchase, subscribe for or acquire additional shares of the corporation, including any shares which may be held in the treasury of the corporation, whether such shares shall be hereby or hereafter authorized; all such additional or treasury shares may be sold for such consideration, at such time, and to such person or persons as the Board of Directors may from time to time determine.

IX. The private property of the shareholders, directors and officers of this corporation shall be exempt from corporate debts.

X. These amended and restated articles of incorporation: (1) set forth the provisions of the articles of incorporation as heretofore and hereby amended; (2) have been duly adopted as required by law; and (3) supersede the original articles of incorporation of the corporation and all amendments thereto.

Dated December 31, 1987.

KRAUSE GENTLE OIL CORPORATION

By 
William A. Krause, President

By 
Tony S. Gentle, Secretary

STATE OF IOWA)
COUNTY OF POLK) 88:

On this 31 day of December, 1987, before me, a Notary Public in and for said county, personally appeared William A. Krause and Tony S. Gentle, to me personally known, who being by me duly sworn, did say that they are the President and Secretary no seal has been procured by the said corporation and that said instrument was signed on behalf of the said corporation by authority of its Board of Directors and the said William A. Krause and Tony S. Gentle acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by it voluntarily executed.



Sharon K. Thiele
Notary Public
In and for the State of Iowa

7-22/66-72

OFFICE OF THE SECRETARY OF STATE
DES MOINES, IOWA

This instrument recorded in Book _____ Page Jan 6 1988
 Expires Perp Corr No C087454 Receipt No _____
 Filed by Doris Law Firm, 2300 Financial Center, Des Moines, Ia
 Filing Fee 50.00 Recording Fee _____
 Secretary of State

Des Moines, Ia
50309
attn: Barbara Keck
206



STATE OF IOWA
Secretary of State Office

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I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning 6th day of January 1988 to and including the date below.

DATED Feb. 5 2001

Chuter J. Miller
Secretary of State

BY: Kate [Signature]
9 Days

