05-18-2001

101721961

FORM PTO-1594
(Rev. 6-93)

OMB N. 0651-0011 (exp. 4/94)

# /ER SHEET
# TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office

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

1. Name of conveying party(ies):

Hydro-Flow Filtration Systems, Inc.

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

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

Name: Sta-Rite Industries, Inc.

Internal Address:

Street Address: 293 Wright Street

City Delavan State Wisconsin Zip 53115

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

3. Nature of conveyance:

___ Assignment _x_ Merger
___ Security Agreement ___ Change of Name
___ Other - _____

Execution Date: September 27, 1999

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,113,023 2,147,595 2,405,309
2,194,770 2,316,091

Additional numbers attached? __ Yes _x_ No

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

Name: Michael H. Jester
Internal Address:
Street Address: The Law Offices of Michael H. Jester
Symphony Towers, Suite 2560
750 B Street

City: San Diego State: California Zip: 92101

6. Total number of applications and trademarks involved: 5

7. Total fee (37 C.F.R. 3.41).....$ 140.00

_x_ Enclosed
__ Authorized to be charged to deposit account

8. Deposit account number:

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

05/17/2001 DBYRNE 00000171 2113023
01 FC:481 40.00 OP
02 FC:482 100.00 OP

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.*

Michael H. Jester — Michael H. Jester — 5/11/01

Name of Person Signing — Signature — Date

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

Mail documents to be recorded with required cover sheet information to:
COMMISSIONER OF PATENTS AND TRADEMARKS, BOX ASSIGNMENTS
WASHINGTON, D.C. 20231

C:\MyFiles\CLIENT\2315\001\TM Recordation.wpd

D 604469

# State of California

## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

***IN WITNESS WHEREOF***, I execute this certificate and affix the Great Seal of the State of California this day of

OCT - 8 1999

Bill Jones

Secretary of State

Sec/State Form CE-107 (rev. 9/98)

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

OCT - 1 1999

BILL JONES, Secretary of State

# AGREEMENT OF MERGER BETWEEN STA-RITE INDUSTRIES, INC. a Wisconsin Corporation and HYDRO-FLOW FILTRATION SYSTEMS, INC. a California Corporation

THIS AGREEMENT OF MERGER (the "Agreement") is made as of Sept. 27, 1999, by and between Sta-Rite Industries, Inc., a Wisconsin corporation, ("Sta-Rite"), with its principle place of business located at 293 Wright Street, Delavan, Wisconsin 53115, and Hydro-Flow Filtration Systems, Inc., a California corporation, ("Hydro-Flow"), with its principle place of business located at 38655 Sky Canyon Drive, Murrieta, California 92563.

WHEREAS, the parties hereto have entered into an Agreement and Plan of Merger (the "Merger Agreement") relating to the merger of Hydro-Flow with and into Sta-Rite (the "Merger");

WHEREAS, the Board of Directors of Sta-Rite and Hydro-Flow each have approved the Merger, upon the terms and subject to the conditions set forth herein and in the Merger Agreement;

WHEREAS, Sta-Rite's authorized capital stock consists of 1,000 shares of common stock, no par value ("Sta-Rite Common Stock"), all of which are owned by WICOR, Inc., a Wisconsin corporation;

WHEREAS, Hydro-Flow's authorized capital stock consists of 100 shares of common stock, no par value, (the "Hydro-Flow Common Stock") all of which are owned by Sta-Rite;

WHEREAS, Sta-Rite and Hydro-Flow deem it advisable that, subject to the terms and conditions contained herein, Hydro-Flow be merged with and into Sta-Rite.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements contained herein, the parties hereby agree as follows:

## ARTICLE I

1.1 Surviving Corporation. Hydro-Flow shall be merged with and into Sta-Rite, which shall be the surviving corporation of the Merger (the "Surviving Corporation"). The identity, existence, rights, privileges, powers, franchises, properties and assets of Sta-Rite shall continue unaffected and unimpaired by the Merger. At the Effective Time, the identity and separate existence of Hydro-Flow shall cease and all of the rights, privileges, powers, franchises, liabilities, properties and assets of Hydro-Flow shall be vested in Sta-Rite. The Surviving Corporation shall remain a Wisconsin domestic corporation.



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1.2 Effective Time. The Merger becomes effective on October 1, 1999 at 12:01 a.m. and such date and time shall be herein referred to as the "Effective Time".

## ARTICLE II

2.1 Articles of Incorporation. The Articles of Incorporation of Sta-Rite, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until changed as provided therein or by law.

2.2 By-laws. The By-laws of Sta-Rite in effect at the Effective Time shall be the By-laws of the Surviving Corporation, until amended or repealed.

2.3 Officers and Directors. At the Effective Time, the directors of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and By-laws of the Surviving Corporation shall be George E. Wardeberg, James C. Donnelly, Thomas F. Schrader and Joseph P. Wenzler. The officers of the Surviving Corporation at the Effective Time shall be George E. Wardeberg, Chairman; Thomas F. Schrader, Vice Chairman; James C. Donnelly, President and CEO; Charles A. Hyttel, Vice President-Purchasing; Dennis E. Jenkins, Vice President-Manufacturing; James J. Monnat, Treasurer; Thomas M. Rettler, Vice President-Finance; Dennis A. Ruis, Vice President-Pool/Spa; Thomas M. Schumann, Vice President-Human Resources; Karen E. Spors, Vice President, Secretary and General Counsel; and Thomas J. Strupp, Vice President-Water Systems.

## ARTICLE III

3.1 Conversion of Company Common Stock.

(a) The Surviving Corporation is the sole shareholder in Hydro-Flow. All share interest in Hydro-Flow shall be transferred to the Surviving Corporation on a basis of redeeming the shares and converting such interest as equal value to shares in the Surviving Corporation through a consent resolution approving this plan. All assets, liabilities and interests of Hydro-Flow shall be considered and reflected as stock interest in the conversion to shares in the Surviving Corporation. The Hydro-Flow shares will then be cancelled. This will not result in any necessary amendments to the Surviving Corporation's Articles of Incorporation, or in the change of share or the issuance of any new shares.

## ARTICLE IV

4.1 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

4.2 Governing Law. This Agreement shall be governed in all respects, including, but not limited to, validity, interpretation, effect and performance, by the laws of the State of Wisconsin.



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4.3 Section Headings. The section headings contained in this Agreement are inserted for convenience of reference only and shall not affect the meaning or interpretation of this Agreement.

HYDRO-FLOW FILTRATION SYSTEMS, INC.
a California corporation

By: _____
Michael T. Baird, Vice-President

By: _____
Karen E. Spors, Secretary

STA-RITE INDUSTRIES, INC.
a Wisconsin corporation

By: _____
Thomas M. Schumann, Vice President

By: _____
Karen E. Spors, Vice President, General Counsel and Secretary



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**OFFICER'S CERTIFICATE**
**FOR**
**STA-RITE INDUSTRIES, INC.**

We, Thomas M. Schumann, the Vice-President, and Karen E. Spors, the Secretary, of Sta-Rite Industries, Inc., do hereby certify that:

1. They are the duly elected Vice-President and Secretary of Sta-Rite Industries, Inc. ("The Company").
2. The Company is duly organized and existing under the laws of the State of Wisconsin, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.
3. The Company owns 100 percent of the outstanding shares of Hydro-Flow Filtration Systems, Inc., a corporation duly organized and existing under the laws of the State of California.
4. The total number of outstanding shares of Common Stock of the Company entitled to vote on the Merger contemplated by the attached Agreement of Merger is 1000.
5. The Common Stock of the Company is the only class of shares entitled to vote on the Merger.
6. The principal terms of the Agreement of Merger in the form attached were approved by The Company by the required affirmative vote of a majority of the outstanding shares of Common Stock of The Company.
7. This certificate shall become effective on October 1, 1999.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at Delavan, Wisconsin, on this 27th day of September, 1999.

* _____
Thomas M. Schumann ,Vice- President

* _____
Karen E. Spors, Vice President,
General Counsel and Secretary



TRADEMARK
REEL: 002297 FRAME: 0868

**OFFICER'S CERTIFICATE**
**FOR**
**HYDRO-FLOW SYSTEMS, INC.**

We, Michael T. Baird, the Vice-President, and Karen E. Spors, the Secretary, of Hydro-Flow Systems, Inc., do hereby certify that:

1. They are the duly elected Vice-President and Secretary of Hydro-Flow Systems, Inc. ("The Company").
2. The Company is duly organized and existing under the laws of the State of California.
3. The total number of outstanding shares of Common Stock of the Company entitled to vote on the Merger contemplated by the attached Agreement of Merger is 100.
4. The Common Stock of the Company is the only class of shares entitled to vote on the Merger.
5. The principal terms of the Agreement of Merger in the form attached were approved by The Company by the required affirmative vote of a majority of the outstanding shares of Common Stock of The Company.
6. This certificate shall become effective on October 1, 1999.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge.

Executed at Murrieta, California, on this 27th day of September, 1999.

* Michael T. Baird, Vice-President

Executed at Delavan, Wisconsin, on this 27th day of September, 1999.

* Karen E. Spors,
Secretary

OFFICE OF THE SECRETARY OF STATE



TRADEMARK
REEL: 002297 FRAME: 0869

Sec. 180.1101,
180.1105 & 180.1107,
Wis. Stats.

State of Wisconsin
Department of Financial Institutions

# ARTICLES OF MERGER
## (Domestic, for-profit Corporation with Foreign, for-profit corporation)

A. Name and state of incorporation of the merging **(non-surviving)** corporation(s):

| Name: | State of Incorporation: |
|---|---|
| HYDRO-FLOW FILTRATION SYSTEMS, INC. | California |
| Name: | State of Incorporation: |
| | |

B. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the **surviving** corporation:

| Name: | State of Incorporation: |
|---|---|
| Sta-Rite Industries, Inc. | Wisconsin |

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

D. 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, and by each domestic corporation that is a party to the merger in accordance with *(select and* (X) *mark one of the following*):

(...) Sec. 180.1103, Wis. Stats. **OR** (X) Sec. 180.1104, Wis. Stats.

E. (OPTIONAL) These articles of merger, when filed, shall be effective *(See instructions. Select, complete and* (X) *mark one of the following*):

( ) At the time and date set by sec. 180.0123(1), Wis. Stats.

**OR**

( X ) as of October 1, 1999
(date)

F. Executed on September 27, 1999 (date) by the surviving corporation on behalf of all parties to the merger.

(Signature)

Karen E. Spors
(Printed Name)

Title: ( ) President ( X ) Secretary
or other officer title_____

This document was drafted by James C. Green, Esq.
(Name of the individual who drafted the document)

99 SEP 29 AM 10:46

DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN



TRADEMARK
REEL: 002297 FRAME: 0870

Exhibit A

PLAN OF MERGER

I. Name and state of incorporation of the merging **(non-surviving)** corporation(s):

| Name: | State of Incorporation: |
|---|---|
| HYDRO-FLOW FILTRATION SYSTEMS, INC. | California |
| Name: | State of Incorporation: |

II. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the **surviving** corporation:

| Name: | State of Incorporation: |
|---|---|
| Sta-Rite Industries, Inc. | Wisconsin |

III. State the terms and conditions of the merger.

The Surviving Corporation is the sole shareholder in the non-surviving Corporation. All assets, liabilities, title, licenses and interests of Hydro-Flow Filtration Systems, Inc. will be transferred to Sta-Rite, Industries, Inc., and it shall remain a Wisconsin Corporation.

IV. State the manner and basis of converting the shares of each non-surviving corporation:

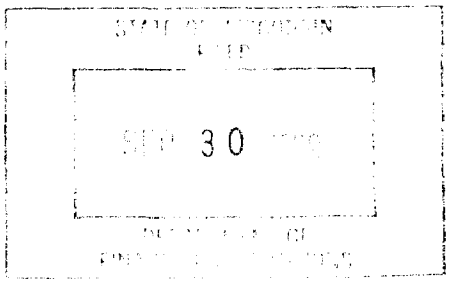
(A) into shares, obligations or other securities of the surviving (or any other) corporation; or

(B) into cash or other property, in whole or part.

The shares of the non-surviving Corporation will be redeemed and cancelled by the Surviving Corporation, which is the sole Shareholder of the non-surviving Corporation.

V. State any amendments to the surviving **domestic** corporation's articles of incorporation (see item 2 of the instructions):

VI. State any other provisions:






RECORDED: 05/14/2001

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