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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
The Toro Company S. 21.01

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

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

2. Name and address of receiving party(ies)
Name: The Toro Company
Internal
Address: _____
Street Address: 8111 Lyndale Avenue South
City: Bloomington State: MN Zip: 55420

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 15, 1983

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,156,109

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Donald S. Trevarthen
Internal Address: Legal Dept.

Street Address: The Toro Company
8111 Lyndale Avenue South
City: Bloomington State: MN Zip: 55420

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:
20-1315
(Attach duplicate copy of this page if paying by deposit account)

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.
Donald S. Trevarthen
Name of Person Signing

Donald S. Trevarthen
Signature

May 16, 2001
Date

Total number of pages including cover sheet, attachments, and document: 4

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

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"THE TORO COMPANY", A MINNESOTA CORPORATION,

WITH AND INTO "THE TORO COMPANY" UNDER THE NAME OF "THE TORO COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 1983, AT 8:30 O'CLOCK A.M.



William T. Quillen
William T. Quillen, Secretary of State
7153740

AUTHENTICATION: 06-17-94

DATE:

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8:30 AM

DEC 15 1983

Alvin C. Kasper
ATTORNEY AT LAW

CERTIFICATE OF MERGER
OF
THE TORO COMPANY
(a Minnesota corporation)
INTO
THE TORO COMPANY
(a Delaware Corporation)

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|------------------|-------------------------------|
| The Toro Company | Delaware |
| The Toro Company | Minnesota |

SECOND: That a plan and agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is THE TORO COMPANY.

FOURTH: That the certificate of incorporation of The Toro Company, a Delaware corporation, shall be the certificate of incorporation of the surviving corporation.

FIFTH: That the executed plan and agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 8111 Lyndale Avenue South, Minneapolis, Minnesota 55420.

SIXTH: That a copy of the plan and agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of The Toro Company, a Minnesota corporation which is a constituent

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corporation not a corporation of Delaware, consists of 15,000,000 Common Shares of the par value of \$1.00 per share and 1,000,000 Non-Voting Preferred Shares of the par value of \$1.00 per share and 1,000,000 Voting Preferred Shares of the par value of \$1.00 per share.

THE TORO COMPANY

ATTEST:

By *Vernon A. Johnson*
Vernon A. Johnson
Secretary

By *Kendrick B. Melrose*
Kendrick B. Melrose
President

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