

07-02-2002

Attorney Docket No. 2051-0008&9

Form PTO-1594

1-31-92



102141926

U.S. Department of Commerce
Patent and Trademark Office
SHEETTo the Honorable Commissioner of Patents and Trademarks.
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Turbine Consultants, Inc.

6.27.02

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Ltd. Partnership
☒ Corporation Wisconsin
☐ Other

Additional name(s) of conveying party(ies) attached?

☐ Yes ☐ No

3. Nature of Conveyance:

☐ Assignment ☐ Merger
☐ Security Agreement ☒ Change of Name
☐ Other Articles of CorporationExecution Date: 10/10/96

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

Turbine Consultants, LLC
5405 North 118th Court
Milwaukee, WI 53225☐ Individual(s) Citizenship _____
☐ Association _____
☐ General Partnership _____
☒ Limited Liability _____
☒ Corporation Minnesota
☐ Other _____If assignee is not domiciled in the U.S., a domestic representative designation is attached: ☐ Yes ☐ No (Designation 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)

1,728,1641,716,507Additional numbers attached? ☐ Yes ☒ No

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

Gary A. Essmann
ANDRUS, SCEALES, STARKE & SAWALL, LLP
100 East Wisconsin Avenue, Ste. 1100
Milwaukee, Wisconsin 53202

6. Total number of applications and registrations involved: _____

7. Total fee (37 CRF

3.41).....\$65.00

☒ Enclosed☐ Authorized to charge to deposit8. Deposit account number: 01.2000
(Attached duplicate copy of this page if paying by deposit account)

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.

Barbara A. Johnson

Name of Person Signing

Signature

June 21, 2002

Date

Total number of pages including cover sheet, attachments and document: 19

OMB No. 0651-0011 (exp. 4/94)

TRADEMARK
REEL: 002535 FRAME: 0570

07/02/2002 L MUELLER 00000060 1728164

40.00 00
25.00 00
01 FC:481
02 FC:482

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

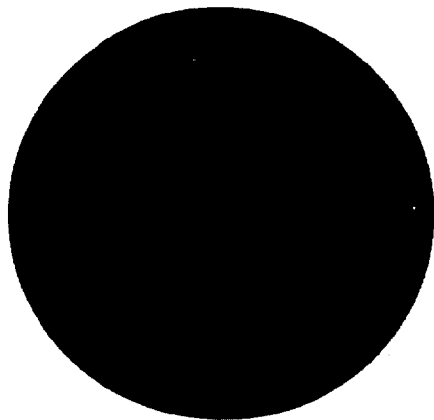
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered to do business by filing an application for a certificate of authority with the Office of the Secretary of State on the date listed below; the limited liability company is governed by Chapter 322B of Minnesota Statutes; and this limited liability company is authorized to do business as a limited liability company at the time this certificate is issued.

Name: Turbine Consultants, LLC

Date Formed or Registered: January 11, 2001

State of Organization: Minnesota

This certificate has been issued on August 23, 2001.



Mary Kiffmeyer
Secretary of State.

TRADEMARK

REEL: 002535 FRAME: 0571

State of Minnesota

SECRETARY OF STATE

Certificate of Organization

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Organization, duly signed, have been filed on this date in the Office of the Secretary of State, for the organization of the following limited liability company, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This limited liability company is now legally organized under the laws of Minnesota.

Name: TCI Acquisition, LLC

Charter Number: 20364-LLC

Chapter Formed Under: 322B

This certificate has been issued on 01/11/2001.



Mary Kiffmeyer
Secretary of State.

TRADEMARK

REEL: 002535 FRAME: 0572

20364-LLC

**ARTICLES OF ORGANIZATION
OF
TCI ACQUISITION, LLC**

Pursuant to Minnesota Statutes, Chapter 322B (the "Act"), the undersigned organizer, being a natural person 18 years of age or older, hereby adopts the following Articles of Organization:

ARTICLE I

Name

The name of this limited liability company is TCI Acquisition, LLC. *h*

ARTICLE II

Registered Office

The registered office of the Company is located at 333 S. Seventh Street, Suite 2400, Minneapolis, MN 55402.

ARTICLE III

Organizer

The name and address of the organizer of the Company is Timothy S. Murphy, 4200 IDS Center, 80 South Eighth Street, Minneapolis, Minnesota 55402.

ARTICLE IV

Duration

Unless dissolved earlier according to law, the existence of the Company shall be perpetual.

ARTICLE V

Membership Interests

The Company's membership interests are of one class, without series, unless the Board of Governors authorizes additional classes or series of membership interests. The Board of Governors is authorized to establish additional classes or series of membership interests.

ARTICLE VI

Consent by Written Action

Any action required or permitted to be taken at a meeting of the managers of the Company may be taken by written action signed by the number of managers required to take the same action

Doc# 1287350\1

079858

at a meeting of the managers at which all were present. Any action required or permitted to be taken at a meeting of the members of the Company may be taken by written action signed by the number of members required to take the same action at a meeting of the members.

ARTICLE VII

Waivers

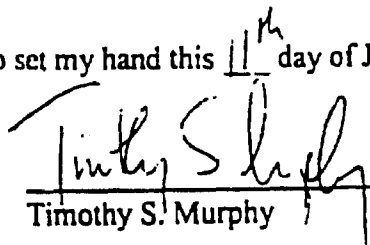
No member of the Company shall be entitled to any cumulative voting rights. No member of the Company shall have any preemptive rights as provided in Minnesota Statutes Section 322B.33 or dissenters rights as provided in Minnesota Statutes Section 322B.383 and 332B.386. The Company may include in a Member Control Agreement provisions for the arbitration of disputes, and in the event such provisions are so included, no member shall have the right to assert the actions specified in Minnesota Statutes Sections 322B.38 and 322B.833.

ARTICLE VIII

Liability

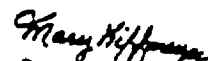
No governor of the Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such governor as a governor; provided, however, that this Article shall not eliminate or limit the liability of a governor to the extent provided by applicable law (i) for any breach of the governor's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Minnesota Statutes Sections 322B.56 or 80A.23, or (iv) for any transaction from which the governor derived an improper personal benefit. If Chapter 322B is hereafter amended to authorize the further elimination or limitation of the liability of governors, then the liability of a governor of the Company in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Chapter 322B. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any governor of the Company for or with respect to any acts or omissions of such governor occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of January, 2001.


Timothy S. Murphy

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JAN 11 2001


Secretary of State

20364-LLC

**ARTICLES OF AMENDMENT OF
ARTICLES OF ORGANIZATION
OF
TCI ACQUISITION, LLC**

The undersigned, Secretary of TCI Acquisition, LLC (the "Company"), a corporation organized under and subject to the provisions of Chapter 322B, Minnesota Statutes, known as the Minnesota Business Corporation Act ("MBCA"), hereby certifies that the following resolution, amending the Articles of Organization of the Company, was approved and duly adopted in accordance with the MBCA, pursuant to a joint written action dated February 1, 2001:

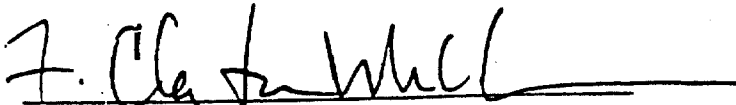
RESOLVED, that Article I of the Articles of Organization of the Company, as amended, be deleted in its entirety and replaced with the following:

"ARTICLE I

Name

"The name of this Company is Turbine Consultants, LLC." 2

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of February, 2001.


F. Clayton Miller, Secretary

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG - 3 2001 2


Secretary of State

106096



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

TCI ACQUISITION, LLC

is a foreign corporation or foreign limited liability company authorized or registered to transact business in Wisconsin and that its date of qualification or registration is January 18, 2001.

I further certify that said organization has not yet completed its initial report year and, accordingly, has not filed an annual report under ss. 180.1622, 181.1622 or 183.0120, Wis. Stats.; that it has not applied for a certificate of withdrawal under ss. 180.1520, 181.1520 or 183.1011, Wis. Stats.; and that it is not the subject or proceeding under ss. 180.1531, 181.1531 or 183.1021, Wis. Stats., to revoke its certificate of authority or registration.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department on January 23, 2001.

A handwritten signature in black ink, appearing to read 'Ray Allen'.

RAY ALLEN, Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

BY: *Anne Ploessl*

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

TRADEMARK
REEL: 002535 FRAME: 0577

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS



CERTIFICATE OF AUTHORITY or REGISTRATION

Issued to

TCI ACQUISITION, LLC

an organization formed under the laws of **MINNESOTA**,

authorizing the organization to transact business in this state, effective **January 18, 2001**,

as a

- ☐ Foreign limited liability partnership, under sec. 178.45, Wis. Stats.
- ☐ Foreign limited partnership, under sec. 179.82, Wis. Stats.
- ☐ Foreign corporation, under sec. 180.1503, 180.1504, 181.1503 or 181.1504, Wis. Stats.
- ☒ Foreign limited liability company, under sec. 183.1004 or 183.1006, Wis. Stats.

Date of Issue: **January 19, 2001.**



A handwritten signature in black ink, appearing to read 'Ray Allen'.

RAY ALLEN, Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

See reverse for more information

DFI/CORP/22(R 2/00)

TRADEMARK
REEL: 002535 FRAME: 0578

CONTINUING REQUIREMENTS

Maintain a Registered Agent and Office in Wisconsin

Each foreign organization licensed or registered to transact business in Wisconsin must continuously maintain a registered agent and office in Wisconsin. If such agent is a natural person, the agent must be a resident of Wisconsin. Or, the agent may be some other domestic or licensed foreign organization qualified to act under the appropriate statutes. The organization may not name itself as its own registered agent.

File an Annual Report

Each foreign corporation and limited liability company licensed to transact business in Wisconsin is obliged to file an annual report. Report forms are distributed during January to the organization's registered agent and office in Wisconsin, and are due March 31. Failure to file the report sets grounds for revocation of the organization's authority to transact business in Wisconsin. There is no annual report filing requirement for foreign limited partnerships or foreign limited liability partnerships.

File for an Amended Certificate of Authority

Promptly file for an amended certificate of authority or registration to reflect a change in the name of the entity or other changes to information set forth in the original application.

For additional information and blank forms, contact

Department of Financial Institutions
Division of Corporate & Consumer Services
P O Box 7846
Madison, Wisconsin 53707-7846

Phone (608) 261-7577
Website: www.wdfi.org

COPY



Sec.
183.1004 &
183.1006
Wis. Stats.

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

2001 JAN 18 4:00:11 PM
State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services

**FOREIGN LIMITED LIABILITY COMPANY - CERTIFICATE OF
REGISTRATION APPLICATION**

Indicate (X) below if the application is for a (A) ORIGINAL or (B) for an AMENDED certificate.

1. (<input checked="" type="checkbox"/>) ORIGINAL certificate of registration <i>Name of limited liability company</i> TCI Acquisition, LLC A	2. State or Country of Organization Minnesota
---	---

OR

1. () AMENDED certificate of registration (If changed, enter the new name or new state or country of organization. Also, enter the old name in section A above, and complete all other items, <u>except item 10.</u> <i>Name of limited liability company</i> B	2. State or Country of Organization STATE OF WISCONSIN FILED JAN 19 2001 DEPARTMENT OF FINANCIAL INSTITUTIONS
---	---

If the company's name does not satisfy sec. 183.0103(1) and (2), Wis. Stats., provide the fictitious name under which it proposes to register and transact business in Wisconsin. (See instructions)

C

3. Name of Registered Agent in Wisconsin David M. Rasmussen	4. Street Address of Registered Office in Wisconsin 5405 N. 118th Court Milwaukee, WI 53225
--	---

5. Address of Office (Complete address, including street & number, city, state and ZIP code, of the office the company is required by law to maintain in its state of organization. If no such office is required, provide the address of the company's principal office.) 333 S. Seventh Street, Suite 2400 Minneapolis, MN 55402	6. Date of Organization January 11, 2001
--	--

DFI/CORP/521(R5/99) Use of this form is mandatory. (Earlier editions, 1998 or later, may be used)
1 of 4

7. Management of the foreign limited liability company is vested in:

(☒) a manager or managers () its members (X) indicate which

8. I certify that the applicant is a foreign limited liability company.

9. Has the company transacted business in Wisconsin without holding a certificate of registration?

(☒) No () Yes If yes, state the period _____ (period) and
complete the supplement below

SUPPLEMENT	
Basic qualification fee	\$ 100.00
PLUS annual report fee for each year (Each calendar year X fee) 1995 through _____, \$50 each year	\$ 0
Subtotal	\$ 0
Calculate and ADD a 50% penalty to the subtotal, or \$5,000, whichever is less	\$ 0
TOTAL FILING FEE (post to item 10)	\$ 100

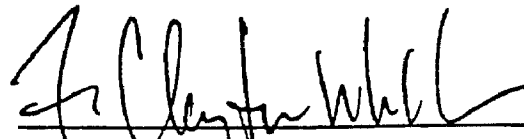
10. Remit the one appropriate **FILING FEE**, payable to Department of Financial Institutions

ORIGINAL Certificate	ORIGINAL Certificate, from Supplement above	AMENDED Certificate
\$ 100.00	\$ _____	\$ 40.00

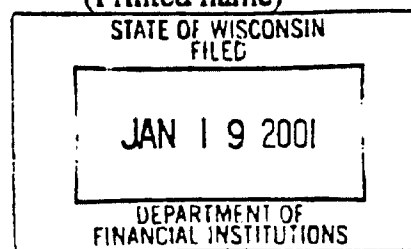
11. Executed on January 16, 2001
(Date)

Title: () Member OR (☒) Manager

(Select and mark (X) the one appropriate title)


(Signature)

F. Clayton Miller, Vice President
(Printed name)



DFI/CORP/521(R5/99)

2 of 4

FOREIGN LIMITED LIABILITY COMPANY -
CERTIFICATE OF REGISTRATION APPLICATION

[Suzette McNally
Lindquist & Vennum, P.L.L.P.
4200 IDS Center
80 S. 8th Street
Minneapolis, MN 55402

L

▲ Your return address and phone number during the day: (612) 371 - 3274

INSTRUCTIONS (Continued)

8. This statement is required by sec. 183.1004(7).
9. Indicate whether the company has transacted business in Wisconsin without holding a certificate of authority. If the response is "Yes", indicate the period, complete the supplement and compute the filing fee under the supplement.
10. Determine the FILING FEE from item 10 and remit the fee by check payable to "Department of Financial Institutions."
11. The application is to be executed by either a member or a manager of the company. Print or type the name of the person signing the application, the date, and indicate whether signing as a member or as a manager.

NOTE: Foreign limited liability companies have an annual report filing obligation with the Department. Report forms will be mailed by the department to the company's registered agent and office in Wisconsin. Due date for the report is March 31.

DFV/CORP/521I(RS/99)

4 of 4

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS



AN AMENDED

CERTIFICATE OF AUTHORITY or REGISTRATION

Issued to

TURBINE CONSULTANTS, LLC

an organization formed under the laws of MINNESOTA,

authorizing the organization to transact business in this state, effective AUGUST 6, 2001,

as a

- ☐ Foreign limited liability partnership, under sec. 178.45, Wis. Stats.
- ☐ Foreign limited partnership, under sec. 179.82, Wis. Stats.
- ☐ Foreign corporation, under sec. 180.1503, 180.1504, 181.1503 or 181.1504, Wis. Stats.
- ☒ Foreign limited liability company, under sec. 183.1004 or 183.1006, Wis. Stats.

Date of Issue: August 7, 2001.



A handwritten signature in black ink, appearing to read 'Ray Allen'.

RAY ALLEN, Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

See reverse for more information

DFI/CORP/22(R 2/00)

TRADEMARK
REEL: 002535 FRAME: 0583

CONTINUING REQUIREMENTS

Maintain a Registered Agent and Office in Wisconsin

Each foreign organization licensed or registered to transact business in Wisconsin must continuously maintain a registered agent and office in Wisconsin. If such agent is a natural person, the agent must be a resident of Wisconsin. Or, the agent may be some other domestic or licensed foreign organization qualified to act under the appropriate statutes. The organization may not name itself as its own registered agent.

File an Annual Report

Each foreign corporation and limited liability company licensed to transact business in Wisconsin is obliged to file an annual report. Report forms are distributed during January to the organization's registered agent and office in Wisconsin, and are due March 31. Failure to file the report sets grounds for revocation of the organization's authority to transact business in Wisconsin. There is no annual report filing requirement for foreign limited partnerships or foreign limited liability partnerships.

File for an Amended Certificate of Authority

Promptly file for an amended certificate of authority or registration to reflect a change in the name of the entity or other changes to information set forth in the original application.

For additional information and blank forms, contact

Department of Financial Institutions
Division of Corporate & Consumer Services
P O Box 7846
Madison, Wisconsin 53707-7846

Phone (608) 261-7577
Website: www.wdfl.org



2001 AUG -6 AM 10:05

FOREIGN LIMITED LIABILITY COMPANY - CERTIFICATE OF REGISTRATION APPLICATION

Indicate (X) below if the application is for a (A) ORIGINAL or (B) for an AMENDED certificate.

1. () ORIGINAL certificate of registration <i>Name of limited liability company</i>	2. State or Country of Organization
A TCI Acquisition, LLC	Minnesota

OR

1. (X) AMENDED certificate of registration (If changed, enter the new name or new state or country of organization. Also, enter the old name in section A above, and complete all other items, <u>except item 10.</u> <i>Name of limited liability company</i>	2. State or Country of Organization
B Turbine Consultants, LLC	Minnesota

If the company's name does not satisfy sec. 183.0103(1) and (2), Wis. Stats., provide the fictitious name under which it proposes to register and transact business in Wisconsin. (*See instructions*)

C

3. Name of Registered Agent in Wisconsin	4. Street Address of Registered Office in Wisconsin
David M. Rasmussen	5405 N. 118th Court Milwaukee, WI 53225

5. Address of Office (<i>Complete address, including street & number, city, state and ZIP code, of the office the company is required by law to maintain in its state of organization. If no such office is required, provide the address of the company's principal office.</i>)	6. Date of Organization
333 S. 7th Street, Suite 2400 Minneapolis, MN 55402	January 11, 2001

DFI/CORP/521(RS/99) Use of this form is mandatory. (Earlier editions, 1998 or later, may be used)

1 of 4

7. Management of the foreign limited liability company is vested in:

(X) a manager or managers () its members (X) indicate which

8. I certify that the applicant is a foreign limited liability company.

9. Has the company transacted business in Wisconsin without holding a certificate of registration?

(X) No () Yes If yes, state the period _____ (period) and complete the supplement below

SUPPLEMENT	
Basic qualification fee	\$ 100.00
PLUS annual report fee for each year (Each calendar year X fee) 1995 through _____, \$50 each year	\$ _____
Subtotal	\$ _____
Calculate and ADD a 50% penalty to the subtotal, or \$5,000, whichever is less	\$ _____
TOTAL FILING FEE (post to item 10)	\$ _____

10. Remit the one appropriate **FILING FEE**, payable to Department of Financial Institutions

ORIGINAL Certificate	ORIGINAL Certificate, from Supplement above	AMENDED Certificate
\$ 100.00	\$ _____	\$ 40.00

11. Executed on 8/3/01
(Date)

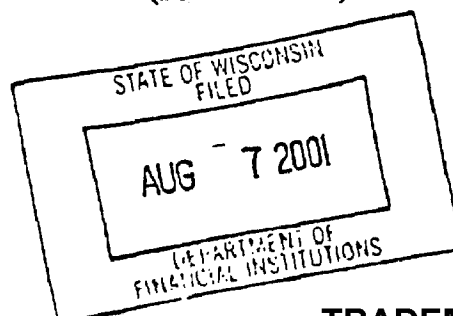
Timothy S. Murphy
(Signature)

Title: () Member OR (X) Manager

(Select and mark (X) the one appropriate title)

Timothy S. Murphy, Asst. Secretary
(Printed name)

DFI/CORP/521(R5/99)



2 of 4

TRADEMARK
REEL: 002535 FRAME: 0586

INSTRUCTIONS (Ref. sec. 183.1004 or 183.1006, Wis. Stats. for document content)

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with the appropriate **FILING FEE** determined in item 11. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

The name of the foreign limited liability company must include the words "limited liability company," "limited liability co.," or end with the abbreviation "L.L.C." or "LLC." If the name under which the foreign limited liability company is organized does not satisfy that requirement, it may register under a fictitious name that includes one of the required terms (see item C). It may also register under a fictitious name if its name is indistinguishable upon the records of the department from another entity already on record.

1 & 2. (A) For an ORIGINAL certificate, complete items A1 and 2, and items 3 thru 11. Complete item C, if necessary, to satisfy the name requirements indicated above, and the Supplement if the company has transacted business in Wisconsin without holding a certificate of registration.

1 & 2. (B) For an AMENDED certificate, complete items B1 and 2, 3 thru 8 and 10 and 11. A foreign limited liability company registered in this state must apply for an amended certificate of registration if it changes any of the following: its name; the state under whose laws it is organized; the vesting of management of the company. If the company is changing its name or state of organization, indicate the old name and old state in items A1 and 2 and the new name and new state in items B1 and 2. Complete item C, if necessary for the new name to satisfy the name requirements indicated above.

(C) If circumstances require, provide the fictitious name under which the foreign limited liability company proposes to register in Wisconsin.

3 & 4. The foreign limited liability company must continuously maintain a registered agent and registered office within Wisconsin. It cannot name itself as its own registered agent. The address of the registered office must be a physical location. Provide the street number and name, city and ZIP code in Wisconsin.

5 & 6. Provide the complete address, including street and number, city, state and ZIP code of the office

the company is required by law to maintain in its state of organization. If no such office is required, provide the address of the company's principal office. Indicate the date of organization of the foreign limited liability company.

7. Indicate whether management of the company is vested in a manager or managers, or in its members.

**FOREIGN LIMITED LIABILITY COMPANY -
CERTIFICATE OF REGISTRATION APPLICATION**

Catherine Herman
Lindquist & Vennum, PLLP
80 S. 8th Street, Suite 4200
Minneapolis, MN 55402

▲ Your return address and phone number during the day: (612) 371 - 3965

INSTRUCTIONS (Continued)

8. This statement is required by sec. 183.1004(7).
9. Indicate whether the company has transacted business in Wisconsin without holding a certificate of authority. If the response is "Yes", indicate the period, complete the supplement and compute the filing fee under the supplement.
10. Determine the FILING FEE from item 10 and remit the fee by check payable to "Department of Financial Institutions."
11. The application is to be executed by either a member or a manager of the company. Print or type the name of the person signing the application, the date, and indicate whether signing as a member or as a manager.

NOTE: Foreign limited liability companies have an annual report filing obligation with the Department. Report forms will be mailed by the department to the company's registered agent and office in Wisconsin. Due date for the report is March 31.