

FORM PTO-1594

(Rev. 6-93)

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

M&G 7293.174USTA**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Kallista, Inc.

- ☐ Individuals
☐ General Partnership
☒ Corporation-State of California
☐ Other: _____

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

3. Nature of conveyance:

- ☐ Assignment
☒ Merger
☐ Security Agreement
☐ Change of Name
☐ Other: _____

Execution Date: December 4, 2002

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

**Kohler Co.
 444 Highland Drive
 Kohler, Wisconsin 53044**

- ☐ Individual(s) citizenship
☒ General Partnership
☒ Corporation-State of Wisconsin
☐ Other: _____

- ☐ Association
☐ Limited Partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached:

☐ Yes ☐ No

(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

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

A. Trademark Application No.(s)/ Mark(s)

B. Trademark Reg. No.(s)/Mark(s)

1,361,693Additional numbers attached? ☐ Yes ☒ No

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

Name: **Paul A. Welter**
 Address: **MERCHANT & GOULD P.C.
 P.O. Box 2910
 Minneapolis, MN 55402-0910**

6. Total number of applications and trademarks involved: **1**7. Total fee (37 CFR 3.41): **\$40.00**☐ Enclosed☒ Authorized to be charged to deposit account8. Please charge any additional fees or credit any overpayments to our Deposit account number: **13-2725**

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.

Paul A. Welter

Name of Person Signing



Signature

March 18, 2003

Date

Total number of pages including cover sheet, attachments, and document: **8**

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks
 Box Assignment
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

00093340

State of California



SECRETARY OF STATE

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 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

JAN - 9 2003

Secretary of State

DFI/CORP/30
DOCUMENT
2/00

United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

Greetings:

I do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate and Consumer Services, Department of Financial Institutions, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



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

A handwritten signature in black ink, appearing to read "Dave Duecker".

Dave Duecker, Administrator
Department of Financial Institutions

DATE: DEC 11 2002

BY: Robert Harris

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.



00693346

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
SEC 183.1204 WISCONSIN
183.1204, and
183.1204 Wis. Stats.
2002 DEC 10 AM 10:01

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



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

DEC 31 2002

GILL JONES, Secretary of State

ARTICLES OF MERGER

1. Non-Surviving Parties to the Merger:

Company Name:	Kallista, Inc. 02 K 026792
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>California</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Company Name:

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Schedule more non-surviving parties as an additional page.

DEC 10 01:07AM

2. Surviving Business Entity:

#. A
150903 FCORP-MI 150.00

Company Name:	Kohler Co. 1K00613
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DEC 10 01:07AM

#. B
150903 EXPED 25 25.00

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00

DFI/CORP/2000(R08/20/02) Use of this form is voluntary

1 of 5

ARTICLES OF MERGER

3. The Plan of Merger included in this document was approved by each business entity that is a party to the merger in the manner required by the laws applicable to each business entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable.

(Append or attach the **PLAN OF MERGER**. Optional Plan of Merger template on Pages 4 & 5)

4. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on 12/31/02 (date) at 11:59 pm (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

5. Executed on 12/04/02 (date) by the surviving business entity on behalf of all parties to the merger.

Mark (X) below the title of the person executing the document.

For a **limited partnership**

Title: ☐ General Partner

For a **limited liability company**

Title: ☐ Member OR ☐ Manager

For a **corporation**

Title: ☐ President OR ☒ Secretary
or other officer title _____

This document was drafted by Kathleen A. Sheedy, Attorney

(Name the individual who drafted the document)

INSTRUCTIONS: (Ref. Ss. 179.77, 180.1105, 181.1105, and 183.1204, Wis. Stats., for document content)

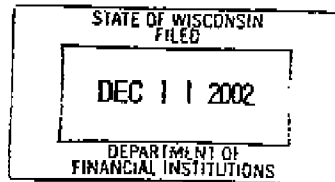
Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a filing fee of \$150.00, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3rd Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c).

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. 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. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

#150.00 v #25.00 Exp

ARTICLES OF MERGER

Chap. 180
Kathleen A. Sheedy, Esq.
Kohler Co.
444 Highland Drive
Kohler, WI 53044



Merge: Kallista Inc (Licensed Foreign Corp) (No. - Sum)
into: Kohler Co, (WI Corp) (Survivor)
Your return address and phone number during the day: (920) 457-4441 - Ext. 72016
INSTRUCTIONS (Cont'd)

EFFECTIVE DATE: 12-31-2002

1. Enter the company name, type of business entity, and state of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.
2. Enter the company name, type of business entity, and state of organization of the surviving business entity.
3. This Article states the manner in which the Plan of Merger was approved. Append or attach the Plan of Merger. A Plan of Merger template is available on pages 4 & 5. Its use is optional.
- 4.. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
5. Enter the date of execution and the name and title of the person signing the document. If, for example, the surviving business entity is a domestic limited liability company, the Articles of Merger would be signed by a Member or Manager of the limited liability company; if the surviving business entity is a corporation, by an officer of the corporation, etc.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, please state, "not executed in Wisconsin."

The surviving entity in the merger is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.77(6)(c), 180.1106(1)(b), 181.1106(2) or 183.1205(2), whichever is applicable.

Sec. 179.77,
180.1101(2),
181.1101(2), and
183.1203(2) Wis.
Stats.

(TEMPLATE)
State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



PLAN OF MERGER

I. Non-Surviving Parties to the Merger:

Company Name: Kallista, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>California</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Company Name:

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Schedule more non-surviving parties as an additional page.

2. Surviving Business Entity:

Company Name: Kohler Co.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

PLAN OF MERGER (T E M P L A T E, Cont'd)

3. The manner and basis of converting the interests in each business entity that is a party to the merger into shares, interests, obligations or other securities of the surviving business entity or any other business entity or into cash or other property in whole or in part.

All assets of Kallista, Inc. shall be transferred to Kohler Co. by operation of law in said merger, which transfer shall be a distribution in complete redemption of and cancellation of the stock of Kallista, Inc., constituting a subsidiary liquidation under section 332 of the Internal Revenue Code.

4. The terms and conditions of the merger.

Effective at 11:59 p.m. on December 31, 2002, Kallista, Inc. shall merge into Kohler Co., its sole shareholder, in a subsidiary into parent merger under Wisconsin and California law.

5. Other provisions the parties to the merger may elect to include relating to the merger.

None

6. The articles of incorporation or other similar governing document of the surviving domestic business entity is amended as follows:

None