

04-17-2003



102422183

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

1. Name of conveying party(ies):

TCI Acquisition, LLC

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Ltd. Partnership
☒ Corporation Change of Name
☐ 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: 02/20/2001

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)

1,728,164

~~1,716,507~~

Additional 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 deposit

8. 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

April 10, 2003

Date

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

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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. 

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

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

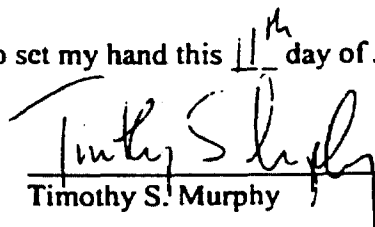
No member of the Company shall be entitled to any cumulative voting rights. No member of the Company shall have any preemptive rights as provided in Minnesota Statutes Section 322B.33 or dissenters rights as provided in Minnesota Statutes Section 322B.383 and 332B.386. The Company may include in a Member 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

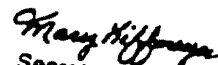
No governor of the Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such governor as a governor; provided, however, that this Article shall not eliminate or limit the liability of a governor to the extent provided by applicable law (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


Mary H. Hoffmann
Secretary of State

20364-LLC

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

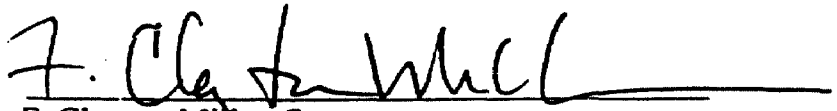
The undersigned, Secretary of TCI Acquisition, LLC (the "Company"), a corporation organized under and subject to the provisions of Chapter 322B, Minnesota Statutes, known as the Minnesota Business Corporation Act ("MBCA"), hereby certifies that the following resolution, amending the Articles of Organization 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."

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


Secretary of State

106096

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

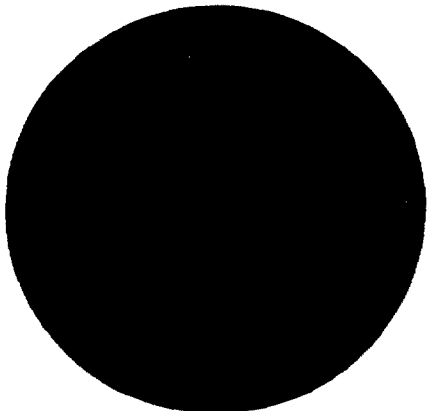
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered 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.

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.

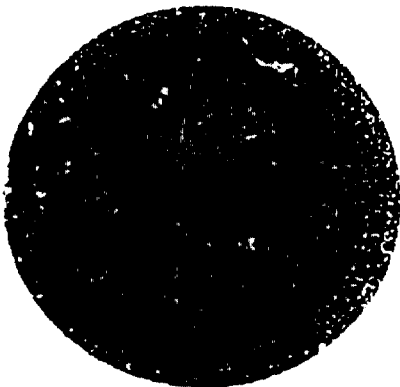
This limited liability company is now legally organized under the laws of Minnesota.

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.