

FORM PTO-1594
(Rev. 8-93)RECORDATION FORM COVER SHEET
TRADEMARKS ONLYU.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

Atty Docket No. 54821.299245

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

1. Name of conveying party(ies):

Harmon Glass Company

- ☐ Individuals(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State - Minnesota
☐ Other _____

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

3. Nature of conveyance:

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

Execution Date: March 17, 2004

2. Name and address of receiving party(ies)

Name: **Harmon Glass Company LLC**

Internal Address:

Street Address: **1010-1020 N. University Parks Drive**City: **Waco**State: **TX** Zip: **76707**

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation-State _____
☒ Other **Minnesota Limited Liability Company**

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No N/AAdditional names(s) & address(es) attached? ☐ Yes ☒ No

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)
SEE ATTACHED SCHEDULEB. Trademark Registration No.(s)
SEE ATTACHED SCHEDULEAdditional numbers attached? ☒ Yes ☐ No

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

Name: **William H. Brewster**Internal Address: **Kilpatrick Stockton LLP**Street Address: **1100 Peachtree St., Suite 2800**City: **Atlanta** State: **GA** Zip: **30309**6. Total number of applications and registrations involved: **16**7. Total fee (37 CFR 3.41).....\$ **415.00**☐ Enclosed☒ Authorized to be charged to deposit account

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

11-0860**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.***Valetta A. Northcutt**

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: **7**

Harmon Glass Company Trademark Schedule

REGISTRATIONS

<u>Trademark</u>	<u>Registration Number</u>
AUTOSET	2173691
CHERRIES DESIGN	1551291
CHERRYDALE	1550517
H DESIGN	2326320
HARMON AUTOGLASS	2139611
PG	2819502
PORTLAND GLASS	2702428
PROCLAIM	2157407
THE EXPANDER	2790454
WE INSTALL CONFIDENCE	2795848
WIN!SHIELD (stylized)	1936152

PENDING APPLICATIONS

<u>Trademark</u>	<u>Application Number</u>
IT ALL ADDS UP TO HARMON	76/517615
IT ALL ADDS UP TO PORTLAND GLASS	76/518647
MADE WITH PRECISION. INSTALLED WITH CARE.	76/555479
NOR'EASTER	76/555478
FASTLANE	78/298462

**PLAN OF MERGER
FOR THE MERGER
OF
HARMON GLASS COMPANY
WITH AND INTO
HARMON GLASS COMPANY LLC**

1. Harmon Glass Company, a Minnesota corporation (the "Corporation") plans to merge with and into Harmon Glass Company LLC, a Minnesota limited liability company and a wholly-owned subsidiary of the Corporation (the "LLC").
2. The name of the surviving entity is "Harmon Glass Company LLC."
3. The name of the entity merging into the surviving entity is "Harmon Glass Company."
4. The terms and conditions of the merger are as follows:
 - a. The merger will be subject to, and have the effects as set forth in, the Minnesota Business Corporation Act (the "MECA") and the Minnesota Limited Liability Company Act (the "MLLCA"). Without limiting the generality of the foregoing, and subject thereto, the LLC shall succeed, in and by virtue of the merger, to all the rights and obligations of the Corporation.
 - b. The merger will have such other terms and conditions as set forth in the Articles of Merger, dated as of March 16, 2004, by and between the Corporation and the LLC, as it may be amended from time to time (the "Articles of Merger").
3. The manner and basis of converting securities of the constituent company into ownership interests of the surviving company are as follows:
 - a. Each outstanding share of common stock of the Corporation shall be automatically converted by reason of the merger into one unit of the LLC.
 - b. One unit of the LLC is equivalent to 100% of the membership interest in the LLC.
4. The Articles of Incorporation and the Bylaws of the Corporation in effect immediately prior to the merger shall be substituted by the the organizational documents of the surviving entity after the merger, which shall be the Articles of Organization and the LLC Operating Agreement of the LLC, until thereafter changed or amended as provided therein or by applicable law.

MPI-15605v1

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 17 2004

Mary Hiffmeyer
Secretary of State



MINNESOTA SECRETARY OF STATE
ARTICLES OF ORGANIZATION FOR
A LIMITED LIABILITY COMPANY

MINNESOTA STATUTES CHAPTER 322B

PLEASE TYPE OR PRINT IN BLACK INK.

Before Completing this Form Please Read the Instructions on the Back.

FILING FEE \$135.00

1. Name of Company: Harmon Glass Company LLC

2. Registered Office Address: (P.O. Box is Unacceptable)

7900 Xerxes Avenue South, Suite 1944 Minneapolis MN 55431

Complete Street Address or Rural Route and Rural Route Box Number City State ZIP Code

3. Name of Registered Agent (optional): _____

4. Business Mailing Address: (if different from registered office address)

Address City State ZIP Code

5. Desired Duration of LLC: (in years) _____ (If you do not complete this item, a perpetual duration is assumed by law.)

6. Does this LLC own, lease or have any interest in agricultural land or land capable of being farmed?
(Check One) Yes _____ No X

7. Name and Address of Organizer(s):

Name (print)	Complete Address				Original Signature (required)
	Street	City	State	Zip	
Harmon Glass Company	1010-1020 University Parks Drive				<i>[Signature]</i>
<i>DINA DWYER-DWYER</i>	Waco	TX	76707		<i>Dina Dwyer-Dwyer</i> Vice President

8. Name and Telephone Number of Contact Person for this LLC:

Name James M. Johnston, Jr., Esq.

Phone (254) 745-2400

6083 Rev. 3-03

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 17 2004

[Signature]
Secretary of State

STATE OF MINNESOTA
ARTICLES OF MERGER OF
A DOMESTIC CORPORATION WITH AND INTO
A DOMESTIC LIMITED LIABILITY COMPANY

To the Secretary of State of the State of Minnesota

Pursuant to the Provisions of the Minnesota Business Corporation Act (the "MBCA") and the Minnesota Limited Liability Company Act (the "MLLCA") governing the merger by and between a domestic corporation and a domestic limited liability company, Harmon Glass Company, a Minnesota corporation (the "Corporation") and Harmon Glass Company LLC, a Minnesota limited liability company ("Harmon Glass Company LLC"), hereby submit the following Articles of Merger for approval for the Secretary of State of the state of Minnesota:

FIRST: The Corporation will merge with and into its wholly owned subsidiary, Harmon Glass Company LLC, whereby Harmon Glass Company LLC will be the surviving entity, pursuant to the Plan of Merger made a part hereof and attached hereto as Exhibit A.

SECOND: The Board of Directors of the Corporation (the "Board of Directors") and the sole shareholder of the Corporation (the "Shareholder") have adopted and approved the Plan of Merger pursuant to Chapter 302A of the MBCA.

THIRD: The sole member of Harmon Glass Company LLC has adopted and approved the Plan of Merger pursuant to Chapter 322B of the MLLCA.

FOURTH: The merger of the Corporation with and into Harmon Glass Company LLC shall become effective upon the filing of this Articles of Merger with the Secretary of State of the state of Minnesota.

IN WITNESS WHEREOF, the Corporation and Harmon Glass Company LLC have each caused these Articles of Merger to be signed by an authorized officer on this ____ day of March, 2004.

Harmon Glass Company
a Minnesota corporation

By: 
(Name: Stuart Baxter
Title: President and Chairman

Harmon Glass Company LLC
a Minnesota limited liability company


By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the Corporation and Harmon Glass Company LLC have each caused these Articles of Merger to be signed by an authorized officer on this ____ day of March, 2004.

Harmon Glass Company
a Minnesota corporation

By: _____
Name: Stuart Baxter
Title: President and Chairman

Harmon Glass Company LLC
a Minnesota limited liability company

By: 
Name: James M. Johnston, Jr.
Title: Vice President

Articles of Merger