

12-17-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

REC TI



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

102625494

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

1. Name of conveying party(ies): Holland USA, Inc. 12.15.03
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Michigan Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: The Holland Group, Inc. Internal Address: 467 Ottawa Avenue Street Address: City: Holland State: MI Zip: 49422
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Michigan 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:

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,414,654
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Brian E. Ainsworth Internal Address: Price, Heneveld, Cooper, DeWitt & Litton, LLP Post Office 2567 Grand Rapids MI 49501 Street Address:
12/16/2003 DBYRNE 00000040 2414654
01 FC:8521 40.00 OP 02 FC:8522 525.00 OP
City: State: Zip:

6. Total number of applications and registrations involved: 22
7. Total fee (37 CFR 3.41): \$ 565.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number:
(OPR/FINANCE DEC 15 AM 9:55)
(Attach 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.
Brian E. Ainsworth Name of Person Signing Signature Date 12-10-03
Total number of pages including cover sheet, attachments, and document: 18

Mail documents to be recorded with required cover sheet information to: Mail Stop Assignment Recordation Services Director of the U.S. Patent and Trademark Office P.O. Box 1450 Alexandria, VA 22313-1450

TRADEMARK REEL: 002880 FRAME: 0157

# Attachment for Recordation Form Cover Sheet Trademarks Only (Form PTO-1594)

Continuation of Item 4. Additional Application Number(s) or Registration Number(s)

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 2,461,358, 2,452,938, 2,445,822, 2,436,297, 2,421,780,  
2,408,485, 2,398,386, 2,255,393, 2,219,690, 2,145,432, 1,418,359, 704,885, 919,172, 929,914,  
1,093,729, 1,372,400, 1,989,998, 2,202,970, 2,520,468, 2,403,566, and 2,383,441

Assignee: The Holland Group, Inc.

### TRADEMARK ASSIGNMENT

**WHEREAS**, Holland USA, Inc., a Michigan Corporation, with its principal place of business at 467 Ottawa Avenue, Holland, Michigan 49422, has adopted, owns and is using the following trademarks for which Assignor owns the following identified federal registrations on the Principal Register of the United States Patent and Trademark Office for the goods and/or services identified therein ("the Marks"):

Registration No.	Registrant	Issue Date
2,414,654	Neway Anchorlok International, Inc.	December 19, 2000
2,461,358	Holland Neway International, Inc.	June 19, 2001
2,452,938	Holland Neway International, Inc.	May 22, 2001
2,445,822	Holland Neway International, Inc.	April 24, 2001
2,436,297	Holland Neway International, Inc.	March 20, 2001
2,421,780	Holland Neway International, Inc.	January 16, 2001
2,408,485	Holland Neway International, Inc.	November 28, 2000
2,398,386	Holland Neway International, Inc.	October 24, 2000
2,255,393	Holland Neway International, Inc.	June 22, 1999
2,219,690	Holland Neway International, Inc.	January 19, 1999
2,145,432	Holland Neway International, Inc.	March 17, 1998
1,418,359	Holland Neway International, Inc.	November 25, 1986
704,885	Holland Neway International, Inc.	September 27, 1960
919,172	Holland Hitch Company	August 24, 1971
929,914	Holland Hitch Company	February 29, 1972
1,093,729	Holland Hitch Company	June 20, 1978
1,372,400	Holland Hitch Company	November 26, 1985
1,989,998	Holland Hitch Company	July 30, 1996
2,202,970	Holland Hitch Company	November 10, 1998
2,520,468	Holland Hitch Company	December 18, 2001
2,403,566	Holland Hitch Company	November 14, 2000
2,383,441	Holland Hitch Company	September 5, 2000

and

**WHEREAS**, The Holland Group, Inc., a Michigan Corporation, with its principal place of business at 467 Ottawa Avenue, Holland, MI 49422 ("Assignee"), desires to acquire the Marks and the above-referenced Registrations therefore;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to each of the Marks, together with the goodwill of the business symbolized by the Marks, and the registrations thereof.


Holland USA, Inc. is the assignee of the entire right, title and interest in each of the above trademark registrations by virtue of a chain of title as shown below.

The ownership of U.S. Trademark Registration No. 2,414,654 was transferred from Neway Anchorlok International, Inc. to B&S Holding, Inc. via a merger therebetween on October 27, 1999, as evidenced by Attachment A. The ownership of this same trademark was transferred from B&S Holding, Inc. to Holland Neway International, Inc. via a merger therebetween on October 26, 1999, as evidenced by Attachment B.

The ownership of U.S. Trademark Nos. 2,461,358; 2,452,938; 2,445,822; 2,436,297; 2,421,780; 2,414,654; 2,408,485; 2,398,386; 2,255,393; 2,219,690; 2,145,432; 1,418,359; and 704,885 was transferred to Holland Hitch Company via a name change on January 1, 2002, as evidenced by Attachment C. The ownership of U.S. Trademark Nos. 2,461,358; 2,452,938; 2,445,822; 2,436,297; 2,421,780; 2,414,654; 2,408,485; 2,398,386; 2,255,393; 2,219,690; 2,145,432; 1,418,359; 704,885; 919,172; 929,914; 1,093,729; 1,372,400; 1,989,998; 2,202,970; 2,520,468; 2,403,566; and 2,383,441 was transferred from Holland Hitch Company to Holland USA, Inc. via a name change on January 2, 2002, as evidenced by Attachment D.

IN TESTIMONY WHEREOF, I have hereunto set my hand on the date appearing next to my signature.

Holland USA, Inc.

By:   
Name: Samuel A. Martin  
Title: Executive Vice President

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is B&S Holding Corporation, a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Neway Anchorlok International, Inc., a Delaware corporation.

SECOND: The Agreement of Merger between such corporations has been approved, adopted, certified, executed and acknowledged as required by each of the constituent corporations.

THIRD: The name of the surviving corporation is B&S Holding Corporation, a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on October 27, 1998, or as soon thereafter as this Certificate of Merger is filed by the State of Delaware.

SIXTH: The Agreement of Merger is on file at 469 Ottawa Avenue, Holland, MI 49422, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this Certificate to be signed by an authorized officer, the 27<sup>th</sup> day of October, A.D., 1999.

B&S HOLDING CORPORATION

By: Richard W. Muzzy  
Authorized Officer

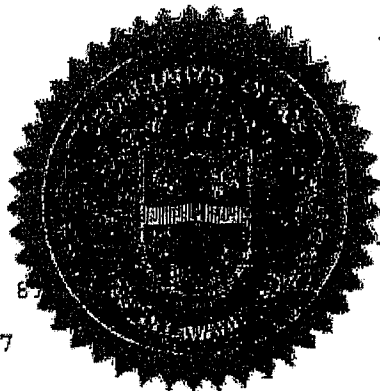
Name: Richard W. Muzzy  
Title: Chairman

*State of Delaware*  
*Office of the Secretary of State*

---

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "B&S HOLDING CORPORATION", FILED IN THIS OFFICE ON THE FIFTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

2478591 8

DC1362417

0593492

AUTHENTICATION:

DATE: 08-01-00

**STATE OF DELAWARE  
CERTIFICATE OF CORRECTION**

**FILED TO CORRECT  
A CERTAIN ERROR IN THE CERTIFICATE OF  
MERGER OF DOMESTIC CORPORATIONS  
FILED IN THE OFFICE OF THE SECRETARY OF STATE  
OF DELAWARE ON OCTOBER 27, 1999**

Pursuant to Title 8, Section 103 of the Delaware General Corporation Law, B&S Holding Corporation, a corporation organized under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. The name of the corporation is B&S Holding Corporation.
2. That a Certificate of Merger of Domestic Corporations was filed by the Secretary of State of Delaware on October 27, 1999, and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate to be corrected is as follows:  
The address where the Agreement of Merger is on file is not accurate.
4. Article "Sixth" of the Certificate is corrected to read in its entirety as follows:  
The Agreement of Merger is on file at 467 Ottawa Avenue, Holland, MI 49422, the place of business of the surviving corporation.

IN WITNESS WHEREOF, said B&S Holding Corporation has caused this Certificate to be signed by Richard W. Muzzy, Jr., an authorized officer, this 14<sup>th</sup> day of December, 1999.

By: Richard W. Muzzy, Jr.

Name: Richard W. Muzzy, Jr.

Title: Chairman

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC AND FOREIGN CORPORATIONS**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporations executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Holland Neway International, Inc., a Michigan corporation, and the name of the corporation being merged into this surviving corporation is B & S Holding Corporation, a Delaware corporation.

**SECOND:** The Agreement of Merger between such corporations has been approved, adopted, certified, executed and acknowledged as required by each of the constituent corporations.

**THIRD:** The name of the surviving corporation is Holland Neway International, Inc., a Michigan corporation.

**FOURTH:** The Articles of Incorporation of the surviving corporation shall be its Articles of Incorporation.

**FIFTH:** The merger is to become effective on October 28, 1999, or as soon thereafter as the Certificate of Merger is filed by the State of Michigan.

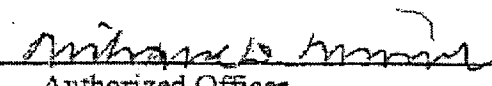
**SIXTH:** The Agreement of Merger is on file at 469 Ottawa Avenue, Holland, MI 49422, the place of business of the surviving corporation.

**SEVENTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request without cost, to any stockholder of the constituent corporations.

**EIGHTH:** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the constituent corporations, as well as for enforcement of any obligation of the constituent corporations arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or any such proceeding and hereby designates the following address as that to which a copy of such process shall be mailed by the Secretary of State of Delaware: Holland Neway International, Inc., 469 Ottawa Avenue, Holland, MI 49422.

**IN WITNESS WHEREOF**, said surviving corporation has caused this Certificate to be signed by an authorized officer, the \_\_\_\_\_ day of October, A.D., 1999.

HOLLAND NEWAY INTERNATIONAL, INC.

By:   
Authorized Officer

Name: Richard W. Muzzy  
Title: Chairman

**ATTACHMENT B**

**TRADEMARK  
REEL: 002880 FRAME: 0164**



**B & S HOLDING CORPORATION**

Shareholder Consent Resolutions  
Approving Agreement and Plan of Merger

The undersigned, being the sole shareholder of B & S Holding Corporation, a Delaware corporation (the "Corporation"), takes the following actions pursuant to the provisions of the Delaware General Corporation Law.

Approval of the Agreement and Plan of Merger

RESOLVED, that the Shareholder hereby approves of the Agreement and Plan of Merger by and between the Corporation and Holland Neway International, Inc., a Michigan corporation ("Holland"), (the "Plan of Merger") providing for the merger of this Corporation with and into Holland with such changes therein as may be approved by the officer(s) of this Corporation executing the same.

Ratification and Authorization

RESOLVED, that the Shareholder ratifies and approves of all actions taken or to be taken by the directors, officers, and agents of this Corporation pursuant to the provisions of the Plan of Merger, including all actions deemed necessary or appropriate to adopt the Plan of Merger and to document and effectuate the intent of these resolutions and the Plan of Merger, including any changes thereto as the signing officer(s) may approve.

Effective as of  
October 26, 1999

THE HOLLAND GROUP, INC.

By: Richard W. Muzzy  
Richard W. Muzzy  
Its President

00DMA:PCDOCS\GRR\3384620

B & S HOLDING CORPORATION

Director Consent Resolutions  
Adopting Agreement and Plan of Merger

The undersigned, being all of the directors of B & S Holding Corporation, a Delaware corporation (the "Corporation"), takes the following actions pursuant to the provisions of the Delaware General Corporation Law ("General Corporation Law").

Adoption of the Agreement and Plan of Merger

RESOLVED, that the Board of the Corporation hereby approves of and adopts the Agreement and Plan of Merger by and between this Corporation and Holland Newway International, Inc., a Michigan corporation ("Holland"), (the "Plan of Merger") under which this Corporation is to be merged with and into Holland, with such changes therein as may be approved by the officer(s) of this Corporation executing the same.

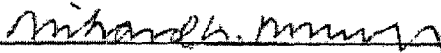
Recommendation of the Plan of Merger

FURTHER RESOLVED, that the Board hereby recommends the Plan of Merger and the transactions contemplated thereby to the shareholders of this Corporation and the proper officers are authorized and directed to submit the Plan of Merger to the shareholders for approval and authorization in accordance with the General Corporation Law.


Officer Authorization

FURTHER RESOLVED, that the officers of this Corporation are hereby authorized to execute and deliver all necessary documents and take such action as is deemed necessary or appropriate to carry out the intent of these resolutions and the Plan of Merger.

Effective as of  
October 26, 1999

  
\_\_\_\_\_  
Richard W. Muzzy

  
\_\_\_\_\_  
Samuel A. Martin

  
\_\_\_\_\_  
Jack P. Smith

..ODMA\PCDOCS\IGRE\3584721

**HOLLAND NEWAY INTERNATIONAL, INC.**

Shareholder Consent Resolutions  
Approving Agreement and Plan of Merger

The undersigned, being the sole shareholder of Holland Neway International, Inc., a Michigan corporation (the "Corporation"), takes the following actions pursuant to the provisions of the Michigan Business Corporation Act.

Approval of the Agreement and Plan of Merger

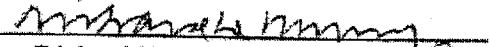
RESOLVED, that the Shareholder hereby approves of the Agreement and Plan of Merger by and between the Corporation and B & S Holding Corporation, a Delaware corporation ("B & S") (the "Plan of Merger") providing for the merger of B & S with and into this Corporation, with such changes therein as may be approved by the officer(s) of this Corporation executing the same.

Ratification and Authorization

RESOLVED, that the Shareholder ratifies and approves of all actions taken or to be taken by the directors, officers, and agents of this Corporation pursuant to the provisions of the Plan of Merger, including all actions deemed necessary or appropriate to adopt the Plan of Merger and to document and effectuate the intent of these resolutions and the Plan of Merger, including any changes thereto as the signing officer(s) may approve.

Effective as of  
October 26, 1999

THE HOLLAND GROUP, INC.

By:   
Richard W. Muzzy  
Its President

SDMALPCDOCS\GRR\93584461

HOLLAND NEWAY INTERNATIONAL, INC.

Director Consent Resolutions  
Adopting Agreement and Plan of Merger

The undersigned, being all of the directors of Holland Neway International, Inc., a Michigan corporation (the "Corporation"), takes the following actions pursuant to the provisions of the Michigan Business Corporation Act ("MBCA").

Adoption of the Agreement and Plan of Merger

RESOLVED, that the Board hereby approves of and adopts the Agreement and Plan of Merger by and between this Corporation and B & S Holding Corporation, a Delaware corporation ("B & S") (the "Plan of Merger") under which B & S is to be merged with and into this Corporation, with such changes therein as may be approved by the officer(s) of this Corporation executing the same.


Recommendation of the Plan of Merger

FURTHER RESOLVED, that the Board hereby recommends the Plan of Merger and the transactions contemplated thereby to the shareholders of this Corporation and the proper officers are authorized and directed to submit the Plan of Merger to the shareholders for approval and authorization in accordance with the MBCA.

Officer Authorization

FURTHER RESOLVED, that the officers of this Corporation are hereby authorized to execute and deliver all necessary documents and take such action as is deemed necessary or appropriate to carry out the intent of these resolutions and the Plan of Merger.

Effective as of  
October 26, 1999

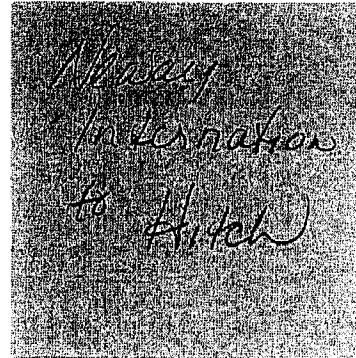
  
Richard W. Muzzy

  
Samuel A. Martin

  
Jack P. Smith

# Michigan Department of Consumer and Industry Services

## Filing Endorsement



This is to Certify that the MERGER DOCUMENT

for

HOLLAND HITCH COMPANY

ID NUMBER: 032903

received by facsimile transmission on December 7, 2001 is hereby endorsed

Filed on December 7, 2001 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Effective Date: January 1, 2002



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 10th day of December, 2001.

Director

Bureau of Commercial Services

sent by facsimile transmission 03:04

ATTACHMENT C

TRADEMARK

REEL: 002880 FRAME: 0169

OCS/CD- 550m (04/01)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.
Name	EFFECTIVE DATE: Expiration date for new assumed names: December 31, Expiration date for transferred assume names appear in item 6
CHRISTOPHER J. DJUBA	
Address	
P. O. BOX 352	
City State Zip Code	
GRAND RAPIDS MI 49501	

Document will be returned to the name and address you enter above.  
 if left blank document will be mailed to the registered office.

**CERTIFICATE OF MERGER**  
 Cross Entity Merger for use by Profit Corporations, Limited Liability Companies  
 and Limited Partnerships

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:*

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

Holland Neway International, Inc.	233-47A
Holland Hitch Company	032-903

b. The name of the surviving (new) entity and its identification number is:

Holland Hitch Company	032-903
-----------------------	---------

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:  
 467 Ottawa Avenue, Holland, Michigan 49423

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the 1st day of January, 2002.

12/07/2001 10:36AM

3. Complete for Profit Corporations Only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Holland Neway International, Inc.	1,000 shares common	Common	N/A
Holland Hitch Company	29,862 shares common	Common	N/A

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows: Each share of Holland Neway International, Inc. common stock issued and outstanding shall be canceled and each share of Holland Hitch Company common stock issued and outstanding shall be converted into and become one share of common stock of the surviving corporation.

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a. The Plan of Merger was approved by the majority consent of the incorporators of \_\_\_\_\_, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

_____ (Signature of Incorporator)	_____ (Type or Print)	_____ (Signature of Incorporator)	_____ (Type or Print)
_____ (Signature of Incorporator)	_____ (Type or Print)	_____ (Signature of Incorporator)	_____ (Type or Print)

b. The plan of merger was approved by:

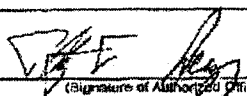
the Board of Directors of \_\_\_\_\_, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

Holland Neway International, Inc.

Holland Hitch Company

By

  
 (Signature of Authorized Officer or Agent)

Timothy T. Hemingway

(Type or Print Name)

Holland Neway International, Inc.

(Name of Corporation)

By

  
 (Signature of Authorized Officer or Agent)

Timothy T. Hemingway

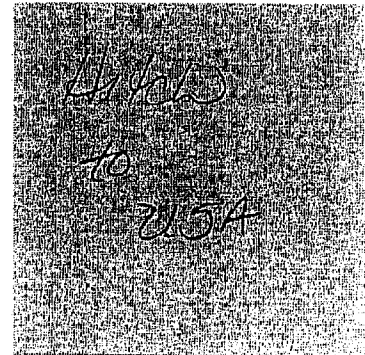
(Type or Print Name)

Holland Hitch Company

(Name of Corporation)

# Michigan Department of Consumer and Industry Services

## Filing Endorsement



This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION

for

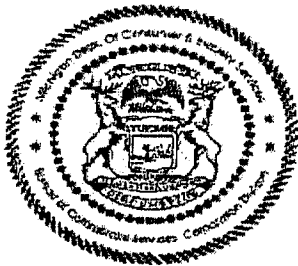
HOLLAND USA, INC.

ID NUMBER: 032903

received by facsimile transmission on January 2, 2002 is hereby endorsed

Filed on January 2, 2002 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 2nd day of January, 2002.

Director

Bureau of Commercial Services

Fee 1 by Facsimile Transmission (CHS)

ATTACHMENT D  
TRADEMARK  
REEL: 002880 FRAME: 0172



DC 8000-516 (04/01)

<b>MICHIGAN DEPARTMENT OF CONSUMER &amp; INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES</b>	
Date Received	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name CHRISTOPHER J. DUBA	
Address P.O. BOX 352	
City GRAND RAPIDS	State MI
Zip Code 49501-0352	EFFECTIVE DATE

Document will be returned to the name and address you enter above.  
If left blank document will be mailed to the registered office.

### CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations  
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:	Holland Hitch Company
2. The identification number assigned by the Bureau is:	032-903

3. Article <u>1</u> of the Articles of Incorporation is hereby amended to read as follows:  The name of the corporation is: Holland USA, Inc.
---

01/02/2002 09:18AM

**COMPLETE ONLY ONE OF THE FOLLOWING:**

**4. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)**

The foregoing amendment to the Articles of Incorporation was duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

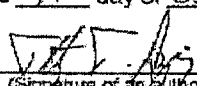
**5. (For profit and nonprofit corporations whose Articles state the corporation is organized on a stock or on a membership basis.)**

The foregoing amendment to the Articles of Incorporation was duly adopted on the 14<sup>th</sup> day of December, 2001, by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- at a meeting the necessary votes were cast in favor of the amendment.
- by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.
- by the board of a profit corporation pursuant to section 611(2).

**Profit Corporations**

Signed this 14<sup>th</sup> day of December, 2001

By X   
(Signature of an authorized officer or agent)

Timothy T. Hemingway  
(Type or Print Name)

**Nonprofit and Professional Service Corporations**

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

By \_\_\_\_\_  
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

(Type or Print Name) (Type or Print Title)

01/02/2002 09:18AM