TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/28/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Aermotor Pumps, Inc.		04/22/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sta-Rite Industries, Inc.
Street Address:	293 Wright Street
City:	Delavan
State/Country:	WISCONSIN
Postal Code:	53115
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	75500697	DIAMOND PUMPS AND WATER SYSTEMS

CH $40.00 75500697

CORRESPONDENCE DATA

Fax Number: (414)277-0656
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 414-271-6560
Email: mkeipdocket@michaelbest.com
Correspondent Name: Michael Best & Friedrich LLP
Address Line 1: 100 East Wisconsin Avenue
Address Line 2: Suite 3300
Address Line 4: Milwaukee, WISCONSIN 53202

NAME OF SUBMITTER:	Lori S. Meddings
Signature:	/lori s. meddings/
Date:	07/21/2005

Total Attachments: 7
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UNANIMOUS CONSENT RESOLUTION
OF THE SOLE SHAREHOLDER OF
STA-RITE INDUSTRIES, INC.

The Undersigned hereby adopts the following resolutions in accordance with Sta-Rite Industries, Inc.'s By-Laws and Chapter 180 of the Wisconsin Statutes as follows :

RESOLVED, that the Plan of Merger, a copy of which is attached hereto as Exhibit A, between Sta-Rite Industries, Inc. and Aermotor Pumps, Inc. is approved and adopted and all obligations thereunder shall be fulfilled;

FURTHER RESOLVED, that Sta-Rite Industries, Inc. shall also deliver to and file with the Wisconsin Secretary of State the executed Articles of Merger, a copy of which is attached hereto as Exhibit B, pursuant to and in compliance with Wis. Stats. Secs. 180.1101-180.1150;

FURTHER RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed, for and on behalf and in the name of the Corporation, to do and perform any and all further things and acts, and to execute and deliver any and all further instruments, certificates and documents which they shall determine to be necessary, appropriate or desirable in order to effectuate the purpose and intent of the foregoing resolutions.

Dated and effective as of the 28 day of April, 2003.

WICOR INDUSTRIES, INC.

By: Kristine Rappé
Kristine A. Rappé, Secretary

DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

03 APR 24 PM 1:50

CERTIFICATE OF OWNERSHIP AND MERGER

STATE OF WISCONSIN
FILED
APR 25 2003
DEPARTMENT OF
FINANCIAL INSTITUTIONS

MERGING

AERMOTOR PUMPS, INC.

INTO

STA-RITE INDUSTRIES, INC.

Sta-Rite Industries, Inc., a corporation organized and existing under the laws of Wisconsin.

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 24th day of May, 1982, pursuant to Chapter 180 of the Business Corporation Law of the State of Wisconsin, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding shares of the stock of Aermotor Pumps, Inc., a corporation incorporated on the 23rd day of September, 1992, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members, filed with the minutes of the Board, determined to and did merge into itself said Aermotor Pumps, Inc.

RESOLVED, that Sta-Rite Industries, Inc. merge, and it hereby does merge into itself Aermotor Pumps, Inc. and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Aermotor Pumps, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and

FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Aermotor Pumps, Inc. as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 626 E. Wisconsin Avenue, 15th Floor, Milwaukee, Wisconsin 53202 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to Sta-Rite Industries, Inc. at the above address.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Sta-Rite Industries, Inc. at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said Sta-Rite Industries, Inc. has caused this Certificate to be signed by Thomas M. Rettler, its Vice President, Finance and Corporate Secretary, this 22nd day of April, 2003.

Sta-Rite Industries, Inc.

By Thomas M. Rettler

Thomas M. Rettler
Vice President, Finance and
Corporate Secretary

DE052 – 11/12/01 C T System Online

STATE OF WISCONSIN
FILED
APR 25 2003
DEPARTMENT OF
FINANCIAL INSTITUTIONS

Reset Form

Sec. 179.77, 180.1105, 181.1105, and 183.1204 Wis. Stats.

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

ARTICLES OF MERGER

STATE OF WISCONSIN FILED
APR 25 2003
DEPARTMENT OF FINANCIAL INSTITUTIONS

1. Non-Surviving Parties to the Merger:

Company Name:
Aermotor Pumps, Inc.

Indicate (X) Entity Type		Organized under the laws of
	☐ Limited Partnership (Ch. 179, Wis. Stats.) ☒ Business Corporation (Ch. 180, Wis. Stats.) ☐ Nonstock Corporation (Ch. 181, Wis. Stats.) ☐ Limited Liability Company (Ch. 183, Wis. Stats.)	Delaware (state or country)

Company Name:

Indicate (X) Entity Type		Organized under the laws of
	☐ Limited Partnership (Ch. 179, Wis. Stats.) ☐ Business Corporation (Ch. 180, Wis. Stats.) ☐ Nonstock Corporation (Ch. 181, Wis. Stats.) ☐ Limited Liability Company (Ch. 183, Wis. Stats.)	(state or country)

Schedule more non-surviving parties as an additional page.

2. Surviving Business Entity:

Company Name:
Sta-Rite Industries, Inc.

Indicate (X) Entity Type		Organized under the laws of
	☐ Limited Partnership (Ch. 179, Wis. Stats.) ☒ Business Corporation (Ch. 180, Wis. Stats.) ☐ Nonstock Corporation (Ch. 181, Wis. Stats.) ☐ Limited Liability Company (Ch. 183, Wis. Stats.)	Wisconsin (state or country)

FILING FEE - $150.00

DFI/CORP/2000(R02/10/03) Use of this form is voluntary.

TRADEMARK
REEL: 003125 FRAME: 0496

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.

CONTINGENCY STATEMENT – The surviving business entity of this merger is a domestic or foreign nonstock corporation. 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, and by a person other than the members or the board, if the approval of such person is required under s. 181.1103 (2) (c).

☐ The approval of members is not required, and the Plan of Merger was approved by a sufficient vote of the board.

☐ The number of votes cast by each class of members to approve the Plan of Merger were sufficient for approval by that class.

Membership Class	Number of Memberships Outstanding	Number of Votes Entitled to be Cast	For	Against

(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 4-24-03 (date) at _____ (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 April 22, 2003 (date) by the surviving business entity on behalf of all parties to the merger.

Thomas M. Rettler
(Signature)

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

Thomas M. Rettler
(Printed Name)

STATE OF WISCONSIN
FILED
APR 25 2003
DEPARTMENT OF FINANCIAL INSTITUTIONS

For a **limited partnership**
Title: ☐ General Partner

For a **limited liability company**
Title: ☐ Member OR ☐ Manager

For a **corporation**
Title: ☐ President OR [X] Secretary
or other officer title _____

This document was drafted by: James C. Green
(Name the individual who drafted the document)

TRADEMARK
REEL: 003125 FRAME: 0497

ARTICLES OF MERGER

Sta-Rite Industries, Inc.
293 Wright Street
Delavan, WI 53115

Your return address and phone number during the day: ((414) 291-6289)

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. Filing fee is non-refundable. (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.

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. If the surviving entity is a domestic or foreign nonstock corporation, complete the CONTINGENCY STATEMENT. 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, enter that remark.

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.

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REEL: 003125 FRAME: 0498

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.

The Surviving Corporation is the sole shareholder in Aermotor Pumps, Inc. All share interest in Aermotor Pumps, Inc. shall be transferred to the Surviving Corporation on a basis of redeeming the shares and converting such interest as equal value to shares in the Surviving Corporation through a consent resolution approving this plan. All assets, liabilities and interests of Aermotor Pumps, Inc. shall be considered and reflected as stock interest in the conversion to shares in the Surviving Corporation. The Aermotor Pumps, Inc.'s shares will then be cancelled. This will not result in any necessary amendments to the Surviving Corporation's Articles of Incorporation, or in the issuance of any new shares.

4. The terms and conditions of the merger.

(a) Aermotor Pumps, Inc. shall cease to exist upon the effective date of the merger, however, the Surviving Corporation shall continue and maintain all prior business operations of Aermotor Pumps, Inc. in compliance with all applicable laws.
(b) All assets, liabilities, title, licenses, and interests of Aermotor Pumps, Inc. shall be transferred to the Surviving Corporation.
(c) The Surviving Corporation shall remain a Wisconsin domestic corporation.
(d) The Surviving Corporation agrees that it may be served with process in Delaware in any proceeding for the enforcement of any obligation of Aermotor Pumps, Inc., and in any proceeding for the enforcement of the rights of a dissenting shareholder of Aermotor Pumps, Inc. against the Surviving Corporation, that the Surviving Corporation agrees that an irrevocable appointment of the Secretary of State of Delaware as its agent to accept service of process in any such proceeding.

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

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

TRADEMARK
RECORDED: 07/21/2005 REEL: 003125 FRAME: 0499