

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rocky Shoes & Boots, Inc.		05/22/2006	CORPORATION: OHIO

RECEIVING PARTY DATA	
Name:	Rocky Brands, Inc.
Street Address:	39 East Canal Street
City:	Nelsonville
State/Country:	OHIO
Postal Code:	45764
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 39

Property Type	Number	Word Mark
Serial Number:	78471685	PRO-HIKER
Registration Number:	2982826	SILENTHUNTER
Registration Number:	2766744	ALPHAFORCE
Registration Number:	2730726	SAWBLADE
Registration Number:	2760278	WILD WOLF
Registration Number:	2642990	WILD WOLF
Registration Number:	3057432	
Serial Number:	78608412	ROCKY 911 SERIES
Serial Number:	78647155	XSP
Serial Number:	78655300	INTER-FLEX
Serial Number:	78720437	INTER FLX
Serial Number:	78720442	TRAILBLADE
Registration Number:	2944300	SMART GLOVE BY GATES
Registration Number:	2743239	GATES

CH \$990.00 78471685

Registration Number:	2967416	G
Registration Number:	2587482	ROCKY ELIMINATOR
Registration Number:	2595571	FIRSTMED
Registration Number:	2534492	CAMO-TEK
Registration Number:	2538870	ROCKY
Registration Number:	2538872	ROCKY
Registration Number:	2466342	FORMZ
Registration Number:	2538542	AQUA GUARD
Registration Number:	2200673	ROCKY BOOTS
Registration Number:	2515692	LONGBEARD
Registration Number:	2553070	SILENTHUNTER
Registration Number:	2307328	TAC TEAM
Registration Number:	2820566	PROHUNTER
Registration Number:	2166173	AOG
Registration Number:	1974865	BEAR CLAW
Registration Number:	1955171	SNOW STALKER
Registration Number:	1975747	STALKERS
Registration Number:	1897612	CORNSTALKERS
Registration Number:	1439249	GATES LITE
Registration Number:	1537440	TRIAD
Registration Number:	1558154	GATES ULTRA LITE
Registration Number:	1577871	ROCKY
Registration Number:	1319524	GATES
Registration Number:	1313519	ROCKY BOOTS
Registration Number:	1174311	GATES GLOVES

**CORRESPONDENCE DATA**

Fax Number: (614)227-2000  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 614-227-2080  
Email: breynolds@porterwright.com  
Correspondent Name: Karen K. Hammond  
Address Line 1: 41 S. High Street  
Address Line 4: Columbus, OHIO 43215

ATTORNEY DOCKET NUMBER:	2424900-088318
NAME OF SUBMITTER:	Karen K. Hammond

Signature:

/karen k. hammond/

Date:

07/26/2006

Total Attachments: 5

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DATE 05/23/2006	DOCUMENT ID 200614300060	DESCRIPTION DOMESTIC/AMENDMENT TO ARTICLES (AMD)	FILING *****	EXPED 100 00	PENALTY 00	CERT 00	COPY 00
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**Receipt**

This is not a bill. Please do not remit payment.

PORTER, WRIGHT, MORRIS, ARTHUR  
41 S. HIGH ST., 28TH FLOOR  
COLUMBUS, OH 43215

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell

821674

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**ROCKY BRANDS, INC.**

and, that said business records show the filing and recording of:

Document(s)

**DOMESTIC/AMENDMENT TO ARTICLES**

Document No(s):

**200614300060**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 22nd day of May, A.D.  
2006.

*J. Kenneth Blackwell*  
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State  
Central Ohio: (614) 466-3910  
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos  
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the following:	
<input checked="" type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input type="radio"/> No	PO Box 1028 Columbus, OH 43216

**Certificate of Amendment by Shareholders or Members**  
(Domestic)  
Filing Fee \$50.00

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit <input type="checkbox"/> Amended (122-AMAP)	<b>PLEASE READ INSTRUCTIONS</b>	(2) Domestic Non-Profit <input type="checkbox"/> Amended (126-AMAN)	<input type="checkbox"/> Amendment (128-AMD)
	<input checked="" type="checkbox"/> Amendment (125-AMDS)		

**Complete the general information in this section for the box checked above.**

Name of Corporation Rocky Shoes & Boots, Inc.

Charter Number 821674

Name of Officer Mike Brooks

Title Chief Executive Officer

Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

A meeting of the  shareholders  directors (non-profit amended articles only)

members was duly called and held on May 16, 2006 (Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise 76 % as the voting power of the corporation.

In a writing signed by all of the  shareholders  directors (non-profit amended articles only)

members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit

**Clause applies if amended box is checked.**

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

**All of the following information must be completed if an amended box is checked. If an amendment box is checked, complete the areas that apply.**


**FIRST:** The name of the corporation is: Rocky Brands, Inc.

**SECOND:** The place in the State of Ohio where its principal office is located is in the City of: \_\_\_\_\_  
 \_\_\_\_\_ (city, village or township) \_\_\_\_\_ (county)

**THIRD:** The purposes of the corporation are as follows:  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**FOURTH:** The number of shares which the corporation is authorized to have outstanding is: See attached.  
 (Does not apply to box (2))

**REQUIRED**  
 Must be authenticated  
 (signed) by an authorized  
 representative  
 (See instructions)



Authorized Representative  
Mike Brooks, CEO  
 (Print Name)

5/22/06

Date

\_\_\_\_\_

Authorized Representative  
 (Print Name)

\_\_\_\_\_

Date

**ATTACHMENT TO AMENDMENT TO SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ROCKY SHOES & BOOTS, INC.**

The Second Amended and Restated Articles of Incorporation are hereby amended by striking out in its entirety the first paragraph of Article Fourth and substituting in lieu thereof the following:

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have the authority to issue is Twenty-Five Million Five Hundred Thousand (25,500,000) consisting of:

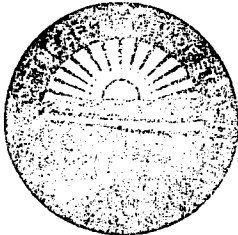
1. Twenty-Five Million (25,000,000) shares of Common Stock, without par value (the "Common Stock");
2. Two Hundred Fifty Thousand (250,000) shares of Voting Preferred Stock, without par value (the "Voting Preferred Stock"); and
3. Two Hundred Fifty Thousand (250,000) shares of Non-Voting Preferred Stock, without par value (the "Non-Voting Preferred Stock").

Chapter  
821674

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, J. Kenneth Blackwell, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 4 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 29th day of  
June A.D. 2007



J. Kenneth Blackwell

J. KENNETH BLACKWELL  
Secretary of State

By Shawna Whitehead

NOTICE: This is an official certification only when reproduced in red ink