

12-14-2009



103583456

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Zephyr Corporation

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation- State: California
☐ Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) 11/29/2009

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: Zephyr Ventilation, LLC

Internal

Address: _____

Street Address: 2277 Harbor Bay Parkway

City: Alameda

State: CA

Country: USA

Zip: 94502

- ☐ Association Citizenship _____
☐ General Partnership Citizenship _____
☐ Limited Partnership Citizenship _____
☐ Corporation Citizenship _____

☒ Other LLC Citizenship California

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

3,224,947

3,227,636

2,212,580

Additional sheet(s) attached? ☐ Yes ☒ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Dawn Urbanowicz

Internal Address: c/o Nortek, Inc.

Street Address: 50 Kennedy Plaza

City: Providence

State: RI Zip: 02903

Phone Number: 401-751-1600

Fax Number: 401-751-9844

Email Address: urbanowicz@nortek-inc.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 90

- ☐ Authorized to be charged to deposit account
☒ Enclosed

8. Payment Information:

12/11/2009 NJAMA1 00000028 3224947

Deposit Account Number

02 FC:8522

Authorized User Name

40.00 00
50.00 00

9. Signature:

Dawn Urbanowicz
Signature

12/9/09
Date

Dawn Urbanowicz
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**TRADEMARK
REEL: 004112 FRAME: 0517**

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of this office.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State



State of California
Secretary of State

LIMITED LIABILITY COMPANY
CERTIFICATE OF AMENDMENT

A \$30.00 filing fee must accompany this form.

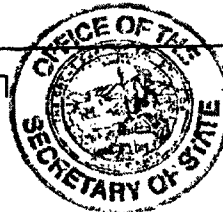
IMPORTANT - Read instructions before completing this form.

ENDORSED - FILED
in the Office of the Secretary of State
of the State of California

DEC 02 2009

This Space For Filing Use Only

1. SECRETARY OF STATE FILE NUMBER 200933410007	2. NAME OF LIMITED LIABILITY COMPANY ZEPHYR LLC
3. COMPLETE ONLY THE SECTIONS WHERE INFORMATION IS BEING CHANGED. ADDITIONAL PAGES MAY BE ATTACHED IF NECESSARY. A. LIMITED LIABILITY COMPANY NAME (END THE NAME WITH THE WORDS "LIMITED LIABILITY COMPANY," "LTD. LIABILITY CO." OR THE ABBREVIATIONS "LLC" OR "L.L.C.") <u>ZEPHYR VENTILATION, LLC</u> B. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONE): <input type="checkbox"/> ONE MANAGER <input type="checkbox"/> MORE THAN ONE MANAGER <input type="checkbox"/> ALL LIMITED LIABILITY COMPANY MEMBER(S) C. AMENDMENT TO TEXT OF THE ARTICLES OF ORGANIZATION: D. OTHER MATTERS TO BE INCLUDED IN THIS CERTIFICATE MAY BE SET FORTH ON SEPARATE ATTACHED PAGES AND ARE MADE A PART OF THIS CERTIFICATE. OTHER MATTERS MAY INCLUDE A CHANGE IN THE LATEST DATE ON WHICH THE LIMITED LIABILITY COMPANY IS TO DISSOLVE OR ANY CHANGE IN THE EVENTS THAT WILL CAUSE THE DISSOLUTION.	
4. FUTURE EFFECTIVE DATE, IF ANY: MONTH DAY YEAR	
5. NUMBER OF PAGES ATTACHED, IF ANY:	
6. IT IS HEREBY DECLARED THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. <u>Edward J. Cooney</u> 12/02/2009 SIGNATURE OF AUTHORIZED PERSON DATE <u>Edward J. Cooney Member</u> TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON	
7. RETURN TO: NAME Dawn Urbanowicz FIRM Nortek, Inc. ADDRESS 50 Kennedy Plaza CITY/STATE Providence, RI ZIP CODE 02903	



State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 30 2009

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State



State of California
Secretary of State

LLC-1A

File # **200933410007**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

NOV 29 2009

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION - CONVERSION

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Ltd." and "Co.," respectively.)

ZPEHYR LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)

☐ ONE MANAGER☐ MORE THAN ONE MANAGER☒ ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE

CITY

STATE ZIP CODE

2277 Harbor Bay Parkway

Alameda

CA

94502

5. NAME OF AGENT FOR SERVICE OF PROCESS (Item 5: Enter the name of the agent for service of process. The agent may be an individual residing in California or a corporation that has filed a certificate pursuant to California Corporations Code section 1505. Item 6: If the agent is an individual, enter the agent's business or residential address in California. Item 7: If the converting entity is a California limited partnership, enter the mailing address of the individual or corporate agent. Check the box and omit the mailing address if the agent's mailing address is the same as the address in item 6.)

Corporation Service Company which will do business
in California as CSC-Lawyers Incorporating Service

6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA

CITY

STATE ZIP CODE

CA

7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS

CITY

STATE ZIP CODE

☐ THE MAILING ADDRESS OF THE AGENT FOR SERVICE OF PROCESS IS THE SAME AS THE AGENT'S BUSINESS OR RESIDENTIAL ADDRESS IN ITEM 6.

CONVERTING ENTITY INFORMATION

8. NAME OF CONVERTING ENTITY

ZEPHYR CORPORATION

9. FORM OF ENTITY

Corporation

10. JURISDICTION

California

11. CA SECRETARY OF STATE FILE NUMBER, IF ANY

1976748

12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUATED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS

180,200 Common

51%

ADDITIONAL INFORMATION

13. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

DATE

SIGNATURE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

Edward J. Cooney, VP and Treasurer

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Kevin W. Donnelly, VP and Secretary

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

LLC-1A (REV 01/2008)

APPROVED BY SECRETARY

