

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Rocky Shoes & Boots, Inc.		05/22/2006	CORPORATION: OHIO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Rocky Brands, Inc.		
<b>Street Address:</b>	39 East Canal Street		
<b>City:</b>	Nelsonville		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	45764		
<b>Entity Type:</b>	CORPORATION: OHIO		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2898894	ROCKY	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(614)227-2100		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	6142272182		
Email:	ipdocket@porterwright.com		
Correspondent Name:	Karen K. Hammond		
Address Line 1:	41 S. High Street		
Address Line 2:	29th Floor		
Address Line 4:	Columbus, OHIO 43215		
ATTORNEY DOCKET NUMBER:	2424900-088318		
NAME OF SUBMITTER:	Karen K. Hammond		
Signature:	/karen k. hammond/		
Date:	03/04/2010		

CH \$40.00 2898894

Total Attachments: 4  
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source=name#page4.tif



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](http://www.state.oh.us/sos)

e-mail: [busserv@sos.state.oh.us](mailto:busserv@sos.state.oh.us)

**Expedite this Form: (Select One)**

**Mail Form to one of the Following:**

Yes PO Box 1390  
Columbus, OH 43216

\*\*\* Requires an additional fee of \$100 \*\*\*

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

**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)

Mike Brooks  
Authorized Representative

5/22/06  
Date

Mike Brooks, CEO  
(Print Name)

\_\_\_\_\_  
Authorized Representative

\_\_\_\_\_  
Date

\_\_\_\_\_  
(Print Name)

**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").