

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/31/2009		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Westfield Coatings Corporation		08/24/2009	CORPORATION: MASSACHUSETTS
<b>RECEIVING PARTY DATA</b>			
Name:	RPM Wood Finishes Group, Inc.		
Street Address:	22 South Center Street		
City:	Hickory		
State/Country:	NORTH CAROLINA		
Postal Code:	28603-0220		
Entity Type:	CORPORATION: NEVADA		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	2802569	MILLPRIME	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(216)241-0816		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	216.622.8200		
Email:	ipdocket@calfee.com		
Correspondent Name:	Calfee, Halter & Griswold LLP		
Address Line 1:	800 Superior Avenue		
Address Line 2:	Suite 1400		
Address Line 4:	Cleveland, OHIO 44114-2688		
ATTORNEY DOCKET NUMBER:	06821/06351		
NAME OF SUBMITTER:	Sandi L. Colello		

CH \$40.00 2802569

**900164562**

**TRADEMARK  
 REEL: 004224 FRAME: 0169**

Signature:	/Sandi L. Colello/
Date:	06/14/2010
<p>Total Attachments: 14</p> <p>source=00838080#page1.tif</p> <p>source=00838080#page2.tif</p> <p>source=00838080#page3.tif</p> <p>source=00838080#page4.tif</p> <p>source=00838080#page5.tif</p> <p>source=00838081#page1.tif</p> <p>source=00838081#page2.tif</p> <p>source=00838081#page3.tif</p> <p>source=00838081#page4.tif</p> <p>source=00838081#page5.tif</p> <p>source=00838081#page6.tif</p> <p>source=00838081#page7.tif</p> <p>source=00838081#page8.tif</p> <p>source=00838081#page9.tif</p>	

DF  
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# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

## Articles of Merger

FORM MUST BE TYPED

### Involving Domestic Corporations, Foreign Corporations or Foreign Other Entities (General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
RPM Wood Finishes Group, Inc.	Nevada	12/28/1977
RPM of Mass., Inc.	Massachusetts	08/27/1980
Westfield Coatings Corporation	Massachusetts	11/07/1979

(3) The foreign corporation or other entity ☒ is / ☐ is not<sup>a</sup> authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: RPM Wood Finishes Group, Inc.

(5) Jurisdiction under the laws of which the surviving entity will be organized: Nevada

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: close of business, August 31, 2009

(7-8) For each domestic corporation that is a party to the merger:<sup>\*\*</sup>

(check appropriate box)

☒ The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

☐ The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

<sup>a</sup> Check appropriate box

<sup>\*\*</sup> Provide this information for each domestic corporation separately

(10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation. n/a

(11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16. n/a

(12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: 22 South Center Street, P.O. Box 22000, Hickory, NC 28603-0220  
(number, street, city or town, state, zip code)

RPM Wood Finishes Group, Inc.

Signed by: Edward W. Moore  
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☐ President,
- ☒ Other officer, Secretary
- ☐ Court-appointed fiduciary,

on this 24th day of August, 2009.

RPM of Mass., Inc.

Signed by: Edward W. Moore  
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☐ President,
- ☒ Other officer, Clerk and Treasurer
- ☐ Court-appointed fiduciary,

on this 24th day of August, 2009.

Westfield Coatings Corporation

Signed by: Edward W. Moore  
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☐ President,
- ☒ Other officer, Clerk
- ☐ Court-appointed fiduciary,

on this 24th day of August, 2009

Signed by: \_\_\_\_\_  
(signature of authorized individual)

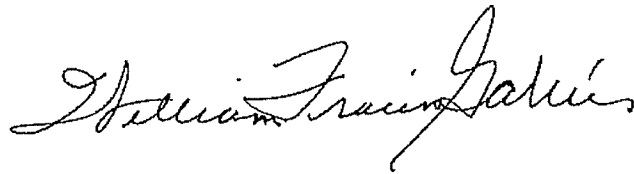
- ☐ Chairman of the board of directors,
- ☐ President,
- ☒ Other officer,
- ☐ Court-appointed fiduciary,

on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:  
August 25, 2009 12:06 PM

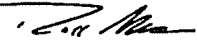
A handwritten signature in cursive script, reading "William Francis Galvin".

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684 5708  
Website: www.nvsos.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20090637378-45</b> Filing Date and Time <b>08/25/2009 9:15 AM</b> Entity Number <b>C5750-1977</b>
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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 1**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Articles of Merger**  
(Pursuant to NRS Chapter 92A - excluding 92A.200(4b))

- 1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

RPM of Mass., Inc.

Name of merging entity

Massachusetts

Corporation

Jurisdiction

Entity type \*

Westfield Coatings Corporation

Name of merging entity

Massachusetts

Corporation

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

RPM Wood Finishes Group, Inc.

Name of surviving entity

Nevada

Corporation

Jurisdiction

Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

**Filing Fee: \$350.00**

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 1  
Revised: 3-28-09

00804673.PDF

**TRADEMARK**  
**REEL: 004224 FRAME: 0176**





ROSS MILLER  
Secretary of State  
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## Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 2

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- 2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.1 90): N/A

Attn:

c/o:

- 3) (Choose one)

- ☒ The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- ☐ The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

- 4) Owner's approval (NRS 92A.200) (options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

- (a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

RPM Wood Finishes Group, Inc.

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2  
Revised: 3-28-09



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## Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 3

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(b) The plan was approved by the required consent of the owners of\*:

RPM of Mass., Inc.

Name of merging entity, if applicable

Westfield Coatings Corporation

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 3  
Revised: 3-26-09

TRADEMARK  
REEL: 004224 FRAME: 0178



ROSS MILLER  
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## Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 4  
Revised: 3-28-09



ROSS MILLER  
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## Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 5

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**5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*:**

See the Amended and Restated Articles of Incorporation of the surviving entity attached hereto as Exhibit A, pursuant to which the Articles of Incorporation of RPM Wood Finishes Group, Inc. (as the same may have been amended from time to time) are (1) further amended by the removal of Articles II and V thereof (with the appropriate renumbering of the remaining Articles), and (2) restated in their amended form under the current name of the surviving entity.

**6) Location of Plan of Merger (check a or b):**

☐ (a) The entire plan of merger is attached;

or,

☒ (b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

**7) Effective date (optional)\*\*:**

August 31, 2009

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

\*\* A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 5  
Revised: 3-28-09



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## Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 6

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- 8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)\*

(If there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

RPM of Mass., Inc.

Name of merging entity

X Edward J. Moore  
Signature

Clerk and Treasurer  
Title

08/24/2009  
Date

Westfield Coatings Corporation

Name of merging entity

X Edward J. Moore  
Signature

Clerk  
Title

08/24/2009  
Date

Name of merging entity

X \_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date

Name of merging entity

X \_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date

RPM Wood Finishes Group, Inc.

Name of surviving entity

X Edward J. Moore  
Signature

Secretary  
Title

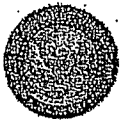
08/24/2009  
Date

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6  
Revised: 3-28-09



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
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**Certificate to Accompany  
Restated Articles or  
Amended and Restated Articles**  
(PURSUANT TO NRS)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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This Form is to Accompany Restated Articles or Amended and Restated Articles of Incorporation  
(Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles or Amended and Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

RPM Wood Finishes Group, Inc.

2. The articles are: (mark only one box) ☐ Restated ☒ Amended and Restated  
Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box:\*

☐ No amendments; articles are restated only, and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: \_\_\_\_\_  
The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.

☐ The entity name has been amended.

☐ The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)

☐ The purpose of the entity has been amended.

☐ The authorized shares have been amended.

☐ The directors, managers or general partners have been amended.

☐ IRS tax language has been added.

☐ Articles have been added.

☒ Articles have been deleted. Articles II and V have been deleted

☒ Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

In restating, Articles III, IV, VI and VII of the original Articles of Incorporation have been renumbered to reflect the removal of Articles II and V.

\* This form is to accompany Restated Articles or Amended and Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles for certificates.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Restated Articles  
Revised: 3-30-09

**Certificate of Amended and Restated  
Articles of Incorporation  
of  
RPM Wood Finishes Group, Inc.**

The undersigned, being a duly elected and authorized officer of RPM Wood Finishes Group, Inc., a Nevada corporation (the "Corporation"), does hereby certify as follows:

1. The Articles of Incorporation of the Corporation (as the same may have been amended to date, the "Articles") shall be amended and restated to read, in their entirety, as follows:

**"AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RPM WOOD FINISHES GROUP, INC.**

**ARTICLE I**

The name of the corporation is : RPM Wood Finishes Group, Inc.

**ARTICLE II**

The nature of the business and the objects and purposes for which this corporation is formed are to engage in any and all lawful activities.

**ARTICLE III**

The total authorized capital stock of this corporation is One Hundred Thousand (100,000) shares of capital stock with no par value or stated value, and that said stock shall not be subject to assessment.

**ARTICLE IV**

This corporation is to have perpetual existence.

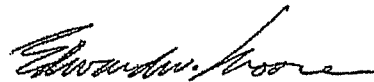
**ARTICLE V**

The Board of Directors shall have power to make such By-Laws for the management of the affairs of the corporation as in their judgment shall be proper and which will comply with the laws of the State of Nevada."

2. The effective date of the foregoing amendment and restatement of the Articles shall be August 31, 2009.

3. The amendment and restatement of the Articles was approved by the unanimous vote of the members of the Board of Directors of the Corporation and by the sole stockholder of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 29th day of August, 2009.



Name: Edward W. Moore

Title: Secretary

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