

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT															
NATURE OF CONVEYANCE:	CHANGE OF NAME															
CONVEYING PARTY DATA																
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: center;">Name</th> <th style="text-align: center;">Formerly</th> <th style="text-align: center;">Execution Date</th> <th style="text-align: center;">Entity Type</th> </tr> <tr> <td>Specialty Construction Products, Inc.</td> <td></td> <td>12/01/2002</td> <td>CORPORATION: MINNESOTA</td> </tr> </table>	Name	Formerly	Execution Date	Entity Type	Specialty Construction Products, Inc.		12/01/2002	CORPORATION: MINNESOTA								
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<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Name:</td> <td>H.B. Fuller Construction Products Inc.</td> </tr> <tr> <td>Street Address:</td> <td>1200 Willow Lake Boulevard</td> </tr> <tr> <td>City:</td> <td>Saint Paul</td> </tr> <tr> <td>State/Country:</td> <td>MINNESOTA</td> </tr> <tr> <td>Postal Code:</td> <td>55110</td> </tr> <tr> <td>Entity Type:</td> <td>CORPORATION: MINNESOTA</td> </tr> </table>	Name:	H.B. Fuller Construction Products Inc.	Street Address:	1200 Willow Lake Boulevard	City:	Saint Paul	State/Country:	MINNESOTA	Postal Code:	55110	Entity Type:	CORPORATION: MINNESOTA				
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PROPERTY NUMBERS Total: 4																
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CORRESPONDENCE DATA																
Fax Number: (651)355-9381 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> Phone: 651-236-5824 Email: susan.hammes@hbfuller.com Correspondent Name: H.B. Fuller Construction Products Inc. Address Line 1: P.O. Box 64683 Address Line 2: WLK-Law Address Line 4: Saint Paul, MINNESOTA 55164-0683																
ATTORNEY DOCKET NUMBER:	HBF-CP NAME CHANGE															

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TRADEMARK
REEL: 004510 FRAME: 0815

CH \$115.00 3677474

NAME OF SUBMITTER:	Susan K.M. Hammes
Signature:	/susan k.m. hammes/
Date:	03/30/2011
<p>Total Attachments: 11</p> <p>source=HBF-CP SCB Chain of Title#page1.tif</p> <p>source=HBF-CP SCB Chain of Title#page2.tif</p> <p>source=HBF-CP SCB Chain of Title#page3.tif</p> <p>source=HBF-CP SCB Chain of Title#page4.tif</p> <p>source=HBF-CP SCB Chain of Title#page5.tif</p> <p>source=HBF-CP SCB Chain of Title#page6.tif</p> <p>source=HBF-CP SCB Chain of Title#page7.tif</p> <p>source=HBF-CP SCB Chain of Title#page8.tif</p> <p>source=HBF-CP SCB Chain of Title#page9.tif</p> <p>source=HBF-CP SCB Chain of Title#page10.tif</p> <p>source=HBF-CP SCB Chain of Title#page11.tif</p>	

State of Minnesota

SECRETARY OF STATE

Certificate of Name Change

I, Mark Ritchie, Secretary of State of Minnesota, do certify that the corporation listed below filed an amendment of its articles of incorporation, or, in the case of a non-Minnesota corporation, a certificate of name change, changing its name with this office on the date listed below, and that the corporation has complied with the relevant laws of Minnesota with respect to that filing.

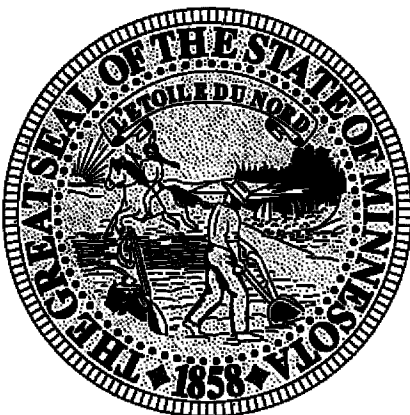
Old Name: Specialty Construction Brands, Inc.

New Name: H.B. Fuller Construction Products Inc.

State of Incorporation: MN

Date Amendment filed: 04/20/2010

This certificate has been issued on 04/28/10.



Mark Ritchie
Secretary of State.

TRADEMARK

FILE: 004510 FRAME: 0817

State of Minnesota

6D-64

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: TEC SPECIALTY PRODUCTS, INC.

MN: FOSTER PRODUCTS CORPORATION

State of Formation and Name of Surviving Entity:

MN: FOSTER PRODUCTS CORPORATION

Effective Date of Merger: December 1, 2002 @ 12:01 am

Name of Surviving Entity After Effective Date of Merger:

SPECIALTY CONSTRUCTION BRANDS, INC.

The Certificate has been issued on November 20, 2002.



Mary Kiffmeyer
Secretary of State.

TRADEMARK

REEL: 004510 FRAME: 0818

2

ARTICLES AND PLAN OF MERGER

of
TEC Specialty Products, Inc.
with and into
Foster Products Corporation

Pursuant to Section 302A.621 of the Minnesota Business Corporation Act, the undersigned officer of H.B. Fuller Company, a Minnesota corporation (hereinafter referred to as the "Parent Corporation"), the owner of all the outstanding capital stock of Foster Products Corporation, a Minnesota corporation (hereinafter referred to as the "Surviving Corporation") and TEC Specialty Products, Inc. (hereinafter referred to as "TEC"), hereby executes and files these Articles of Merger. The Surviving Corporation and TEC are sometimes hereinafter referred to as the "Constituent Corporations."

FIRST: The Plan of Merger, in the form of resolutions duly adopted by the Board of Directors of the Parent Corporation at a duly held meeting on November 14, 2002, is attached hereto as Exhibit A.

SECOND: The number of outstanding shares of each class and series of the Constituent Corporations and the number of shares of each class and series owned by the Parent Corporation are as follows:

<u>Constituent Corporation</u>	<u>Designation of Class</u>	<u>Number of Outstanding Shares</u>	<u>Owned by Parent Corporation</u>
Surviving Corporation	Common Stock \$.01 par value	100	100%
TEC	Common Stock \$.01 par value	100	100%

THIRD: The Plan of Merger has been duly approved by the Parent Corporation under Minnesota Statutes Section 302A.621.


FOURTH: At the effective time of the merger, pursuant to Minnesota Statutes Section 302A.621, Subd. 1, Article I of the Surviving Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

"The name of this corporation is Specialty Construction Brands, Inc."

FIFTH: The effective time of the merger shall be 12:01 a.m. December 1, 2002

Dated: November 18, 2002.

H.B. Fuller Company

By 

Steven E. Suckow, Associate Secretary

056437

Parent Holds RN-34559

TRADEMARK
REEL: 004510 FRAME: 0819


(3)

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV 20 2002

EXHIBIT A

H.B. FULLER COMPANY

Mary H. Hannon
Secretary of State 

Resolutions of the Board of Directors

WHEREAS, the H.B. Fuller Company (the "Company") desires to effect the merger of its wholly owned subsidiary, TEC Specialty Products, Inc., a Minnesota corporation ("TEC"), with and into another of its wholly owned subsidiaries, Foster Products Corporation, a Minnesota corporation ("Surviving Corporation"), pursuant to Section 302A.621 of the Minnesota Business Corporation Act.

NOW, THEREFORE, BE IT RESOLVED, that TEC be merged with and into Surviving Corporation pursuant to Section 302A.621 of the Minnesota Business Corporation Act, in accordance with the further resolutions set forth below (which resolutions shall constitute the Plan of Merger).

RESOLVED FURTHER, that at the effective time of the merger, all of the outstanding shares of common stock of TEC owned by the Company shall be cancelled, and no securities of Surviving Corporation or any other corporation, or any money or other property, shall be issued by Surviving Corporation in exchange therefor.

RESOLVED FURTHER, that the merger shall be effective the later of (i) 12:01 a.m. on December 1, 2002 or (ii) the date of filing of articles of merger with the Secretary of State of the State of Minnesota in the manner required by law.

RESOLVED FURTHER, that at the effective time of the merger, pursuant to Section 302A.621, Subd. 1, of the Minnesota Business Corporation Act, by virtue of the filing of the Articles of Merger and without any further action by the Company, Surviving Corporation, TEC or their respective Board of Directors, officers or shareholders, Article I of Surviving Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

"The name of this corporation is Specialty Construction Brands, Inc."

RESOLVED FURTHER, that any officer of the Company be and hereby is authorized and directed to make, sign and acknowledge, for and on behalf of the Company, articles of merger setting forth the foregoing Plan of Merger and such other information as required by law, and to cause such articles to be filed for record with the Secretary of State of the State of Minnesota in the manner required by law.

RESOLVED FURTHER, that the officers of the Company, and each of them, be and they hereby are authorized, for and on behalf of the Company, to take such other action as such officers, or any of them, shall deem necessary or appropriate to carry out the purpose of the foregoing resolutions.

**ARTICLES OF INCORPORATION
OF
FOSTER PRODUCTS CORPORATION**

To form a Minnesota business corporation under and pursuant to Minnesota Statutes, Chapter 302A as now enacted or hereafter amended, the following articles of incorporation are adopted:

ARTICLE I. NAME

The name of the corporation is "Foster Products Corporation"

✓ NE per EV

ARTICLE II. REGISTERED OFFICE

The address of the registered office of the corporation in Minnesota is 3210 Labore Road, Suite A, Vadnais Heights, Minnesota 55108.

235395

ARTICLE III. AUTHORIZED SHARES

The aggregate number of authorized shares of the Common Stock of the corporation is 25,000, all of which shall have a par value of \$.01 per share, solely for the purpose of a statute or regulation imposing a tax or fee based upon the capitalization of the corporation.

✓

ARTICLE IV. INCORPORATOR

The name and address of the incorporator, who is a natural person of full age, is:

Name

Address

Paul N. Heckt

1200 West County Road "E"
Arden Hills, Minnesota 55112

✓

ARTICLE V. ACTION WITHOUT MEETING

An action required or permitted to be taken at a board meeting, other than an action requiring shareholder approval, may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

ARTICLE VI. PREEMPTIVE RIGHTS

No holder of any class of stock of this corporation shall have any preemptive or preferential right of subscription to any shares of this corporation, or to any obligations convertible into such shares.

ARTICLE VII. CUMULATIVE VOTING

There shall be no cumulative voting.

ARTICLE VIII. LIMITATION OF DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for (i) liability based on a breach of the duty of loyalty to the corporation or the shareholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the corporations stock under section 559 of the Minnesota Business Corporation Act (Minnesota Statutes, Chap. 302A) or on violations of federal or state securities laws; (iv) liability for any transaction from which the director derived an improper personal benefit; or (v) liability for any act or omission occurring prior to the date this Article VIII becomes effective. If Chapter 302A, the Minnesota Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Chapter 302A, the Minnesota Business Corporation Act. Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only, shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification, and shall be made only upon the affirmative vote of the same percentage of votes represented by shares of common and preferred stock of the corporation present, in person or by proxy, at a meeting of shareholders duly called for such purpose, as were originally obtained to adopt this Article VIII.

ARTICLE IX. BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors of this corporation, who shall serve until their successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Robert J. Odom	3210 LaBore Road, Suite A Vadnais Heights, Minnesota 55110
Maynard J. Kelsey	3200 LaBore Road Vadnais Heights, Minnesota 55110

ARTICLE X. BUSINESS PURPOSE

This corporation shall have general business purposes and shall have all the rights and powers set forth in the Minnesota Business Corporation Act, as amended from time to time.



Paul N. Heckt

Sole Incorporator of
Foster Products Corporation
Dated December 1, 1988

STATE OF MINNESOTA)
)SS
COUNTY OF RAMSEY)

157

The foregoing instrument was acknowledged before me this 1st of December 1988, by Paul N. Heckt.



William S. Hunkins
Notary Public

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 1 1988

Jean Anderson Howe
Secretary of State

**ARTICLES OF MERGER OF
ROANOKE COMPANIES GROUP, INC., a Minnesota corporation, with
and into
SPECIALTY CONSTRUCTION BRANDS, INC., a Minnesota corporation
(Minnesota)**

These Articles of Merger, filed pursuant to Section 302A.621 of the Minnesota Business Corporation Act, relate to the merger (the "*Merger*") of Roanoke Companies Group, Inc., a Minnesota corporation ("*Subsidiary*"), with and into Specialty Construction Brands Group, Inc. a Minnesota corporation ("*Parent*") and are dated December 28, 2009.

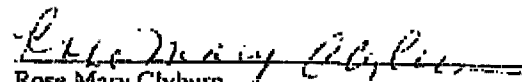
FIRST: The Agreement and Plan of Merger dated as of December 28, 2009 (the "*Plan of Merger*"), between Parent and Subsidiary, in fully executed form, is attached hereto as Exhibit A. As provided in the Plan of Merger, Parent will continue as the surviving corporation under the corporate name of "Specialty Construction Brands, Inc."

SECOND: Parent holds all of the outstanding shares of Subsidiary, consisting of 1,000 shares of common stock, \$0.01 par value.

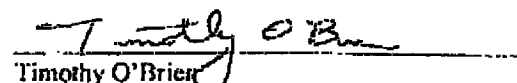
THIRD: The Plan of Merger has been approved by Parent in accordance with Section 302A.621 of the Minnesota Business Corporation Act.

FOURTH: That the merger of Subsidiary into Parent will be effective on December 31, 2009 at 11:59 p.m. central time.

SPECIALTY CONSTRUCTION BRANDS, INC.


Rose Mary Clyburn
President and CEO

ROANOKE COMPANIES GROUP, INC.


Timothy O'Brien
Vice President

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "*Merger Agreement*") is made as of December 28, 2009, by and between Specialty Construction Brands, Inc., a Minnesota corporation ("*Parent*"), and Roanoke Companies Group, Inc., a Minnesota corporation and a wholly-owned subsidiary of Parent ("*Subsidiary*" and, collectively with Parent referred to as the "*Constituent Corporations*").

BACKGROUND

- A. Parent is a corporation duly organized and existing under the laws of the State of Minnesota.
- B. Subsidiary is a corporation duly organized and existing under the laws of the State of Minnesota and is a wholly-owned subsidiary of Parent.
- C. The Board of Directors of Parent deems it advisable and in the best interests of the Constituent Corporations and their shareholders that Subsidiary be merged with and into Parent, with Parent being the surviving corporation (the "*Merger*").
- D. The Board of Directors of the Parent has approved this Merger Agreement by resolutions duly adopted in accordance with Section 302A.621 of the Minnesota Business Corporation Act.

TERMS AND CONDITIONS

In consideration of the mutual covenants and agreements, and in accordance with applicable laws, the parties hereto agree as follows:

- 1. Surviving Corporation. Subsidiary will be merged with and into Parent, with Parent being the surviving corporation (the "*Surviving Corporation*") of the Merger. At the Effective Time (as hereinafter defined), the corporate existence of Subsidiary will cease and the Surviving Corporation, to the extent permitted by applicable law, will succeed to all the business, properties, assets and liabilities of the Constituent Corporations. The name of the Surviving Corporation will be "Specialty Construction Brands, Inc."
- 2. Authorized Shares. The authorized capital stock of the Surviving Corporation consists of 100 shares issued, 25,000 shares authorized, par value \$0.01 per share, of common stock.
- 3. Articles of Incorporation and Bylaws.
 - (A) The articles of incorporation of Parent as in effect at the Effective Time will be the articles of incorporation of the Surviving Corporation.
 - (B) The by-laws of Parent as in effect at the Effective Time will be the by-laws of the Surviving Corporation.
- 4. Directors and Officers.
 - (A) The directors of Parent immediately prior to the Effective Time will be the directors of the Surviving Corporation, to hold office in accordance with the by-laws of the Surviving Corporation until their successors are duly appointed or elected and qualified.
 - (B) The officers of Parent immediately prior to the Effective Time will be the officers of the Surviving Corporation to hold office in accordance with the by-laws of the Surviving Corporation until their successors are duly appointed or elected and qualified.
- 5. Terms of Merger. At and after the Effective Time, all of the issued and outstanding shares of common stock of Subsidiary held immediately prior to the Effective Time will be cancelled and cease to exist, without any consideration being payable therefor.

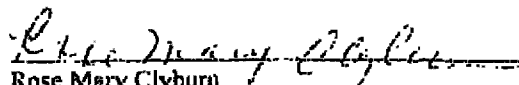
6. Termination and Abandonment. At any time before the Effective Time and for any reason, this Merger Agreement may be terminated and abandoned by the Board of Directors of Parent, without notice of such action to the other Constituent Corporation.

7. Amendment. At any time before the Effective Time, this Merger Agreement may be amended, by an agreement in writing executed in the same manner as this Merger Agreement, after due authorization of such action by the Board of Directors of the Parent.

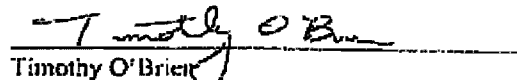
8. Effective Time of Merger. The Effective Time of Merger will be the later of (a) the date and time on which Articles of Merger have been duly filed in the office of the Secretary of State of Minnesota or (b) the latest date and time set forth in such Articles of Merger (the "Effective Time"), each of which dates will be determined by the Board of Directors of the Parent.

The parties hereto have executed this Merger Agreement as of the day and year first above written.

SPECIALTY CONSTRUCTION BRANDS, INC.


Rose Mary Clyburn
President and CEO

ROANOKE COMPANIES GROUP, INC.


Timothy O'Brien
Vice President

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 28 2009


Mark Ritchie
Secretary of State