

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	04/01/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Starcraft Marine, LLC		03/18/2008	LIMITED LIABILITY COMPANY: INDIANA

**RECEIVING PARTY DATA**

<b>Name:</b>	Smoker Craft, Inc.
<b>Street Address:</b>	68143 Clunette Street
<b>Internal Address:</b>	P. O. Box 65
<b>City:</b>	New Paris
<b>State/Country:</b>	INDIANA
<b>Postal Code:</b>	46553
<b>Entity Type:</b>	CORPORATION: INDIANA

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
Registration Number:	0761578	STARCRAFT
Registration Number:	2511245	SATURN
Registration Number:	3039651	
Registration Number:	3723091	ELECTRO STAR

**CORRESPONDENCE DATA**

Fax Number: (317)637-7561  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: HBanta@world-ip.com  
 Correspondent Name: Holiday W. Banta  
 Address Line 1: 111 Monument Circle  
 Address Line 2: Suite 3700  
 Address Line 4: Indianapolis, INDIANA 46204

**OP \$1115.00 0761578**

ATTORNEY DOCKET NUMBER:	3296-5, -195, -199, -208
NAME OF SUBMITTER:	Holiday W. Banta
Signature:	/Holiday W. Banta/
Date:	04/21/2011

**Total Attachments: 21**

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Filing Date: 03/26/2008  
Effective Date: 04/01/2008

APPROVED  
AND  
FILED

192677-011

1996050706

ARTICLES OF MERGER OF STARCRAFT MARINE, LLC,  
AN INDIANA LIMITED LIABILITY COMPANY, INTO AND  
WITH SMOKER CRAFT, INC., AN INDIANA CORPORATION

192677-011

I.

The Agreement and Plan of Merger between Starcraft Marine, LLC, an Indiana limited liability company, and Smoker Craft, Inc., an Indiana corporation, with Smoker Craft, Inc. as the "Surviving Entity," attached hereto as Exhibit A and made a part hereof, was duly approved by the Board of Managers of Starcraft Marine, LLC, and by the Members of Starcraft Marine, LLC, at a special meeting of the Board of Managers and the Members held in Miami, Florida on the 18<sup>th</sup> day of March, 2008, said approval being by unanimous vote of the Board of Managers of the limited liability company and by unanimous vote of the Members of the limited liability company. Said Plan of Merger was also duly approved by the Board of Directors of Smoker Craft, Inc., and by the Shareholders of Smoker Craft, Inc., at a special meeting of the Board of Directors and Shareholders of the corporation held at Miami, Florida on the 18<sup>th</sup> day of March, 2008, said approval being by unanimous vote of the Board of Directors of the corporation and by unanimous vote of the Shareholders of the corporation.

II.

Prior to the merger, the total number of issued and outstanding Units of Starcraft Marine, LLC is two million one hundred thirty-five thousand six hundred thirty (2,135,630), which Units are owned by the following persons in the following amounts:

Sara Barrett	645,210 units
Susan Graff, Trustee, Susan J. Graff Living Trust dated October 8, 1999	645,210 units
Cinda McKinney	645,210 units

Douglas M. Smoker	150,000 units
R. Joe Blackburn	<u>50,000</u> units
	2,135,630 units

Prior to the merger, the total number of issued and outstanding Shares of capital common stock (one [1] class) of Smoker Craft, Inc. is 3,924.350 Shares, which Shares are owned by the following persons in the following amounts:

Harold A. Schrock, Trustee, Harold A. Schrock Trust Agreement dated July 10, 1989	1,916.675 shares
Susan Graff, Trustee, Susan J. Graff Living Trust dated October 8, 1999	501.945 shares
Sara Barrett	501.945 shares
Cinda McKinney	501.945 shares
Douglas M. Smoker	436.885 shares
R. Joe Blackburn	14.955 shares
Peter Barrett	<u>50.000</u> shares
	3,924.350 shares

At the aforementioned duly authorized, held, and conducted meeting, the Members of Starcraft Marine, LLC and the Shareholders of Smoker Craft, Inc. did vote their aforescribed Units and their aforescribed Shares in favor of the Agreement and Plan of Merger.

No other Shares or Units of any type or character exist, or are issued and outstanding, as to either of Smoker Craft, Inc. or Starcraft Marine, LLC.

III.

Smoker Craft, Inc. and Starcraft Marine, LLC have complied with the laws of the State of Indiana with respect to the merger of the limited liability company into the corporation, with Smoker Craft, Inc. being the "Surviving Entity" as contemplated by Indiana Code Sections 23-1-40-8, 23-18-7-9, and other related provisions of I.C. 23-1--171 et seq.

IV.

The authorized capital stock of Smoker Craft, Inc., the Surviving Entity, consists of six thousand (6,000) shares of capital common stock of One Hundred Dollar (\$100) per share par value, of which 3,924.350 are issued and outstanding, prior to the Merger, as set forth at II above. Upon completion of the Agreement and Plan of Merger, and based upon Smoker Craft, Inc., as a going concern, being valued at three (3) times the value of Starcraft Marine, LLC, as a going concern, and with Smoker Craft, Inc. being the "Surviving Entity," the number of issued and outstanding shares of capital common stock in Smoker Craft, Inc. shall be as follows:

Harold A. Schrock, Trustee, Harold A. Schrock Trust Agreement dated July 10, 1999	1,916.675 shares
Sara Barrett	897.149 shares
Susan Graff, Trustee, Susan J. Graff Living Trust dated October 8, 1999	897.149 shares
Cinda McKinney	897.149 shares
Douglas M. Smoker	528.763 shares
R. Joe Blackburn	45.851 shares
Peter Barrett	<u>50.000</u> shares
	5,232.466 shares

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V.

The effective date of the Merger shall be April 1, 2008.

IN WITNESS WHEREOF, the Articles of Merger of Starcraft Marine, LLC, an Indiana limited liability company, into and with Smoker Craft, Inc., an Indiana corporation, the "Surviving Entity," are executed by the authorized officers of said limited liability company and said corporation this 18<sup>th</sup> day of March, 2008.

*[Remainder of page intentionally left blank]*

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STARCRAFT MARINE, LLC

By Douglas M. Smoker  
Douglas M. Smoker, President

Attest R. Joe Blackburn  
R. Joe Blackburn, Secretary

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SMOKER CRAFT, INC.


By   
Douglas M. Smoker, President

Attest   
R. Joe Blackburn, Secretary

VERIFICATION

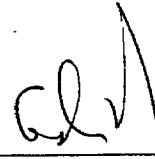
I, R. Joe Blackburn, do hereby certify that I am the duly elected and acting Secretary of both Starcraft Marine, LLC and Smoker Craft, Inc., and that the foregoing is a true and exact copy of the Articles of Merger of Starcraft Marine, LLC into Smoker Craft, Inc., dated this 18<sup>th</sup> day of March, 2008.

  
R. Joe Blackburn, Secretary

STATE OF INDIANA     )  
                                  )SS:  
COUNTY OF ELKHART    )  
                                  ) 

Before me, this 18 day of March, 2008, appeared R. Joe Blackburn, known by me to be the Secretary of Smoker Craft, Inc., and R. Joe Blackburn known by me to be the Secretary of Starcraft Marine, LLC, and executed the aforesated Verification.

WITNESS my hand and notarial seal.

  
Gordon Lord, Notary Public  
Residing in Elkhart County, Indiana

My Commission Expires:  
October 14, 2009



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**AGREEMENT AND PLAN OF MERGER BETWEEN  
SMOKER CRAFT, INC., AN INDIANA CORPORATION,  
AND STARCRAFT MARINE, LLC, AN INDIANA LIMITED  
LIABILITY COMPANY, WITH SMOKER CRAFT, INC.  
AS THE SURVIVING ENTITY**

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 18<sup>th</sup> day of March, 2008, by and among SMOKER CRAFT, INC., an Indiana corporation (sometimes hereafter referred to as "Smoker Craft"); STARCRAFT MARINE, LLC, an Indiana limited liability company (sometimes hereafter referred to as "Starcraft"); HAROLD A. SCHROCK, TRUSTEE, HAROLD A. SCHROCK TRUST AGREEMENT DATED JULY 10, 1989, SUSAN J. GRAFF, TRUSTEE, SUSAN J. GRAFF LIVING TRUST DATED OCTOBER 8, 1999, SARA BARRETT, CINDA McKINNEY, DOUGLAS M. SMOKER, R. JOE BLACKBURN, and PETER BARRETT (collectively "Smoker Craft Shareholders"); and SUSAN J. GRAFF, TRUSTEE, SUSAN J. GRAFF LIVING TRUST DATED OCTOBER 8, 1999, SARA BARRETT, CINDA McKINNEY, DOUGLAS M. SMOKER, and R. JOE BLACKBURN (collectively "Starcraft Members");

WITNESSETH:

WHEREAS, Smoker Craft, Inc. is an Indiana corporation organized and existing under the laws of the State of Indiana, having been incorporated November 8, 1913 under the name and style of Goshen Sash & Door Co., Inc., and having changed its name from Goshen Sash & Door Co., Inc. to Smoker Craft, Inc. by Articles of Amendment approved May 15, 1995. The authorized capital stock of Smoker Craft, Inc. consists of six thousand (6,000) shares of common voting stock of One Hundred Dollar (\$100) per share value, of which 3,924.350 shares are issued and outstanding; and

WHEREAS, Starcraft Marine, LLC is an Indiana limited liability company organized and existing under the laws of the State of Indiana, having been organized on May 8, 1996. The authorized Units of Starcraft Marine, LLC outstanding total two million one hundred thirty-five thousand six hundred thirty (2,135,630); and

WHEREAS, the Board of Directors of Smoker Craft, Inc., and the Board of Managers of Starcraft Marine, LLC, respectively, and the Shareholders of Smoker Craft, Inc., and the Members of Starcraft Marine, LLC, respectively, deem it desirable and in the best interests of Smoker Craft, Inc. and Starcraft Marine, LLC that Starcraft Marine, LLC be merged into Smoker Craft, Inc.; and

WHEREAS, Smoker Craft, Inc. and Starcraft Marine, LLC, respectively, desire that they so merge under and pursuant to the laws of the State of Indiana;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

1. Merger. Starcraft Marine, LLC, sometimes hereinafter referred to as the "Merged Entity," shall be merged with and into Smoker Craft, Inc., sometimes hereinafter referred to as the "Surviving Entity," and the Surviving Entity does hereby merge the Merged Entity with and into itself. The effective date of the contemplated merger shall be April 1, 2008. On and after the effective date of the contemplated merger:

(a) Smoker Craft, Inc. shall be the Surviving Entity and shall continue to exist as a domestic corporation under the laws of the State of Indiana, with all of the rights and obligations of such domestic corporation as are provided by the Indiana Business Corporation Law I.C. 23-1-17, et seq.;

(b) Starcraft Marine, LLC and its properties and liabilities shall become the properties and liabilities of Smoker Craft, Inc., as the Surviving Entity.

2. Articles of Incorporation; Bylaws. The Articles of Incorporation and Bylaws of Smoker Craft, Inc. shall continue as the Articles of Incorporation and Bylaws of the Surviving Entity.

3. Directors and Officers of the Surviving Entity. The directors and officers of Smoker Craft, Inc. shall be the directors and officers of the Surviving Entity until their successors are duly elected and qualified as provided in the Bylaws of the Surviving Entity.

4. Capital Stock of Surviving Entity. On the effective date of the merger, all issued and outstanding Units of the Merged Entity, and shall be cancelled and be of no further force or effect. On the effective date of the merger, all rights with respect to the authorized and outstanding Units of the Merged Entity shall be cancelled forthwith, and the certificates and/or other documentation representing such Units shall be surrendered and cancelled. On the effective date of the merger, there shall be issued and outstanding 5,232.466 shares of capital common stock in the Surviving Entity, the owner of which shall as follows:

Harold A. Schrock, Trustee, Harold A. Schrock Trust Agreement dated July 10, 1989	1,916.675 shares
Susan Graff, Trustee, Susan J. Graff Living Trust dated October 8, 1999	897.149 shares
Sara Barrett	897.149 shares
Cinda McKinney	897.149 shares
Douglas M. Smoker	528.763 shares
R. Joe Blackburn	45.581 shares
Peter Barrett	<u>50.000</u> shares
	5,232.466 shares

5. Approval. Prior to the merger, the Members of Starcraft Marine, LLC, and the respective Units held by each, are as follows:

Sara Barrett	645,210 units
Susan Graff, Trustee, Susan J. Graff Living Trust dated October 8, 1999	645,210 units
Cinda McKinney	645,210 units
Douglas M. Smoker	150,000 units
R. Joe Blackburn	<u>50,000 units</u>
	2,135,630 units

Prior to the merger, and prior to the issuance of additional shares of capital common stock in Smoker Craft, Inc. in exchange for the Units in Starcraft Marine, LLC, the stock ownership in Smoker Craft, Inc., by Shareholder and number of shares owned, is as follows:

Harold A. Schrock, Trustee, Harold A. Schrock Trust Agreement dated July 10, 1989	1,916.675 shares
Sara Barrett	501.945 shares
Susan Graff, Trustee, Susan J. Graff Living Trust dated October 8, 1999	501,945 shares
Cinda McKinney	501.945 shares
Douglas M. Smoker	436.885 shares
R. Joe Blackburn	14.955 shares
Peter Barrett	<u>50.000 shares</u>
	3,924.350 shares

As part of the planned Merger, it is herewith stipulated by the Board of Directors of Smoker Craft, Inc. and by the Smoker Craft Shareholders, and by the Board of Managers of

Starcraft Marine, LLC, and by the Starcraft Members, that all of the aforementioned Units held by the Members of Starcraft Marine, LLC upon being cancelled, shall give rise to the issuance of additional Shares of capital common stock in Smoker Craft, Inc. in lieu of such Units in Starcraft Marine, LLC, as follows:

Sara Barrett	395.204 shares
Susan Graff, Trustee, Susan J. Graff Living Trust dated October 8, 1999	395.204 shares
Cinda McKinney	395.204 shares
Douglas M. Smoker	91.878 shares
R. Joe Blackburn	<u>30.626 shares</u>
	1,308.116 shares

Such 1,308.116 new Shares are being issued to the Starcraft Members in exchange for their Units in Starcraft Marine, LLC, based upon the stipulation and determination that prior to the merger the combined value of the outstanding Shares of Smoker Craft, Inc. is three (3) times the combined value of the outstanding Units of Starcraft Marine, LLC.

As of the date of adoption of this Agreement and Plan of Merger, the Board of Managers of Starcraft Marine, LLC is composed of Susan Graff, Sara Barrett, Cinda McKinney, Douglas M. Smoker, and R. Joe Blackburn. As of the date of this Agreement and Plan of Merger, the Board of Directors of Smoker Craft, Inc. is composed of Harold A. Schrock, Douglas M. Smoker, Susan Graff, Cinda McKinney, Sara Barrett, R. Joe Blackburn, and Peter Barrett. Upon completion of the Agreement and Plan of Merger, such persons shall be the directors of the Surviving Entity until their successors be elected and qualified.

At a duly conducted meeting of the Shareholders and Board of Directors of Surviving Entity (Smoker Craft, Inc.) and at a duly conducted meeting of the Members and Board of

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Managers of Merged Entity (Starcraft Marine, LLC), both held on March 18, 2008, a unanimous vote of the Board of Directors of Surviving Entity and the Board of Managers of Merged Entity, and a unanimous vote of all issued and outstanding Shares of stock of the Surviving Entity and of all Units of the Merged Entity, in favor of the Plan of Merger herein stated, occurred. Thus full and unanimous approval from the Board of Directors of Surviving Entity, the Board of Managers of Merged Entity, the Shareholders holding all of the issued and outstanding Shares of stock of Surviving Entity, and the Members holding all of the issued and outstanding Units of Merged Entity, is at hand, and is reflected by the appropriate signatures set forth below.

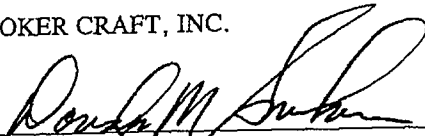
6. Abandonment of Plan. Notwithstanding any of the provisions of this Plan of Merger, the Directors of the Surviving Entity, at any time prior to the effective date of the merger herein contemplated, and for any reason such Board may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger set forth herein, in which case this Plan of Merger shall thereby be cancelled and become null and void.

IN WITNESS WHEREOF, Smoker Craft, Inc., an Indiana corporation, and Starcraft Marine, LLC, an Indiana limited liability company, have caused this Agreement and Plan of Merger to be signed in their respective entity names by their respective Presidents and the respective Secretaries under the seals of such entities, and this Agreement and Plan of Merger has also been signed by all members of the Board of Directors of Smoker Craft, Inc. and by all members of the Board of Managers of Starcraft Marine, LLC, and also by all Shareholders of Smoker Craft, Inc., and all Unit holders/Members of Starcraft Marine, LLC, all as of the day and year first above written.

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SURVIVING ENTITY:

SMOKER CRAFT, INC.

By   
Douglas M. Smoker, President

Attest   
R. Joe Blackburn, Secretary

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DIRECTORS OF SMOKER CRAFT, INC.

By Harold A. Schrock  
Harold A. Schrock

By Sara Barrett  
Sara Barrett

By Susan Graff  
Susan Graff

By Cinda McKinney  
Cinda McKinney

By Douglas M. Smoker  
Douglas M. Smoker

By R. Joe Blackburn  
R. Joe Blackburn

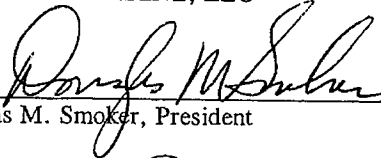
By Peter Barrett  
Peter Barrett



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MERGED ENTITY:

STARCRAFT MARINE, LLC

By   
Douglas M. Smoker, President

Attest   
R. Joe Blackburn, Secretary

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BOARD OF MANAGERS OF STARCRAFT  
MARINE, LLC

By Sara Barrett  
Sara Barrett

By Susan Graff  
Susan Graff

By Cinda McKinney  
Cinda McKinney

By Douglas M. Smoker  
Douglas M. Smoker

By R. Joe Blackburn  
R. Joe Blackburn

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SHAREHOLDERS OF SMOKER CRAFT, INC.

By Harold A. Schrock  
Harold A. Schrock, Trustee, Harold A. Schrock  
Trust Agreement dated July 10, 1989

By Susan J. Graff  
Susan J. Graff, Trustee, Susan J. Graff Living  
Trust dated October 8, 1999

By Sara Barrett  
Sara Barrett

By Cinda McKinney  
Cinda McKinney

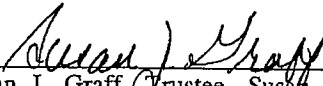
By Douglas M. Smoker  
Douglas M. Smoker

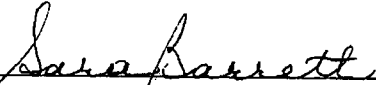
By R. Joe Blackburn  
R. Joe Blackburn

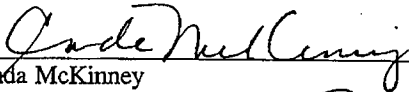
By Peter Barrett  
Peter Barrett

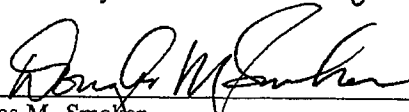
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MEMBERS OF STARCRAFT MARINE, LLC

By   
Susan J. Graff, Trustee, Susan J. Graff Living  
Trust dated October 8, 1999

By   
Sara Barrett

By   
Cinda McKinney

By   
Douglas M. Smoker

By   
R. Joe Blackburn

VERIFICATION

I, R. Joe Blackburn, do hereby certify that I am the duly elected and acting Secretary of Smoker Craft, Inc. and that the foregoing is a true and exact copy of Agreement and Plan of Merger between Smoker Craft, Inc. and Starcraft Marine, LLC dated the 18<sup>th</sup> day of March, 2008.



\_\_\_\_\_  
R. Joe Blackburn

VERIFICATION

I, R. Joe Blackburn, do hereby certify that I am the duly elected and acting Secretary of Starcraft Marine, LLC, and that the foregoing is a true and exact copy of Agreement and Plan of Merger between Smoker Craft, Inc. and Starcraft Marine, LLC dated the 18<sup>th</sup> day of March, 2008.



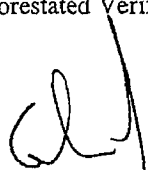
\_\_\_\_\_  
R. Joe Blackburn

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STATE OF INDIANA     )  
                                  )SS:  
COUNTY OF ELKHART

Before me, this 15<sup>th</sup> day of March, 2008, appeared R. Joe Blackburn, known by me to be the Secretary of Smoker Craft, Inc., and R. Joe Blackburn known by me to be the Secretary of Starcraft Marine, LLC, and executed the aforesated Verifications.

WITNESS my hand and notarial seal.



\_\_\_\_\_  
Gordon Lord, Notary Public  
Residing in Elkhart County, Indiana

My Commission Expires:  
October 14, 2009

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**State of Indiana**  
**Office of the Secretary of State**

CERTIFICATE OF MERGER

of

**SMOKER CRAFT, INC.**

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

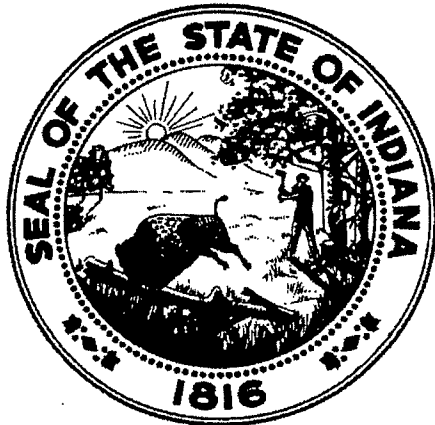
The following non-surviving entity(s):

**STARCRAFT MARINE, LLC**  
a(n) Domestic Limited Liability Company (LLC)

merged with and into the surviving entity:

**SMOKER CRAFT, INC.**

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, April 01, 2008.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 26, 2008.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,  
SECRETARY OF STATE

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