

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM307261

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME		
<b>EFFECTIVE DATE:</b>	12/11/2013		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Janus International Corporation		12/11/2013	CORPORATION: GEORGIA
<b>NEWLY MERGED ENTITY DATA</b>			
<b>Name</b>	<b>Execution Date</b>	<b>Entity Type</b>	
Janus International Group, LLC	12/11/2013	LIMITED LIABILITY COMPANY: GEORGIA	
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>			
<b>Name:</b>	Janus International Group, LLC		
<b>Street Address:</b>	135 Janus International Blvd.		
<b>City:</b>	Temple		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30179		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: GEORGIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78100435	JANUS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4042644033		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	404-846-1693		
<b>Email:</b>	trademark-at@btlaw.com		
<b>Correspondent Name:</b>	Barnes & Thornburg - Jason A. Bernstein		
<b>Address Line 1:</b>	3475 Piedmont Road, NE		
<b>Address Line 2:</b>	Suite 1700		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30305-3327		
<b>ATTORNEY DOCKET NUMBER:</b>	141878-110143		
<b>NAME OF SUBMITTER:</b>	Jason A. Bernstein		
<b>SIGNATURE:</b>	/Jason A. Bernstein - keb/		

TRADEMARK

<b>DATE SIGNED:</b>	06/11/2014
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**Total Attachments: 6**

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

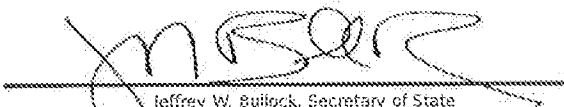
"JANUS INTERNATIONAL CORPORATION", A GEORGIA CORPORATION, WITH AND INTO "JANUS INTERNATIONAL GROUP, LLC" UNDER THE NAME OF "JANUS INTERNATIONAL GROUP, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF DECEMBER, A.D. 2013, AT 2:33 O'CLOCK P.M.



5438557 8100M

131410578

verify this certificate online  
[delaware.gov/authver.shtml](http://delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0970302

DATE: 12-11-13

TRADEMARK  
REEL: 005300 FRAME: 0267

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:35 PM 12/11/2013  
FILED 02:33 PM 12/11/2013  
SRV 131410878 - 5436557 FILE

## Certificate of Merger of a Foreign Corporation into a Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is Janus International Group, LLC  
a Delaware Limited Liability Company.

Second: The name of the Corporation being merged into this surviving Limited  
Liability Company is Janus International Corporation  
The jurisdiction in which this Corporation was formed is Georgia

Third: The Agreement of Merger has been approved and executed by both entities.

Fourth: The name of the surviving Limited Liability Company is Janus International Group, LLC

Fifth: The executed agreement of merger is on file at 135 Janus International Blvd.  
Temple, GA 30179  
the principal place of business of the surviving Limited Liability Company.

Sixth: A copy of the agreement of merger will be furnished by the surviving Limited  
Liability Company on request, without cost, to any member of the Limited Liability  
Company or any person holding an interest in any other business entity which is to merge  
or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate  
to be signed by an authorized person, this 11th day of December, A.D., 2013.

By: \_\_\_\_\_

*David B. Curtis*  
Authorized Person

Name: David B. Curtis, CEO and President

Print or Type

ARTICLES OF MERGER

OF

JANUS INTERNATIONAL CORPORATION,  
a Georgia corporation

AND

JANUS INTERNATIONAL GROUP, LLC,  
a Delaware limited liability company

To the Secretary of State  
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the domestic corporation and the foreign limited liability company herein named do hereby adopt the following articles of merger.

1. Attached hereto as Annex A hereto and made a part hereof is the Plan of Merger for merging Janus International Corporation, a corporation incorporated under the laws of the State of Georgia with and into Janus International Group, LLC, a limited liability company incorporated under the laws of the State of Delaware, adopted unanimous written consent of the Board of Directors of Janus International Corporation on December 9, 2013 and adopted written consent of the sole member of Janus International Group, LLC on December 9, 2013.

2. The merger was duly approved by the shareholders of Janus International Corporation.

3. The merger of Janus International Corporation with and into Janus International Group, LLC is permitted by the laws of the jurisdiction of organization of Delaware and has been authorized in compliance with said laws.

4. This Article constitutes an undertaking by Janus International Corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

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2013 DEC 11 PM 3:41  
CORPORATIONS DIVISION

TRADEMARK

REEL: 005300 FRAME: 0269

IN WITNESS WHEREOF, the undersigned executed these Articles of Merger  
as of this 11<sup>th</sup> day of December 2013.

JANUS INTERNATIONAL  
CORPORATION

By: *David B. Curtis*  
Name: David B. Curtis  
Title: Chief Executive Officer

JANUS INTERNATIONAL GROUP,  
LLC

By: *David B. Curtis*  
Name: David B. Curtis  
Title: Chief Executive Officer

2013 DEC 11 PM 3:45  
CORPORATIONS DIVISION

PLAN OF MERGER adopted by Janus International Corporation, a corporation for profit organized under the laws of the State of Georgia, by unanimous written consent of its Board of Directors on December 2013 and by Janus International Group, LLC, a limited liability company organized under the laws of the State of Delaware, by written consent the Sole Member on December 2013. The names of the entities planning to merge are Janus International Corporation, a corporation for profit organized under the laws of the State of Georgia, and Janus International Group, LLC, a limited liability company organized under the laws of the State of Delaware. The name of the surviving corporation into which Janus International Corporation plans to merge is Janus International Group, LLC.

1. Janus International Corporation and Janus International Group, LLC, shall, pursuant to the provisions of the Georgia Business Corporation Code and the provisions of the laws of the jurisdiction of organization of Janus International Group, LLC be merged with and into a single entity, to wit, Janus International Group, LLC, which shall be the surviving entity when the merger takes effect and which is sometimes hereinafter referred to as the "surviving entity", and which shall continue to exist as said surviving entity under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Janus International Corporation, which is sometimes hereinafter referred to as the "non-surviving entity", shall cease when the merger takes effect in accordance with the provisions of the Georgia Business Corporation Code.

2. The certificate formation of the surviving entity when the merger takes effect in the jurisdiction of its organization shall be the certificate of formation of said surviving entity and said certificate of formation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving entity.

3. The limited liability company agreement of the surviving entity when the merger takes effect in the jurisdiction of its organization will be the limited liability company agreement of said surviving entity and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The sole member and officers in office of the surviving entity when the merger takes effect in the jurisdiction of its organization shall be the sole member and officers of the surviving entity, all of whom shall hold offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the limited liability company agreement of the surviving entity.

5. Each issued share of the non-surviving entity when the merger takes effect shall not be converted or exchanged in any manner, but each said share which is issued as of the time the merger takes effect shall be surrendered, cancelled and extinguished. The membership interests of the surviving entity shall not be converted or exchanged in any manner, but each said membership interest issued as of the effective date of the merger shall continue to represent the issued membership interests of the surviving entity.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving entity for their approval or rejection in the manner prescribed by the provisions of the Georgia Business Corporation Code, and the merger of the non-surviving entity with and into the surviving entity shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving entity.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving entity in the manner prescribed by the provisions of the Georgia Business Corporation Code, and in the event that the merger of the non-surviving entity with and into the surviving entity shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving entity, the non-surviving entity and the surviving entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Georgia and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving entity and the sole member and proper officers of the surviving entity, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.