

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM397291

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>SEQUENCE:</b>	1		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
HUSQVARNA PROFESSIONAL OUTDOOR PRODUCTS INC.		08/29/2008	Corporation: OHIO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Husqvarna US Holding, Inc.		
<b>Street Address:</b>	9335 Harris Corners Parkway		
<b>Internal Address:</b>	Suite 500		
<b>City:</b>	Charlotte		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28269		
<b>Entity Type:</b>	Corporation: OHIO		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1963167	DRI DISC	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4045413372		
<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>	404-815-6500		
<b>Email:</b>	tadmin@kilpatricktownsend.com, brook@ktslaw.com		
<b>Correspondent Name:</b>	Michael W. Rafter		
<b>Address Line 1:</b>	Kilpatrick Townsend & Stockton LLP		
<b>Address Line 2:</b>	1100 Peachtree Street, Suite 2800		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309		
<b>NAME OF SUBMITTER:</b>	Beth Rook		
<b>SIGNATURE:</b>	/Beth Rook/		
<b>DATE SIGNED:</b>	09/02/2016		
<b>Total Attachments: 12</b>			
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**\* 200824200478\***

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/29/2008	200824200478	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	300.00	.00	.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM  
4400 EASTON COMMONS WAY, SUITE 125  
ATTN: TIMOTHY ROBERSON  
COLUMBUS, OH 43219

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jennifer Brunner**

**1206056**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**HUSQVARNA U.S. HOLDING, INC.**

and, that said business records show the filing and recording of:

Document(s):  
**DOMESTIC/AMENDMENT TO ARTICLES**

Document No(s):  
**200824200478**



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 29th day of August, A.D. 2008.

A handwritten signature in black ink, appearing to read "Jennifer Brunner".

Ohio Secretary of State

**TRADEMARK  
REEL: 005869 FRAME: 0452**



Prescribed by:

The Ohio Secretary of State  
Central Ohio: (614) 466-3910  
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us

e-mail: 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)

<b>(1) Domestic for Profit</b> <input type="checkbox"/> Amended (122-AMAP)	<b>PLEASE READ INSTRUCTIONS</b> <input checked="" type="checkbox"/> Amendment (125-AMDS)	<b>(2) Domestic Nonprofit</b> <input type="checkbox"/> Amended (126-AMAN)	<input type="checkbox"/> Amendment (128-AMD)
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Complete the general information in this section for the box checked above.

Name of Corporation Husqvarna Professional Outdoor Products Inc.

Charter Number 1206056

Name of Officer Brian Belanger

Title Assistant Secretary

Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

- A meeting of the shareholders  directors ( *nonprofit amended articles only*)
- members was duly called and held on \_\_\_\_\_  
(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 \_\_\_\_\_% 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: Husqvarna U.S. Holding, 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)



Authorized Representative

Brian Belanger


(Print Name)

\_\_\_\_\_

\_\_\_\_\_

August 29, 2008

Date



Authorized Representative

Lawrence G. Miscarella

(Print Name)

\_\_\_\_\_

\_\_\_\_\_

August 29, 2008

Date

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF HUSQVARNA PROFESSIONAL OUTDOOR PRODUCTS INC.**

In accordance with Section 1701.73 of the Ohio General Corporation Law (the "OGCL"), HUSQVARNA PROFESSIONAL OUTDOOR PRODUCTS INC. (the "Corporation"), a corporation duly organized and existing under and by virtue of the OGCL, DOES HEREBY CERTIFY THAT:

1. The following resolution setting forth an amendment to the Corporation's Articles of Incorporation has been duly adopted and approved by the Board of Directors and the shareholders of the Corporation:

**RESOLVED, that the following amendment to the Articles of Incorporation of the Corporation is hereby adopted and approved:**

**The Articles of Incorporation of the Corporation are hereby amended by replacing Article Fourth with the following:**

**The number of shares which the Corporation is authorized to have outstanding is two hundred (200) shares of common stock, par value \$10.00 per share, and one hundred (100) shares of preferred stock, par value \$0.10 per share (the "Preferred Stock"). The voting rights, rights, designations, powers and preferences, redemption, liquidation or exchange rights, and such other relative, participating, optional or special rights, limitations or restrictions of the Preferred Stock shall be as set forth in the Preferred Stock Certificate of Designations set forth on "Exhibit A".**

2. The "Exhibit A" referenced in the foregoing resolution is the same "Exhibit A" as is attached hereto, and included in, these Articles of Amendment.

3. The foregoing resolution containing the amendment was duly adopted on August 25, 2008 by the Board of Directors and the shareholders of the Corporation, in each case by written consent in lieu of a meeting.

IN WITNESS WHEREOF, Husqvarna Professional Outdoor Products Inc. has caused these Articles of Amendment to be executed by its duly authorized officer this 29th day of August, 2008.

HUSQVARNA PROFESSIONAL OUTDOOR  
PRODUCTS INC.


By:   
Name: Brian A. Belanger  
Title: Asst Secy

Exhibit A

DESIGNATIONS OF PREFERENCES,  
LIMITATIONS, AND RELATIVE RIGHTS OF PREFERRED STOCK OF  
HUSQVARNA PROFESSIONAL OUTDOOR PRODUCTS INC.

Pursuant to authority granted in the Articles of Incorporation, as amended (the "Articles of Incorporation"), of Husqvarna Professional Outdoor Products Inc. (the "Corporation") and Section 1701.04 of the Ohio General Corporation Law, the Corporation has been authorized to issue **one hundred (100)** shares of preferred stock, par value \$0.10 per share (the "Preferred Stock") and to designate the terms, preferences, limitations and relative rights of the Preferred Stock. By resolution of the required vote of the shareholders of the Corporation, the Corporation has established and fixed the relative preferences, powers, limitations and relative rights of the Preferred Stock.

For the purposes of these designations, the following terms shall have the meanings specified:

"*Board*" means the Board of Directors of the Corporation.

"*Common Stock*" means the common stock, \$10.00 par value per share, of the Corporation.

"*Corporation*" means Husqvarna Professional Outdoor Products Inc., an Ohio corporation.

"*Designations*" means the terms, preferences, limitations and relative rights of the Preferred Stock established hereby and set forth hereinafter.

"*First Dividend Period*" means the period of time from the Original Issue Date until the nineteenth (19<sup>th</sup>) anniversary of the Original Issue Date.

"*Face Amount*" per share of Preferred Stock means **TEN MILLION, TWO HUNDRED TEN THOUSAND AND 00/100 DOLLARS (\$10,210,000.<sup>00</sup>)** (as adjusted for changes in the Preferred Stock by stock split, stock dividend, or the like occurring after the Original Issue Date).

"*LIBOR*," with respect to any date on which dividends are payable to holders of the Preferred Stock pursuant to Section (a), means the one-year LIBOR rate appearing on Reuters Screen LIBOR01 Page (or any successor page) on the business day immediately preceding such date of determination.

"*Liquidation*" has the meaning specified in Section (b).

"*Original Issue Date*" means the date on which shares of Preferred Stock are first actually issued by the Corporation.



“*Preferential Amount*” has the meaning specified in Section (b).

“*Redemption Price*” has the meaning specified in Section (d)(1).

“*Second Dividend Period*” means the period of time commencing on the date after the nineteenth (19<sup>th</sup>) anniversary of the Original Issue Date.

The Designations granted to and imposed upon the Preferred Stock are as follows:

(a) Dividend Rights. The holders of shares of Preferred Stock shall be entitled to receive, in preference to the holders of any and all other classes of capital stock of the Corporation, cumulative dividends paid annually on each anniversary of the Original Issue Date, when, as and if declared by the Board, or a duly authorized committee of the Board, but only out of any funds legally available therefor, at a rate equal to (1) LIBOR plus 3%, which shall be calculated on the Face Amount for each share of Preferred Stock held by them (as adjusted for any stock dividends, combinations or splits with respect to such shares) during the First Dividend Period, and (2) LIBOR plus 8% calculated on the Face Amount for each share of Preferred Stock held by them (as adjusted for any stock dividends, combinations or splits with respect to such shares) during the Second Dividend Period; provided, that if the assets or surplus funds of the Corporation are insufficient to permit such dividends to be paid in full to such holders, then the Corporation shall pay, when, as and if declared by the Board, or a duly authorized committee of the Board, the maximum amount of such dividends as is permitted by law (ratably in proportion to the full amount each such holder is otherwise entitled to receive) and the obligation to pay the unpaid portion of the accrued dividends shall be tolled until, and shall become payable as soon as, the assets or surplus funds of the Corporation are sufficient to allow it to do so. Accrued but undeclared or unpaid dividends on the Preferred Stock will accumulate as of the date on which holders of shares of Preferred Stock would otherwise be entitled to receive such dividends at a rate determined based on the LIBOR rate as of the date such dividends otherwise should have been declared or paid, but no interest shall accrue on any such accrued but undeclared or unpaid dividends. No dividend shall be paid on shares of Common Stock unless the aforementioned preferential dividends of the Preferred Stock shall have been paid in full. The holders of Preferred Stock shall not be entitled to participate in any such dividend on the Common Stock.

(b) Liquidation Rights.

(1) In the event of the liquidation, dissolution or winding up of the Corporation (a “Liquidation”), after payment or provision for payment of debts and other liabilities of the Corporation, each holder of Preferred Stock then outstanding shall be entitled to receive, out of the assets of the Corporation available for distribution to its shareholders, before any payment shall be made in respect of any other classes of capital stock of the Corporation, an amount per share of Preferred Stock equal to the Face Amount, plus all accrued but unpaid dividends on such share computed to the date of payment thereof (the “Preferential Amount”). After payment of the Preferential Amount, any remaining assets and property of the Corporation available for distribution to shareholders shall be distributed pro rata among the holders of Common Stock.

(2) To the extent necessary, the Corporation shall cause such actions to be taken by any of its subsidiaries so as to enable the proceeds of a Liquidation to be distributed to the holders of shares of Preferred Stock in accordance with this Section (b). All the preferential amounts to be paid to the holders of the Preferred Stock under this Section (b) shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to, the holders of all other classes of capital stock of the Corporation in connection with a Liquidation as to which this Section (b) applies. If the assets or surplus funds to be distributed to the holders of the Preferred Stock are insufficient to permit the payment to such holders of the full amounts payable to such holders, the assets and surplus funds legally available for distribution shall be distributed ratably among the holders of the Preferred Stock in proportion to the full amount each such holder is otherwise entitled to receive.

(3) The provisions of this Section (b) are in addition to and not in limitation of the protective provisions of Section (e).

(c) Voting Rights.

(1) General. Each share of Preferred Stock has one vote on each matter submitted to a vote of the shareholders of the Corporation, voting together with the Common Stock. Each holder of a share of Preferred Stock shall be entitled to receive the same prior notice of any shareholders' meeting as provided to the holders of Common Stock in accordance with the bylaws of the Corporation, as well as prior notice of all shareholder actions to be taken by legally available means in lieu of meeting, and shall vote with holders of the Common Stock upon any matter submitted to a vote of shareholders, except those matters required by law, or by the terms hereof, to be submitted to a class vote of the holders of Preferred Stock. Fractional votes shall be permitted, and any fractions shall be taken into account in computing voting rights.

(2) Special Voting Right.

(A) If and whenever dividends on the Preferred Stock or any other class or series of preferred stock that ranks on parity with the Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section (c)(2) have been conferred and are exercisable, have not been paid for two (2) consecutive years, the number of directors constituting the Board shall be increased by the lesser of (i) two (2), or (ii) such lesser number (including 0 if applicable), which when taken together with any other directors elected by the holders of Preferred Stock, would not represent a majority of the Board, and the holders of the Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect such number of directors of the Corporation as so determined to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the Board shall at no time include

more than two (2) such directors. Each such director elected by the holders of shares of Preferred Stock and any other class or series of preferred stock that ranks on parity with the Preferred Stock as to payment of dividends is a "Preferred Director".

(B) The election of the Preferred Directors will take place at any annual meeting of shareholders or any special meeting of the holders of Preferred Stock and any other class or series of our stock that ranks on parity with Preferred Stock as to payment of dividends and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section (c)(2)(A) above, the secretary of the Corporation may, and upon the written request of any holder of Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the shareholders, in which event such election shall be held at such next annual or special meeting of shareholders), call a special meeting of the holders of Preferred Stock and any other class or series of preferred stock that ranks on parity with Preferred Stock as to payment of dividends and for which dividends have not been paid for the election of the two (2) directors to be elected by them as provided in Section (c)(2)(C) below. The Preferred Directors shall each be entitled to one (1) vote per director on any matter.

(C) Notice for a special meeting will be given in a similar manner to that provided in the bylaws of the Corporation for a special meeting of the shareholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section (c)(2)(C), and for that purpose will have access to the stock ledger of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the shareholders unless they have been previously terminated or removed pursuant to Section (c)(2)(D). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the shareholders.

(D) Whenever full dividends have been paid regularly on the Preferred Stock and any other class or series of preferred stock that ranks on parity with Preferred Stock as to payment of dividends, if any, for at least two (2) years consecutively, then the right of the holders of Preferred Stock to elect such additional two (2) directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future annual periods). The terms of office of the

Preferred Directors will immediately terminate and the number of directors constituting the Board will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section (c)(2).

(d) Redemption of Preferred Stock.

(1) Right of Optional Redemption. At any time after the Original Issue Date, the Corporation, at its option and upon not less than three (3) business days' prior written notice, may redeem the Preferred Stock, in whole or pro rata in part, at any time or from time to time, for cash at a redemption price per share equal to the Face Amount, plus all accrued and unpaid dividends thereon calculated pro rata to the date fixed for redemption, without interest (collectively, the "Redemption Price"), but only if such redemption is permitted under applicable law. For the avoidance of doubt, if the Preferred Stock is redeemed prior to a dividend payment date, dividends shall be deemed to accrue on a pro rata basis for the number of days since the preceding dividend payment date. If less than all of the outstanding Preferred Stock is to be redeemed, the Preferred Stock to be redeemed shall be selected pro rata (as nearly as may be practicable without creating fractional shares) or by any other equitable method determined by the Corporation.

(2) Limitations on Redemption and Repurchase. Unless full cumulative dividends for all past dividend periods on all Preferred Stock shall have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof set apart for payment, no shares of Preferred Stock shall be redeemed unless all outstanding shares of Preferred Stock are simultaneously redeemed.

(3) Procedures for Redemption.

(A) Notice of redemption will be mailed by the Corporation, postage prepaid, not less than three (3) business days prior to the redemption date, addressed to the respective holders of record of the Preferred Stock to be redeemed at their respective addresses as they appear on the stock transfer records of the Corporation. No failure to give such notice or any defect thereto or in the mailing thereof shall affect the validity of the proceedings for the redemption of any shares of Preferred Stock except as to the holder to whom notice was defective or not given.

(B) In addition to any information required by law or by the applicable rules of any exchange upon which Preferred Stock may be listed or admitted to trading, such notice shall state: (i) the redemption date; (ii) the Redemption Price and the components thereof; (iii) the aggregate number of shares of Preferred Stock to be redeemed and the number to remain outstanding after the redemption; (iv) the place or places where the shares of Preferred Stock are to be surrendered

for payment of the Redemption Price; and (v) that dividends on the shares of Preferred Stock to be redeemed will cease to accrue on such redemption date. If less than all of the shares of Preferred Stock held by any holder are to be redeemed, the notice mailed to such holder shall also specify the number of shares of Preferred Stock held by such holder to be redeemed.

(C) If notice of redemption of any Preferred Stock has been given and if the funds necessary for such redemption have been set apart by the Corporation in trust for the benefit of the holders of any Preferred Stock so called for redemption, then from and after the redemption date, dividends will cease to accrue on such Preferred Stock, such Preferred Stock shall no longer be deemed outstanding and all rights of the holders of such shares will terminate, except the right to receive the Redemption Price.

(D) Holders of shares of Preferred Stock to be redeemed shall surrender such shares of Preferred Stock at the place designated in such notice and, upon surrender in accordance with said notice of the certificates for Preferred Stock so redeemed (properly endorsed or assigned for transfer, if the Corporation shall so require and the notice shall so state), such Preferred Stock shall be redeemed by the Corporation at the Redemption Price. In case less than all the shares of Preferred Stock represented by any such certificate are redeemed, a new certificate or certificates shall be issued representing the unredeemed shares of Preferred Stock without cost to the holder thereof.

(E) The deposit of funds with a bank or trust corporation for the purpose of redeeming Preferred Stock shall be irrevocable except that:

(i) the Corporation shall be entitled to receive from such bank or trust corporation the interest or other earnings, if any, earned on any money so deposited in trust, and the holders of any shares redeemed shall have no claim to such interest or other earnings; and

(ii) any balance of monies so deposited by the Corporation and unclaimed by the holders of the Preferred Stock entitled thereto at the expiration of two (2) years from the applicable redemption dates shall be repaid, together with any interest or other earnings thereon, to the Corporation, and after any such repayment, the holders of the shares entitled to the funds so repaid to the Corporation shall look only to the Corporation for payment without interest or other earnings.

(4) Status of Redeemed Shares. Any shares of Preferred Stock that shall at any time have been redeemed as provided herein shall, after such redemption, have the status of authorized but unissued shares of Preferred Stock, without designation as to series until such shares are thereafter designated as part of a particular series by the Board.

(e) Protective Provisions.

(1) Actions Requiring Majority Approval of Preferred Stock. In addition to any other rights provided by law, except where the vote or written consent of the holders of a greater number of shares is required by law or by another provision of the Articles of Incorporation, without first obtaining the affirmative vote or written consent of the holders of a majority of the total number of shares of Preferred Stock outstanding, voting together as a single class, the Corporation shall not:

(A) amend or repeal any provision of, or add any provision to, the Corporation's Articles of Incorporation or bylaws, or file any certificate of designations, preferences, limitations and relative rights of any series of preferred stock, if such action would adversely alter or change the preferences, rights, privileges or powers of, or restrictions provided for the benefit of the Preferred Stock, regardless of whether any such action shall be by means of amendment to the Articles of Incorporation or by merger, consolidation or otherwise;

(B) create or authorize the creation or increase the authorized amount of any additional class or series of shares of stock, unless the same ranks junior to the Preferred Stock as to dividends, redemption and the distribution of assets on the liquidation, dissolution or winding up of the Corporation;

(C) increase or decrease (other than by redemption or conversion) the authorized number of shares of the Preferred Stock;

(D) acquire any stock, assets or the business of another entity, whether by way of merger, stock purchase, consolidation, asset purchase or any other type of transaction outside of the ordinary course of business; or

(E) grant registration rights to any party other than holders of Preferred Stock.

(f) Notices. Any notice required by the provisions hereof to be given to the holders of shares of Preferred Stock shall be deemed given on the third business day following (and not including) the date on which such notice is deposited in the United States mail, first-class, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation. Notice by any other means shall not be deemed effective until actually received.