

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM410964

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HOWARD MILLER CLOCK COMPANY	FORMERLY THE HOWARD MILLER CLOCK CO.	12/03/2009	Corporation: MICHIGAN
RECEIVING PARTY DATA			
Name:	HOWARD MILLER COMPANY		
Street Address:	860 EAST MAIN AVENUE		
City:	ZEELAND		
State/Country:	MICHIGAN		
Postal Code:	49464		
Entity Type:	Corporation: MICHIGAN		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	0696756		
Registration Number:	1671077	HOWARD MILLER	
Registration Number:	2344501	HOWARD MILLER	
Registration Number:	2890423	HOWARD MILLER	
Registration Number:	3028746	RIDGEWAY	
CORRESPONDENCE DATA			
Fax Number:	6162222141		
<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>			
Phone:	(616) 752-2141		
Email:	trademarks@wnj.com		
Correspondent Name:	WARNER NORCROSS & JUDD LLP		
Address Line 1:	111 LYON STREET NW		
Address Line 2:	900 FIFTH THIRD CENTER		
Address Line 4:	GRAND RAPIDS, MICHIGAN 49503-2487		
NAME OF SUBMITTER:	Charles E. Burpee		
SIGNATURE:	/Charles E. Burpee/		
DATE SIGNED:	01/04/2017		

OP \$140.00 0696756

Total Attachments: 6

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Michigan Department of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the RESTATED ARTICLES OF INCORPORATION - PROFIT

for

HOWARD MILLER COMPANY

ID NUMBER: 114966

received by facsimile transmission on December 10, 2009 is hereby endorsed

Filed on December 10, 2009 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 10TH day of December, 2009.

A handwritten signature in cursive script, appearing to read "A. Shepherd".

Director

Bureau of Commercial Services

TRADEMARK

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document	
Name Warner Norcross & Judd LLP	
Address 900 FIFTH THIRD CENTER, 111 LYON STREET NW	
City	State Zip Code
GRAND RAPIDS	MI 49503-2487
Effective Date:	

Document will be returned to the name and address you enter above.
 ☞ If left blank document will be mailed to the registered office ☜

114966

RESTATED ARTICLES OF INCORPORATION
For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

1. These Restated Articles of Incorporation are executed pursuant to the provisions of Sections 641-651, Act 284, Public Acts of 1972, as amended.
2. The identification number assigned by the Bureau is 114966.
3. The present name of the corporation is Howard Miller Clock Company
4. The only former name used by the corporation was: The Howard Miller Clock Co.
5. The date of filing the original Articles of Incorporation was: January 7, 1946
6. The following Restated Articles of Incorporation supersede the current Articles of Incorporation as amended and shall be the Articles of Incorporation of the corporation:

ARTICLE I

The name of the corporation is Howard Miller Company.

ARTICLE II

The purpose of the corporation is to engage in any one or more lawful acts or activities within the purposes for which a corporation may be formed under the Michigan Business Corporation Act.

ARTICLE III

The total authorized capital stock of this corporation is 80,000 shares divided into three classes, as follows:

- (a) 4,000 shares of voting Class A Common Stock with a par value of \$10.00 per share;
- (b) 4,000 shares of voting Class B Common Stock with a par value of \$10.00 per share and
- (c) 72,000 shares of nonvoting Class C Common Stock with a par value of \$10.00 per share.

Each holder of Class A and Class B Common Stock shall be entitled to one vote for each share of stock standing in the holder's name on the books of the corporation for election of directors and all other purposes. All shares of Class A Common Stock shall be of one class and all shares of Class B Common Stock shall be of one class.

Except for the election of directors and otherwise expressly required by law, any action to be taken by a vote of shareholders will require the approval by a majority of the votes cast by the holders of the Class A Common Stock voting as a class and a majority of the votes cast by the holders of the Class B Common Stock voting as a class.

In any election of directors, the holders of the Class A Common Stock voting separately and to the exclusion of the other shareholders, shall have the right to elect one-half of the directors to be elected by a majority of votes by the holders of the Class A Common Stock and any successor to directors elected by the holders of Class A Common Stock will be elected in a similar manner.

In any election of directors, the holders of the Class B Common Stock voting separately and to the exclusion of the other shareholders, shall have the right to elect one-half of the directors to be elected by a majority of votes by the holders of the Class B Common Stock and any successor to directors elected by the holders of Class B Common Stock will be elected in a similar manner.

Except as otherwise expressly required by law, the Class C Common Stock shall have no voting power and the holders of shares of the Class C Common Stock shall not be entitled to notice of meetings of the shareholders. Any action to be taken where a vote of the holders of Class C Common stock is expressly required, the vote of shareholders will require the approval by a majority of the votes cast by the holders of the Class A Common Stock voting as a class, a

majority of the votes cast by the holders of the Class B Common Stock voting as a class, and a majority of the votes cast by the holders of the Class C Common Stock voting as a class. All shares of Class C Common Stock shall be of one class.

Except as otherwise expressly stated above, the Class A Common Stock, Class B Common Stock and Class C Common Stock shall have equal rights in all respects, including the right to share ratably in all remaining assets of this corporation upon any liquidation, dissolution, or winding up of this corporation, whether voluntary or involuntary. Neither a consolidation nor merger of this corporation with or into any other corporation, nor a merger of any other corporation into this corporation, nor a reorganization of this corporation, nor the purchase or redemption of all or any part of the outstanding shares of any class or classes of stock of this corporation, nor a sale or transfer of the business of this corporation as, or substantially as, an entity, shall be considered a liquidation, dissolution, or winding up of this corporation within the meaning of this paragraph.

ARTICLE IV

The street address (which is the mailing address) of the registered office of the corporation is 860 E. Main Street, Zeeland, Michigan 49464.

The name of the resident agent at the registered office is Howard J. Miller.

ARTICLE V

When a compromise or arrangement or a plan of reorganization of the corporation is proposed between the corporation and its creditors or any class of them or between the corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of the corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on the corporation.

ARTICLE VI

Any action required or permitted by the Michigan Business Corporation Act, these Articles, or the bylaws of the corporation to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or

take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing.

An electronic transmission consenting to an action transmitted by a shareholder or proxy holder, or by a person authorized to act for the shareholder or proxy holder, shall be considered written, signed, and dated if the electronic transmission is delivered with information from which the corporation can determine (a) that the electronic transmission was transmitted by the shareholder or proxy holder, or by the person authorized to act for the shareholder or proxy holder, and (b) the date on which the electronic transmission was transmitted. The date on which an electronic transmission is transmitted is the date on which the consent was signed. A consent given by electronic transmission is not delivered until it is received by the Secretary or any other designated officer of the corporation and reproduced in paper form by the corporation.

ARTICLE VII

The corporation shall indemnify any director of the corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that he or she is or was a director, or is or was serving at the request of the corporation in another capacity, to the fullest extent permitted (in the absence of rights granted under articles of incorporation, bylaws, or a contractual agreement) by the Michigan Business Corporation Act. The corporation may further indemnify directors, and may indemnify persons who are not directors, to the extent authorized by the Michigan Business Corporation Act, bylaw, resolution of the board of directors, or contractual agreement authorized by the board of directors. A change in the Michigan Business Corporation Act, these Articles, or the bylaws that reduces the scope of indemnification shall not apply to any action or omission that occurs before the change.

ARTICLE VIII

A director of the corporation shall not be liable to the corporation or its shareholders for money damages for any action taken or any failure to take any action as a director, except that a director's liability is not limited for:

- (1) the amount of a financial benefit received by a director to which he or she is not entitled;
- (2) intentional infliction of harm on the corporation or the shareholders;
- (3) a violation of section 551 of the Michigan Business Corporation Act; or
- (4) an intentional criminal act.

If the Michigan Business Corporation Act is amended to further eliminate or limit the liability of a director, then a director of the corporation (in addition to the circumstances in which a director is not liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Michigan Business Corporation Act, as so amended, not be liable to the corporation or its shareholders. No amendment to or modification or repeal of this Article shall increase the liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification, or repeal.

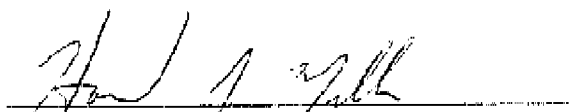
ARTICLE IX

The corporation may amend or repeal any provision contained in these Articles and add Articles in the manner prescribed by statute.

ARTICLE X

These Restated Articles of Incorporation were duly adopted on the 3rd day of December, 2009, in accordance with the provisions of Section 642 of the Act and were duly adopted by the written consent of all the shareholders entitled to vote in accordance with section 407(2) of the Act.

Dated: December 3, 2009.



Name: Howard J. Miller

Title: President

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