

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM512139

| | | | |
|---|---------------------------------------|-----------------------|------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Babcock & Wilcox Universal, Inc. | | 10/05/2018 | Corporation: WISCONSIN |
| RECEIVING PARTY DATA | | | |
| Name: | Durr Universal, Inc. | | |
| Street Address: | 1925 Highway 51 & 138 | | |
| City: | Stoughton | | |
| State/Country: | WISCONSIN | | |
| Postal Code: | 53589 | | |
| Entity Type: | Corporation: WISCONSIN | | |
| PROPERTY NUMBERS Total: 5 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3550304 | UNIVERSAL | |
| Registration Number: | 2237580 | ACOUSTI TUBE | |
| Registration Number: | 4046209 | QUIETSHIELD | |
| Registration Number: | 3744016 | UNIVERSAL | |
| Registration Number: | 3607834 | UNIVERSAL SILENCER | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 4142715770 | | |
| <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: | 414-271-7590 | | |
| Email: | jennyf@andruslaw.com | | |
| Correspondent Name: | Andrus Intellectual Property Law, LLP | | |
| Address Line 1: | 100 East Wisconsin Avenue | | |
| Address Line 2: | Suite 1100 | | |
| Address Line 4: | Milwaukee, WISCONSIN 53202 | | |
| ATTORNEY DOCKET NUMBER: | 5441-00001 | | |
| NAME OF SUBMITTER: | Thomas R. Knight | | |
| SIGNATURE: | /Thomas R. Knight/ | | |
| DATE SIGNED: | 02/28/2019 | | |

OP \$140.00 3550304

Total Attachments: 23

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**ACTION BY UNANIMOUS WRITTEN CONSENT OF
THE SOLE SHAREHOLDER OF
BABCOCK & WILCOX UNIVERSAL, INC.**

OCTOBER 5, 2018

Pursuant to Section 180.0704 of the Wisconsin business corporation law and Article II, Section 7 of the bylaws (the "Bylaws") of Babcock & Wilcox Universal, Inc., a Wisconsin corporation (the "Company"), the undersigned, being the sole shareholder of the Company (the "Shareholder"), hereby adopts, by this written consent, the following resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Shareholder and directs that this written consent be filed with the minute book of the proceedings of the Company:

Name Change

WHEREAS, the Shareholder has determined that it is advisable and in the best interests of the Company to amend its Amended and Restated Articles of Incorporation (the "Articles of Incorporation") to effect a change in the Company's name to "Durr Universal, Inc." (the "Name Change").

NOW, THEREFORE, BE IT RESOLVED, that the Shareholder hereby approves and adopts an amendment to the Articles of Incorporation to effect the Name Change, in the form of the Articles of Amendment attached as Exhibit A hereto (the "Charter Amendment"), effective upon the filing of the Charter Amendment with the Department of Financial Institutions, Division of Corporate & Consumer Services, of the State of Wisconsin; and

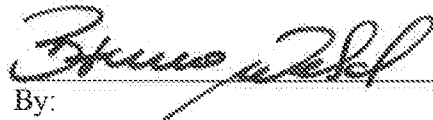
Omnibus Resolutions

FURTHER RESOLVED, that the officers of the Company be, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to take any and all further actions, to execute any and all instruments and documents, to pay any and all fees and expenses, and to do any and all other acts whatsoever, as any of such officers shall deem necessary, appropriate or desirable, in order to carry out in full the intent and purposes of each of the foregoing resolutions; and be it

FURTHER RESOLVED, that all acts and things heretofore done by any officer or director of the Company, on or prior to the date on which these resolutions were adopted, in connection with the transactions contemplated by the foregoing resolutions be, and the same hereby are, in all respects ratified, confirmed, approved and adopted as acts on behalf of the Company.

IN WITNESS WHEREOF, the undersigned, being the sole shareholder of the Company, has executed this written consent, effective as of the date first written above.

DURR, INC.


By: _____

BRUNO WELSCH, CEO

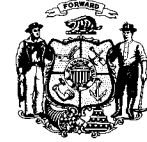
[Babcock & Wilcox Universal, Inc. – Shareholder Consent]

TRADEMARK
REEL: 006577 FRAME: 0604

Exhibit A

DO NOT STAPLE

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



Sec. 180.1006
Wis. Stats.

ARTICLES OF AMENDMENT – STOCK, FOR-PROFIT CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:

Babcock & Wilcox Universal, Inc.

(Enter Corporate Name)

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph in the articles of incorporation being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

Article 1 of the Amended and Restated Articles of Incorporation is amended to read in its entirety as follows:

Article 1 Name

The name of the corporation is Durr Universal, Inc.

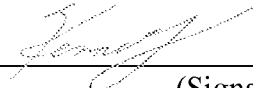
FILING FEE - \$40.00 See instructions, suggestions and procedures on following pages.

B. Amendment(s) adopted on October 5, 2018

(Indicate the method of adoption by checking (X) the appropriate choice below.)

- In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)
- OR
- In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)
- OR
- In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on October 5, 2018



(Signature)

Title: President Secretary
or other officer title _____

Kenneth Zak

(Printed name)

This document was drafted by M. Sherry

(Name the individual who drafted the document)

INSTRUCTIONS (Ref. sec. 180.1006 Wis. Stats. for document content)

Submit one original to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$40.00** payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 201 W. Washington Ave., Suite 300, Madison WI, 53703). The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 711 for TTY.

ARTICLES OF AMENDMENT – Stock, For-Profit Corporation

Γ
830 Prosper Street
De Pere, WI 54115

L
▲ Your **return address** and **phone number** during the day: (920) 339 - 2797

INSTRUCTIONS (Continued)

A. State the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., “Resolved, that Article 1 of the articles of incorporation be amended to read: (enter the amended article). If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors – Refer to sec. 180.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

By Board of Directors and Shareholders – Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003, Wis. Stats., for specific information.

By Incorporators or Board of Directors – Before issuance of shares – See sec. 180.1005, Wis. Stats., for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

FILING FEE - \$40.00.

DFI/CORP/4I(R02/14)

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TRADEMARK
REEL: 006577 FRAME: 0608

**ACTION BY UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
BABCOCK & WILCOX UNIVERSAL, INC.**

OCTOBER 5, 2018

Pursuant to Section 180.0821 of the Wisconsin business corporation law and Article III, Section 7 of the bylaws (the "Bylaws") of Babcock & Wilcox Universal, Inc., a Wisconsin corporation (the "Company"), the undersigned, constituting all of the members of the Company's Board of Directors (the "Board"), hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Board and direct that this written consent be filed with the minute book of the proceedings of the Company:

Name Change

WHEREAS, the Board has determined that it is advisable and in the best interests of the Company to amend its Amended and Restated Articles of Incorporation (the "Articles of Incorporation") to effect a change in the Company's name to "Durr Universal, Inc." (the "Name Change").

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves and adopts an amendment to the Articles of Incorporation to effect the Name Change, in the form of the Articles of Amendment attached as Exhibit A hereto (the "Charter Amendment"), effective upon the filing of the Charter Amendment with the Department of Financial Institutions, Division of Corporate & Consumer Services, of the State of Wisconsin.

Amended and Restated Bylaws

WHEREAS, the Board has determined it to be advisable and in the best interests of the Company to amend and restate the Company's Bylaws to read in its entirety as set forth on Exhibit B hereto (the "New Bylaws").

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the New Bylaws are hereby approved and adopted in all respects.

Director and Officer Resignations

WHEREAS, each of Mark Carano, J. Andre Hall, Paul Cappiello, Orville Lunking, Robert McKinney and Angela Winter has delivered to the Board a letter expressing his or her intent to resign from any director or officer positions with the Company (together, the "Resignations") to be effective immediately as of the Closing.

NOW, THEREFORE, BE IT RESOLVED, that the Resignations be, and they hereby are, accepted.

Election of Officers

WHEREAS, pursuant to Section 4.1 of the New Bylaws, the Board has determined that it is advisable and in the best interests of the Company to elect the following persons as officers of the Company, to the offices set forth opposite such person's name, immediately following the Closing:

| <u>Name</u> | <u>Title</u> |
|---------------------------|-----------------------|
| <u>Sebastian Baumann</u> | <u>Vice President</u> |
| <u>Daniel Schmitt</u> | <u>Vice President</u> |
| <u>Mateusz Nowakowski</u> | <u>Treasurer</u> |


NOW, THEREFORE, BE IT RESOLVED, that the persons listed above are hereby elected to the offices set forth opposite such person's name, effective immediately following the Closing, to serve in accordance with the New Bylaws and at the discretion of the Board; and be it

Omnibus Resolutions

FURTHER RESOLVED, that the officers of the Company be, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to take any and all further actions, to execute any and all instruments and documents, to pay any and all fees and expenses, and to do any and all other acts whatsoever, as any of such officers shall deem necessary, appropriate or desirable, in order to carry out in full the intent and purposes of each of the foregoing resolutions; and be it

FURTHER RESOLVED, that all acts and things heretofore done by any officer or director of the Company, on or prior to the date on which these resolutions were adopted, in connection with the transactions contemplated by the foregoing resolutions be, and the same hereby are, in all respects ratified, confirmed, approved and adopted as acts on behalf of the Company.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board, have executed this written consent as of the date first written above.



Kenneth Zak

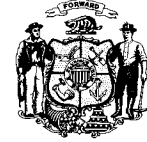
[Babcock & Wilcox Universal, Inc. – Board Consent]

TRADEMARK
REEL: 006577 FRAME: 0611

Exhibit A

DO NOT STAPLE

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



Sec. 180.1006
Wis. Stats.

ARTICLES OF AMENDMENT – STOCK, FOR-PROFIT CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:

Babcock & Wilcox Universal, Inc.

(Enter Corporate Name)

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph in the articles of incorporation being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

Article 1 of the Amended and Restated Articles of Incorporation is amended to read in its entirety as follows:

Article 1 Name

The name of the corporation is Durr Universal, Inc.

FILING FEE - \$40.00 See instructions, suggestions and procedures on following pages.

B. Amendment(s) adopted on October 5, 2018

(Indicate the method of adoption by checking (X) the appropriate choice below.)

- In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)
- OR
- In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)
- OR
- In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on October 5, 2018

(Date)

Title: President Secretary
or other officer title _____



(Signature)

Kenneth Zak

(Printed name)

This document was drafted by M. Sherry

(Name the individual who drafted the document)

INSTRUCTIONS (Ref. sec. 180.1006 Wis. Stats. for document content)

Submit one original to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$40.00** payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 201 W. Washington Ave., Suite 300, Madison WI, 53703). The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 711 for TTY.

ARTICLES OF AMENDMENT – Stock, For-Profit Corporation

Γ
830 Prosper Street
De Pere, WI 54115

L
▲ Your **return address** and **phone number** during the day: (920) 339 - 2797

INSTRUCTIONS (Continued)

A. State the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., “Resolved, that Article 1 of the articles of incorporation be amended to read: (enter the amended article). If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors – Refer to sec. 180.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

By Board of Directors and Shareholders – Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003, Wis. Stats., for specific information.

By Incorporators or Board of Directors – Before issuance of shares – See sec. 180.1005, Wis. Stats., for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

FILING FEE - \$40.00.

DFI/CORP/4I(R02/14)

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TRADEMARK
REEL: 006577 FRAME: 0615

Exhibit B

DURR UNIVERSAL, INC.

**SECOND AMENDED AND RESTATED
BY-LAWS**

**ARTICLE I
OFFICES**

Section 1. Name. Durr Universal, Inc. (the “Corporation”) is a corporation formed under Chapter 180 of the Wisconsin Statutes (“Chapter 180”).

Section 2. Registered Office in Wisconsin. The Corporation’s registered agent may be changed from time to time by or under the authority of the Board of Directors. The address of the Corporation’s registered office may be changed from time to time by or under the authority of the Corporation’s Board of Directors (the “Board of Directors” or the “Board”), or by the registered agent. The business office of the Corporation’s registered agent shall be identical to the registered office. The Corporation’s registered office may be, but need not be, identical with the Corporation’s principal office in the state of Wisconsin.

Section 3. Other Offices. The Corporation may have such other offices at such other places, within or without the State of Wisconsin, as the Board of Directors may from time to time determine or as shall be necessary or appropriate for the conduct of the business of the Corporation.

**ARTICLE II
MEETINGS OF SHAREHOLDERS**

Section 1. Time and Place of Meetings. All meetings of shareholders shall be held at such place, within or without the State of Wisconsin, on such date and at such hour as shall be designated in the notice of the meeting or the waiver of notice thereof.

Section 2. Annual Meetings. The annual meeting of shareholders for the election of directors, and for the transaction of such other business as may properly come before such meeting, shall be held at such place, date and time as shall be fixed by the Board and designated in the notice or waiver of notice of such annual meeting; provided, however, that no annual meeting of shareholders need be held if all actions, including the election of directors, required by Chapter 180 to be taken at such annual meeting are taken by written consent in lieu of meeting.

Section 3. Special Meetings. A special meeting of shareholders, for any purpose or purposes, may be called at any time by the Board of Directors, and shall be called by the Secretary upon the written request of shareholders holding of record at least a majority of the shares of outstanding common stock of the Corporation entitled to vote at such meeting. Such written request shall state the purpose or purposes for which such meeting is to be called.

Section 4. Notice of Meetings. Whenever shareholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise required under Chapter 180, such notice shall be given not less than 10 or more than 60 days before the date of the meeting to each shareholder entitled to vote at such meeting.

Section 5. Quorum. Unless otherwise required by Chapter 180 or the Corporation's Articles of Incorporation, the holders of a majority of the shares of outstanding common stock of the Corporation entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of shareholders for the transaction of business.

Section 6. Required Vote. Unless otherwise required by Chapter 180 or the Corporation's Articles of Incorporation, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy at a meeting at which a quorum is present shall decide any question brought before such meeting.

Section 7. Action Without a Meeting. Unless otherwise provided in the Corporation's Articles of Incorporation, any action required to be taken at any annual shareholders of the Corporation, or any taken without a meeting, without prior vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The property, business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

Section 2. Number and Term of Office. The number of directors which shall constitute the whole board shall be fixed from time to time by resolution of the Board of Directors but shall not be less than one director. Each director shall hold office until his successor is elected and qualified or until his earlier resignation, removal or death.

Section 3. Quorum and Manner of Acting. Unless otherwise provided by Chapter 180 or the Corporation's Articles of Incorporation, the presence of a majority of the whole Board of Directors, and in any case not less than two directors, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Unless the Corporation's Articles of Incorporation requires a greater number, the vote of a majority of the directors present at a meeting at which a quorum is present shall be an act of the Board of Directors.

Section 4. Place of Meetings. The Board of Directors may hold its meetings at such place or places within or without the State of Wisconsin as the Board may from time to time determine.

Section 5. Annual Meeting. As promptly as practicable after each annual meeting of shareholders for the election of directors, the Board of Directors shall meet for the purpose of organization, the election of officers and the transaction of other business. Notice of such meeting need not be given. Such meeting may be held at any other time or place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors or thereof signed by all the directors.

Section 6. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place, within or without the State of Wisconsin, as shall from time to time be determined by the Board of Directors. After there has been such determination, and notice thereof has been once given to each member of the Board of Directors, regular meetings may be held without further notice being given.

Section 7. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by two or more of the directors. Notice of each such meeting shall be a waiver, of notice mailed by first class mail postage prepaid to each director, addressed to him at his residence or usual place of business, at least ten days before the date on which the meeting is to be held, or shall be sent to him at such place by telegraph, cable, radio or wireless, or be delivered personally or by telephone, not later than the day before the day on which such meeting is to be held. Such notice shall state the place, date and hour of the meeting and purpose or purposes for which it is called. In lieu of the notice to be given as set forth above, a waiver thereof in writing, signed by the director or directors entitled to receive such notice, whether before or after the meeting, shall be deemed equivalent thereto for purposes of this Section 7. No notice to or waiver by any director with respect to any special meeting shall be required if such director shall be present at the applicable meeting.

Section 8. Committees. The Board of Directors may, by resolution passed by a majority of the directors, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in a resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the shareholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the shareholders a dissolution of the Corporation or a revocation of a dissolution, or amending these Second Amended and Restated By-Laws (the "By-Laws"); and unless the resolution of the Board of Directors or the Articles of Incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend or to

authorize the issuance of stock. Each committee shall keep regular minutes of its meetings and report on such meetings to the Board of Directors when required.

Section 9. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee, as applicable.

Members of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board or committee, as the case may be, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

Section 10. Resignation. Any director may resign at any time by giving written notice to the Board of Directors or to the Secretary. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11. Vacancies. Unless otherwise provided in the Corporation's Articles of Incorporation, vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director. Each director so chosen shall hold office until his successor is elected and qualified, or until his earlier death, resignation or removal. If there are no directors in office, then an election of directors may be held in accordance with Chapter 180. Unless otherwise provided in the Corporation's Articles of Incorporation, when one or more directors shall resign from the Board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall become effective, and each director so chosen shall hold office, as provided in Chapter 180 in the filling of other vacancies.

Section 12. Removal. Any director or the entire Board of Directors may be removed, with or without cause, at any time by the affirmative vote of the holders of a majority of the shares of outstanding capital stock of the Corporation entitled to vote and the vacancies thus created may be filled by the affirmative vote of the holders of a majority of the shares of outstanding capital stock of the Corporation entitled to vote.

ARTICLE IV OFFICERS

Section 1. Principal Officers. The principal officers of the Corporation shall be a President and a Secretary. The Board of Directors may appoint such other principal officers as it may deem advisable. One person may hold the offices and perform the duties of any two or

more of such offices, except that no one person shall hold the offices and perform the offices and perform the duties of both President and Secretary.

Section 2. Election and Term of Office. The principal officers of the Corporation shall be chosen annually by the Board of Directors at the annual meeting thereof. Each such officer shall hold office until his successor shall have been duly chosen and qualified, or until his earlier death, resignation or removal.

Section 3. Subordinate Officers. In addition to the principal officers enumerated in Section 1 of this Article IV, the Corporation may have such subordinate officers, agents and employees as the Board of Directors may deem necessary, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time determine. The Board of Directors may delegate to any principal officer the power to appoint and to remove any such subordinate officers, agents or employees.

Section 4. Removal. Any officer may be removed, with or without cause, at any time, by resolution adopted by the Board of Directors at any regular meeting of the Board or at any special meeting of the Board called for that purpose at which a quorum is present.

Section 5. Resignations. Any officer may resign at any time by giving notice to the Board of Directors. The resignation of any officer shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for election or appointment of such office for such term.

Section 7. Powers and Duties. The officers of the Corporation shall have such powers and perform such duties as may be conferred upon or assigned to them by the Board of Directors.

ARTICLE V INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation shall, to the fullest extent permitted or required by Sections 180.0850 to 180.0859, inclusive, of Chapter 180 (the "Statute"), including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its directors and officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such director or officer is a Party because he or she is a director or officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a director or officer may be entitled under any written agreement, board resolution, vote of shareholders, the Statute or otherwise. The Corporation may, but shall not be

required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses under this Article V by purchasing insurance on behalf of any one or more of such directors or officers, whether or not the Corporation would be obligated to indemnify against Liabilities or advance Expenses to such director or officer under this Article V. Each capitalized term used in this Article V and not otherwise defined herein shall have the meaning set forth in Section 180.0850 of the Statute.

Section 2. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Chapter 180.

ARTICLE VI MISCELLANEOUS PROVISIONS

Section 1. Corporate Seal. The Corporation shall not have a corporate seal.

Section 2. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of January and shall end on the thirty-first day of December.

Section 3. Voting of Stocks Owned by the Corporation. The Board of Directors may authorize any person on behalf of the Corporation to attend, vote and grant proxies to be used at any meeting of shareholders of any corporation (except this Corporation) in which the Corporation may hold stock.

ARTICLE VII AMENDMENTS

The By-Laws, may be altered, amended or repealed either by the affirmative vote of the holders of a majority of the shares of outstanding common stock of the Corporation entitled to vote in respect thereof and represented in person or by proxy at any annual or special meeting of shareholders, or by the Board of Directors at any regular or special meeting of the Board of Directors, provided that notice of the proposed alteration, amendment or repeal is contained in the notice of such meeting.

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Vital Statistics

Entity ID S076103

Registered Effective Date 10/04/2006

Period of Existence PER

Status Incorporated/Qualified/Registered [Request a Certificate of Status](#)

Status Date 10/04/2006

Entity Type Domestic Business

Annual Report Requirements Business Corporations are required to file an Annual Report under s.180.1622 WI Statutes.

Addresses

Registered Agent Office CT CORPORATION SYSTEM
301 S. BEDFORD ST. SUITE 1
MADISON , WI 53703

[File a Registered Agent/Office Update Form](#)

Principal Office 1925 HIGHWAY 51 & 138
STOUGHTON , WI 53589

Historical Information

Annual Reports

| Year | Reel | Image | Filed By | Stored On |
|------|------|-------|----------|-----------|
| 2017 | 000 | 0000 | online | database |
| 2016 | 000 | 0000 | online | database |
| 2015 | 000 | 0000 | online | database |
| 2014 | 000 | 0000 | online | database |
| 2013 | 000 | 0000 | online | database |

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| 2011 | 000 | 0000 | online | database |
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| 2009 | 000 | 0000 | online | database |
| 2008 | 000 | 0000 | online | database |
| 2007 | 000 | 0000 | online | database |

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Certificates of Newly-elected Officers/Directors

None

Old Names

| Change Date | Name |
|-------------|--|
| Current | DURR UNIVERSAL, INC. |
| 10/05/2018 | BABCOCK & WILCOX UNIVERSAL, INC. |
| 01/31/2017 | UNIVERSAL ACOUSTIC & EMISSION TECHNOLOGIES, INC. |
| 12/31/2010 | UNIVERSAL SILENCER, LLC |
| 11/02/2007 | STIRLING GROUP, LLC |

Chronology

| Effective Date | Transaction | Filed Date | Description |
|----------------|----------------------------|------------|--|
| 10/04/2006 | Organized | 10/06/2006 | E-Form |
| 11/02/2007 | Amendment | 11/05/2007 | Old Name = STIRLING GROUP, LLC |
| 09/14/2010 | Change of Registered Agent | 09/15/2010 | FM13-E-Form |
| 12/31/2010 | Certificate of Conversion | 12/23/2010 | FROM TYPE 12 Old Name = UNIVERSAL SILENCER, LLC |
| 01/30/2012 | Change of Registered Agent | 01/30/2012 | FM16-E-Form |
| 12/26/2012 | Change of Registered Agent | 12/26/2012 | FM16-E-Form |
| 01/19/2015 | Change of Registered Agent | 01/19/2015 | FM13-E-Form |
| 01/11/2017 | Merger (survivor) | 01/11/2017 | UNL FGN CORP |
| 01/31/2017 | Restated Articles | 02/06/2017 | Old Name = UNIVERSAL ACOUSTIC & EMISSION TECHNOLOGIES, INC., CHGS REGD AGT & OFF |
| 09/05/2017 | Change of Registered Agent | 09/05/2017 | OnlineForm 13 |
| 10/11/2017 | Merger (survivor) | 10/11/2017 | 12 U017915 (UNIVERSAL SILENCER PROPERTIES I, LLC) |
| 10/11/2017 | Merger (survivor) | 10/11/2017 | 12 U017916 (UNIVERSAL SILENCER PROPERTIES II, LLC) |
| 10/11/2017 | Merger (survivor) | 10/11/2017 | 12 U017940 (UNIVERSAL SILENCER PROPERTIES III, LLC) |
| 10/05/2018 | Amendment | 10/08/2018 | Old Name = BABCOCK & WILCOX UNIVERSAL, INC. |

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