

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM604704

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2016		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Mathena, Inc.		12/16/2016	Corporation: OKLAHOMA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Seaboard International Inc.		
<b>Street Address:</b>	601 Weir Way		
<b>City:</b>	Fort Worth		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	76108		
<b>Entity Type:</b>	Corporation: TEXAS		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3713851	M	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2485668453		
<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>	2485668452		
<b>Email:</b>	trademark@honigman.com, jhetu@honigman.com		
<b>Correspondent Name:</b>	Jennifer M. Hetu		
<b>Address Line 1:</b>	39400 Woodward Avenue, Suite 101		
<b>Address Line 4:</b>	Bloomfield Hills, MICHIGAN 48304-5151		
<b>ATTORNEY DOCKET NUMBER:</b>	269045469182		
<b>NAME OF SUBMITTER:</b>	Jennifer M. Hetu		
<b>SIGNATURE:</b>	/jmh/		
<b>DATE SIGNED:</b>	10/23/2020		
<b>Total Attachments: 10</b>			
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## Office of the Secretary of State

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging,

Mathena, Inc.  
Foreign For-Profit Corporation  
Oklahoma, USA  
[File Number: 801152890]

Into

SEABOARD INTERNATIONAL INC.  
Domestic For-Profit Corporation  
[File Number: 74985800]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 12/19/2016

Effective: 12/31/2016



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

Carlos H. Cascos  
Secretary of State

**Form 623**  
**(Revised 12/15)**  
Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709  
**Filing Fee: see instructions**



This space reserved for office use.

**Parent-Subsidiary  
Certificate of Merger  
Business Organizations Code**

**FILED**  
**In the Office of the  
Secretary of State of Texas**  
**DEC 19 2016**  
**Corporations Section**

**Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

**Seaboard International Inc.**

Name of Organization

The organization is a for-profit corporation It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

TX U.S.A The file number, if any, is 7498580  
*State Country Texas Secretary of State file number*

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

*Street Address City State Country*

Subsidiary 1

**Mathena, Inc.**

Name of Organization

The organization is a for-profit corporation It is organized under the laws of:  
*Specify organizational form (e.g., for-profit corporation)*

OK The file number, if any, is \_\_\_\_\_  
*State Country Texas Secretary of State file number*

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

3900 U.S. Highway 81, Service Road El Reno OK U.S.A  
*Street Address City State Country*

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

<i>Number of ownership interests outstanding</i>	<i>Class</i>	<i>Series</i>	<i>Number owned by parent</i>	<i>Percentage Owned</i>
100	Common	n/a	100	100

The organization will survive the merger.  The organization will not survive the merger.

Subsidiary 2

Name of Organization

The organization is a \_\_\_\_\_ It is organized under the laws of:  
*Specify organizational form (e.g., for-profit corporation)*

The file number, if any, is: \_\_\_\_\_

State \_\_\_\_\_ Country \_\_\_\_\_ Texas Secretary of State file number \_\_\_\_\_

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Country \_\_\_\_\_

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding    Class    Series    Number owned by parent    Percentage Owned

\_\_\_\_\_

The organization will survive the merger.     The organization will not survive the merger.

Subsidiary 3

Name of Organization \_\_\_\_\_  
The organization is a: \_\_\_\_\_ It is organized under the laws of: \_\_\_\_\_  
*Specify organizational form (e.g., for-profit corporation)*

The file number, if any, is: \_\_\_\_\_

State \_\_\_\_\_ Country \_\_\_\_\_ Texas Secretary of State file number \_\_\_\_\_

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Country \_\_\_\_\_

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding    Class    Series    Number owned by parent    Percentage Owned

\_\_\_\_\_

The organization will survive the merger.     The organization will not survive the merger.

### Resolution of Merger

A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on 12/16/2016  
*mm/dd/yyyy*

### Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization 1 \_\_\_\_\_ Jurisdiction \_\_\_\_\_ Entity Type (See instructions) \_\_\_\_\_

Principal Place of Business Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

Effectiveness of Filing (Select either A, B, or C.)

- A. [ ] This document becomes effective when the document is accepted and filed by the secretary of state.
B. [x] This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: December 31st, 2016
C. [ ] This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is:

The following event or fact will cause the document to take effect in the manner described below:

Text Area

[Empty text area box]

Tax Certificate

- [ ] Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
[x] In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: \_\_\_\_\_

Seaboard International Inc.
Parent Organization Name

Signature of authorized person (see instructions)

Stephen Gee
Printed or typed name of authorized person

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
OF  
SEABOARD INTERNATIONAL INC.**

Effective as of December 16 2016

The undersigned, being all of the members of the board of directors (the "Directors") of Seaboard International Inc., a Texas corporation (the "Company" or the "Parent"), hereby consent to and adopt the following resolutions pursuant to Section 21.415 of the Texas Business Organizations Code of the State of Texas (the "Code");

**APPROVAL OF MERGER**

**WHEREAS**, the Company is the owner of all of the outstanding shares of capital stock of Mathena, Inc., an Oklahoma corporation (the "Subsidiary");

**WHEREAS**, the Company and the Subsidiary are indirect, wholly-owned subsidiaries of Weir Group, Inc., Delaware corporation ("Weir");

**WHEREAS**, Weir has determined that it is desirable and in the best interests of Weir to effect an internal legal reorganization involving certain of its subsidiaries (the "Reorganization");

**WHEREAS**, in connection with the Reorganization, it is contemplated that the Subsidiary will merge with and into the Company (the "Merger"), with the Company being the surviving corporation of the Merger;

**WHEREAS**, it is contemplated that Merger will be effected pursuant to Sections 10.006 and 10.007 of the Code by filing a certificate of merger with the Secretary of State of Texas (the "Texas Certificate") and pursuant to Section 18-1083 of the Oklahoma General Corporation Act (the "Act") by filing the Oklahoma Certificate (as defined below) with the Secretary of State of Oklahoma;

**WHEREAS**, the Directors have reviewed a copy of the Texas Certificate and the Oklahoma Certificate, substantially in the forms presented to the Directors (collectively, the "Merger Documents"); and

**WHEREAS**, the Directors have determined that the Merger and the other transactions contemplated by, ancillary or related thereto (collectively, the "Transactions") and the Merger Documents and any other instruments, documents, agreements and certificates related thereto or to the Transactions (collectively, the "Documents") are fair, reasonable, advisable and in the best interests of the Company.

**NOW, THEREFORE, BE IT RESOLVED**, that the Transactions and the Documents are hereby authorized, approved, adopted, confirmed, ratified and accepted in all respects and are deemed to be fair, reasonable, advisable and in the best interest of the Company; and

**RESOLVED FURTHER**, that the appropriate officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to enter into, execute and deliver the Documents and any other agreements contemplated thereby, in each case, with such changes or additions thereto as such officer or officers executing the same shall, in their sole discretion, approve, such approval to be conclusively evidenced by the execution and delivery thereof, and to prepare, execute, deliver and file or cause to be prepared, executed, delivered and filed such further agreements, certificates, instruments and documents and to take such actions as contemplated by the

Documents or as such officer or officers deem necessary, appropriate or advisable to carry out the intent of the foregoing resolution.

**ACT SECTION 18-1083 MERGER RESOLUTIONS**

**WHEREAS**, the undersigned have approved the Merger; and

**WHEREAS**, Section 18-1083 of the Act requires that certain specific resolutions be passed by the Directors with respect to the Merger as follows:

**RESOLVED**, that pursuant to Section 18-1083 of the Act, in the Merger, the Subsidiary shall be merged with and into the Parent, whereupon the separate existence of the Subsidiary shall cease, and the Parent shall be the surviving corporation (the "Surviving Corporation") of the Merger;

**RESOLVED FURTHER**, that the Merger is hereby approved pursuant to the provisions of Section 18-1083 of the Act;

**RESOLVED FURTHER**, that the Merger shall become effective upon filing of certificate of merger (or equivalent) with the Secretary of State of Oklahoma (the "Oklahoma Certificate") or at such time as is otherwise specified therein (the "Effective Time");

**RESOLVED FURTHER**, that at the Effective Time, each outstanding share of capital stock of the Subsidiary shall be cancelled without consideration therefor;

**RESOLVED FURTHER**, that from and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law, the directors of the Parent at the Effective Time shall be the directors of the Surviving Corporation, and the officers of the Parent at the Effective Time shall be the officers of the Surviving Corporation;

**RESOLVED FURTHER**, that from and after the Effective Time, the bylaws of the Parent shall be the bylaws of the Surviving Corporation;

**RESOLVED FURTHER**, that from and after the Effective Time, the certificate of formation of the Parent shall be the certificate of formation of the Surviving Corporation;

**RESOLVED FURTHER**, that from and after the Effective Time, the name of the Surviving Corporation shall be Seaboard International Inc.; and

**RESOLVED FURTHER**, that the Surviving Corporation agrees that it may be served with process in the State of Oklahoma in any proceedings for enforcement of any obligation of the Subsidiary, as well as the enforcement of any obligation of the Surviving Corporation arising from this Merger and irrevocably appoints the Secretary of State of Oklahoma as its agent in any such suit or proceeding; and in the event of such service upon the Secretary of State of Oklahoma, such service shall be mailed to the principal office of the Surviving Corporation at 13815 South Freeway, Houston, Texas 77047.

**MISCELLANEOUS**

**RESOLVED**, that, any director or officer of the Company, or such other individuals that the Company shall, by power of attorney or otherwise, determine to be necessary, appropriate or advisable (together, the "Authorized Representatives" and each, an "Authorized Representative"), be and each hereby is authorized, empowered and directed, acting severally or jointly with one or more other



Authorized Representatives, to do or cause to be done all things and acts, to negotiate, approve, execute, acknowledge, sign, deliver, file and perform or cause to be negotiated, approved, executed, acknowledged, signed, delivered, filed and performed on behalf of the Company any such agreements, instruments or other documents, make all filings, issue powers of attorney, and otherwise take any further action, which in the judgment of the Authorized Representatives are necessary, appropriate or advisable to consummate the Transactions and Documents and perform its obligations thereunder and otherwise to carry out and comply with the intent and purposes of the resolutions herein;

**RESOLVED FURTHER**, that the execution, delivery and performance by any Authorized Representative of the Transactions and the Documents, including without limitation, any changes therein, additions thereto and deletions therefrom by such Authorized Representative, shall constitute conclusive evidence of the approval of such Authorized Representative, and each of such Transactions and Documents shall constitute the valid and binding obligation of the Company;

**RESOLVED FURTHER**, that all of the past acts and transactions of any Authorized Representative (or other representative or agent of the Company), including, but not limited to, preparation, execution, deliveries and filings of agreements, instruments, certificates and other documents in the name of and on behalf of the Company or any of its affiliates, and all fees and expenses (including taxes) incurred or paid by any Authorized Representative (or other representative or agent of the Company) having been deemed necessary, proper or advisable to carry out the intent and effectuate the purposes hereof, prior to the execution of these resolutions, taken in good faith in the name and on behalf of the Company or any of its affiliates pursuant to and consistent with the resolutions contained herein, be and hereby are authorized, approved, adopted, confirmed, ratified and accepted in all respects; and

**RESOLVED FURTHER**, that these resolutions may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute one and the same instrument.

*[Remainder of page intentionally left blank]*

**IN WITNESS WHEREOF**, the undersigned have executed this unanimous written consent as of the date first set forth above.



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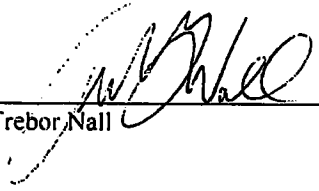
Andrea Simon

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Trebor Nall

**IN WITNESS WHEREOF**, the undersigned have executed this unanimous written consent as of the date first set forth above.

\_\_\_\_\_  
Andrea Simon

  
\_\_\_\_\_  
Trebor Nall

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**RECORDED: 10/23/2020**

**TRADEMARK  
REEL: 007084 FRAME: 0657**