

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM638942

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/12/2021		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Groth, LLC		02/12/2021	Limited Liability Company: MISSOURI
RECEIVING PARTY DATA			
Name:	Groth Corporation, LLC		
Street Address:	13650 N. PROMENADE BLVD.		
City:	STAFFORD		
State/Country:	TEXAS		
Postal Code:	77477		
Entity Type:	Limited Liability Company: TEXAS		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	6103124	GARD GROTH AUTHORIZED REPAIR DEALER	
Registration Number:	1415667	GROTH	
Registration Number:	3432832	SMART RELIEF...SAFE SOLUTIONS	
CORRESPONDENCE DATA			
Fax Number:	8167531536		
<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:	816-753-1000		
Email:	uspt@polsinelli.com		
Correspondent Name:	Andrea M. Porterfield, Polsinelli PC		
Address Line 1:	900 W. 48th Place, Suite 900		
Address Line 4:	Kansas City, MISSOURI 64112		
ATTORNEY DOCKET NUMBER:	088347-557963		
NAME OF SUBMITTER:	Andrea M. Porterfield		
SIGNATURE:	/Andrea M. Porterfield/		
DATE SIGNED:	04/13/2021		
Total Attachments: 13			
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NOTICE OF MERGER
OF
Groth, LLC,
a Missouri limited liability company

WITH AND INTO

Groth Corporation, LLC,
a Texas limited liability company

February 12, 2021

Pursuant to the provisions of 347.129 of the Missouri Revised Statutes, the undersigned limited liability companies certify the following:

1. The constituent entities to the merger are:

Groth, LLC, a Missouri limited liability company (the “**Non-Surviving Entity**”)

Groth Corporation, LLC, a Texas limited liability company (the “**Surviving Entity**”)
2. The effective date of this document is the date it is filed by the Missouri Secretary of State’s Office.
3. The name of the surviving limited liability company is Groth Corporation, LLC, a Texas limited liability company.
4. The Certificate of Formation of the Surviving Entity shall not be amended as a result of the merger.
5. The merger has been authorized and approved by the member of each of the constituent entities in accordance with the laws of their respective jurisdictions of organization.
6. The executed Agreement and Plan of Merger is on file at the principal place of the business of the Surviving Entity, located at 13650 N. Promenade Blvd., Stafford, TX 77477.
7. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member of any entity that is a party to the merger.
8. The Registered Office of the Surviving Entity is 1999 Bryan Street – Suite 900, Dallas, Texas 75201. The Registered Agent is National Registered Agents, Inc.

In affirmation thereof, the facts stated above are true and correct (the undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo):



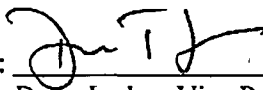
20210302-685942

TRADEMARK

REEL: 007254 FRAME: 0124

Groth Corporation, LLC,
a Texas limited liability company

By: Continental Disc, LLC, its Member

By: 

Drew Ladau, Vice President

Groth, LLC,
a Missouri limited liability company

By: Continental Disc, LLC, its Member

By: 

Drew Ladau, Vice President



Office of the Secretary of State

CERTIFICATE OF MERGER

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

Groth, LLC
Foreign Limited Liability Company (LLC)
Missouri, USA
[Entity not of Record, Filing Number Not Available]

Into

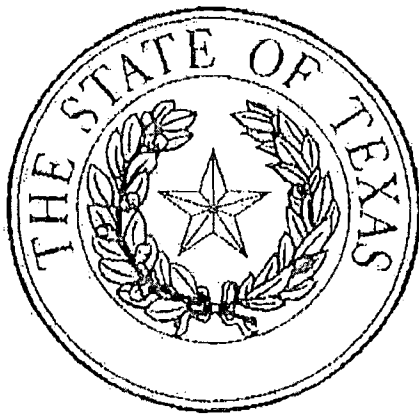
Groth Corporation, LLC
Domestic Limited Liability Company (LLC)
[File Number: 803937210]

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: 02/12/2021

Effective: 02/12/2021



A handwritten signature in black ink, appearing to read "Ruth R. Hughs".

Ruth R. Hughs
Secretary of State

Form 622
(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



**Certificate of Merger
Combination Merger
Business Organizations Code**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
FEB 12 2021
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, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

Party 1

Groth Corporation, LLC

Name of Organization

The organization is a limited liability company It is organized under the laws of

Specify organizational form (e.g., for-profit corporation)

TX USA

State

Country

The file number, if any, is 803937210

Texas Secretary of State file number

Its principal place of business is 13650 N. Promenade Blvd.

Stafford

TX

Address

City

State

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

The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 2

Groth, LLC

Name of Organization

The organization is a limited liability company It is organized under the laws of

Specify organizational form (e.g., for-profit corporation)

MO USA

State

Country

The file number, if any, is _____

Texas Secretary of State file number

Its principal place of business is 13650 N. Promenade Blvd.

Stafford

TX

Address

City

State

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

The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 3

Name of Organization

The organization is a _____

Specify organizational form (e.g., for-profit corporation)

It is organized under the laws of _____

The file number, if any, is _____
State Country Texas Secretary of State file number

Its principal place of business is _____
Address City State

- The organization will survive the merger. The organization will not survive the merger.
 The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Plan of Merger

- The plan of merger is attached.

If the plan of merger is not attached, the following statements must be completed.

Alternative Statements

Instead of providing the plan of merger, each domestic filing entity certifies that:

1. A plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.
2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

Item 3A is the default selection. If the merger effected an amendment to, a restatement of, or an amendment and restatement of the certificate of formation of a surviving filing entity, you must select and complete one of the options shown below. Options 3B and 3C require the submission of the described attachment.

- 3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.
- 3B. No amendments to the certificate of formation of any filing entity are being effected by the merger or by the restated certificate of formation of the surviving filing entity named in the attached restated certificate of formation.
- 3C. The plan of merger effected an amendment and restatement of the certificate of formation of a surviving filing entity. The amendments being made and the name of the surviving entity restating its certificate of formation are set forth in the attached restated certificate of formation containing amendments.
- 3D. The plan of merger effected amendments or changes to the following surviving filing entity's certificate of formation.

Name of filing entity effecting amendments

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

Amendment Text Area

[Empty rectangular box for amendment text]

4. 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 plan 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 _____

Approval of the Plan of Merger

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

The approval of the owners or members of _____
Name of domestic entity
was not required by the provisions of the BOC.

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. 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: _____

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

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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.
- Instead 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 merging entity, to execute the filing instrument.

Date: February 12, 2021

Groth Corporation, LLC
Merging Entity Name


Signature of authorized person (see instructions)

Drew Ladau
Printed or typed name of authorized person

Groth, LLC
Merging Entity Name


Signature of authorized person (see instructions)

Drew Ladau
Printed or typed name of authorized person

Merging Entity Name

Signature of authorized person (see instructions)

Printed or typed name of authorized person

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF MERGER FOREIGN ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

GROTH, LLC - LC1750648

INTO:

Groth Corporation, LLC - a Texas not qualified

organized and existing under the laws of Missouri have been received, found to conform to law, and filed.

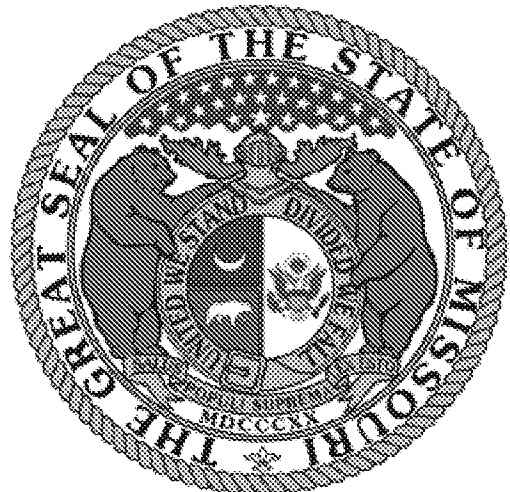
NOW, THEREOF, I, John R. Ashcroft, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

Groth Corporation, LLC - a Texas not qualified
as the surviving entity.

Effective Date: February 12, 2021

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, the 2nd day of March,


Secretary of State



TRADEMARK