

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM778863

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2017		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cecilware Corporation		12/20/2017	Corporation: DELAWARE
Grindmaster Corporation		12/20/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Grindmaster Corporation		
Street Address:	10200 David Taylor Drive		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28262		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	72054840	STA-HOT	
Serial Number:	77367546	CECILWARE	
Serial Number:	73373854	CECILWARE	
CORRESPONDENCE DATA			
Fax Number:	5025876391		
<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:	5025873400		
Email:	dnagle@stites.com		
Correspondent Name:	David W. Nagle, Jr.		
Address Line 1:	400 West Market St.		
Address Line 2:	Suite 1800		
Address Line 4:	Louisville, KENTUCKY 40202		
NAME OF SUBMITTER:	David W. Nagle, Jr.		
SIGNATURE:	/david w. nagle, jr./		
DATE SIGNED:	01/06/2023		
Total Attachments: 7			

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STATE OF DELAWARE

**CERTIFICATE OF MERGER OF
CECILWARE CORPORATION (A DOMESTIC CORPORATION)
INTO
GRINDMASTER CORPORATION (A DOMESTIC CORPORATION)**

Pursuant to Title 8, Section 251 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the corporation to survive the merger is Grindmaster Corporation, a Delaware corporation, and the name of the corporation being merged with and into such surviving corporation is Cecilware Corporation.

SECOND: The Agreement of Merger, attached hereto as Exhibit A, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporation and the constituent surviving corporation pursuant to Title 8 Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation shall be Grindmaster Corporation immediately upon the merger.

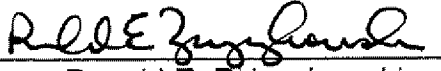
FOURTH: The merger is to become effective at 11:59 p.m. on December 31, 2017; for accounting purposes only.

FIFTH: The Agreement of Merger is on file at 10200 David Taylor Drive, Charlotte, North Carolina 28262, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of any constituent corporation.

SEVENTH: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of the corporation surviving the merger.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 20 day of December, 2017.


By: Ronald E. Zajackowski
Its: Sr. Vice President – Finance & Controller

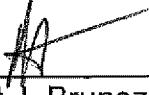

By: Robert J. Brunozi
Its: Sr. Vice President – Taxes

EXHIBIT A

AGREEMENT OF MERGER

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated December 20, 2017, between **CECILWARE CORPORATION**, a Delaware corporation (the "Merged Corporation"), and **GRINDMASTER CORPORATION**, a Delaware corporation (the "Surviving Corporation"). The Surviving Corporation and the Merged Corporation are herein referred to collectively as the "Constituent Corporations".

WITNESSETH:

WHEREAS, the Board of Directors of each of the Constituent Corporations have determined that the Merged Corporation should be merged with and into the Surviving Corporation pursuant to the authority of Section 251 of the Delaware General Corporation Law (the "Delaware GCL");

WHEREAS, the Board of Directors and the sole stockholder of the Surviving Corporation and the Board of Directors and sole stockholder of the Merged Corporation have authorized and approved this Agreement in accordance with the Delaware GCL; and

WHEREAS, the registered office of each of the Constituent Corporations in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle and the name of its registered agent at such address is The Corporation Trust Company.

NOW, THEREFORE, the Constituent Corporations, as parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Effective as of the Effective Time (as defined in the Fourth Article, subsection (c) below), the Merged Corporation shall be merged with and into the Surviving Corporation upon the terms and conditions of this Agreement (the "Merger") and the Surviving Corporation shall survive the Merger and continue under the laws of the State of Delaware, and the Merged Corporation shall cease to exist as a distinct corporate entity.

SECOND: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of the corporation surviving this Merger.

THIRD: The manner and basis of converting the outstanding shares of the capital stock of each Constituent Corporation, with the consideration therefore as set forth in the Fourth Article, subsection (d) below, shall be as follows:

(a) Each share of the capital stock of the Surviving Corporation which is issued and outstanding immediately prior to the Effective Time shall, at the Effective Time, remain an identical issued and outstanding share of the capital stock of the Surviving Corporation and shall not be changed or converted hereby.

(b) Each share of the capital stock of the Merged Corporation which is issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the Surviving Corporation, the Merged Corporation or any other person, be surrendered and shall be canceled and extinguished and shall cease to exist at the Effective Time.

FOURTH: The terms and conditions of the Merger are as follows:

(a) The By-Laws of the Surviving Corporation as they shall exist on the Effective Date shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

(c) The Merger shall become effective at 11:59 p.m. on December 31, 2017 (the "Effective Time"); for accounting purposes only.

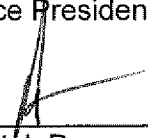
(d) Upon the Merger becoming effective, all the property, rights, privileges and other assets of every kind and description, and all of the obligations, debts and other liabilities of every kind and description, of the Merged Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, obligations and liabilities of the Surviving Corporation and the Merged Corporation shall be as effectively of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation respectively. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property, rights, obligations and liabilities of the Merged Corporation acquired, to be acquired, assumed or to be assumed by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors and stockholders, as applicable, and that fact having been certified on this Agreement of Merger by the Secretary (or Assistant Secretary) of each party hereto, have caused this Agreement of Merger to be executed by the duly authorized officers of each party hereto as the respective act, deed and agreement of each of said corporations, on this 20 day of December, 2017.

CECILWARE CORPORATION

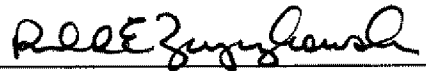


By: Ronald E. Zajackowski
Its: Sr. Vice President – Finance & Controller




By: Robert J. Brunozi
Its: Sr. Vice President – Taxes

GRINDMASTER CORPORATION



By: Ronald E. Zajackowski
Its: Sr. Vice President – Finance & Controller



By: Robert J. Brunozi
Its: Sr. Vice President – Taxes

Certification

I, Richard Pietch, Secretary of the Surviving Corporation, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of the Merged Corporation, was duly adopted pursuant to subsection 251(c) and section 228 of the General Corporation Law of Delaware by the unanimous written consent of the Board of Directors and the stockholder holding all the issued and outstanding shares having voting power.


WITNESS my hand on this 20 day of December, 2017.



Richard S. Pietch
Senior Vice President – General Counsel and Secretary

I, Richard S. Pietch, Secretary of the Merged Corporation, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of the Surviving Corporation, was duly adopted pursuant to subsection 251(c) and section 228 of the General Corporation Law of Delaware by the unanimous written consent of the stockholder holding all of the issued and outstanding shares having voting power.

WITNESS my hand on this 20 day of December, 2017.



Richard S. Pietch
Senior Vice President – General Counsel and Secretary