

10-08-1998

FORM PTO-1594
Rev. 6-93)

REC



HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

9-15-98
JMB No. 0651-0011 (exp. 4/94)

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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

HERMAN MILLER, INC.,
a Delaware corporation,

Individual(s)

General Partnership

Corporation-State

Other

Assoc

Limit

09-18-1998

U.S. Patent & TMO/TM Mail Rcpt Dt. 26

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment

Security Agreement

Other

Merger

Change of Name

Execution Date: September 17, 1981

2. Name and address of receiving party(ies)

Name: HERMAN MILLER MICHIGAN, INC.

Address:

Address: 855 East Main

Zeeland State: MI ZIP: 49464

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Michigan

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,187,673

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Douglas H. Siegel

Formal Address: PRICE, HENEVELD, COOPER,

DeWITT & LITTON

Street Address: 695 Kenmoor, S.E.

P.O. Box 2567

City: Grand Rapids State: MI ZIP: 49501

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

16-2463

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Douglas H. Siegel (34251)

Name of Person Signing

Douglas H. Siegel
Signature

9-13-98

Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

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FILED

09-18-1998

SEP 30 1981

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U.S. Patent & TMOfc/TM Mail Rcpt Dt. 26

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

Michael Keaton
SECRETARY OF STATE

Herman Miller, Inc., a Delaware corporation
(name of parent)

INTO

Herman Miller Michigan, Inc., a Michigan corporation (survivor)

* * * * *

Herman Miller, Inc.
(name of parent)

a corporation organized and existing under the laws of Delaware,
DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 16th day of February, 1970, pursuant to the Delaware General Corporation Law of the State of Delaware, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding shares (of each class) of the stock of Herman Miller Michigan, Inc., a corporation incorporated on the 21st day of July, 1981, pursuant to the Michigan Business Corporation Act of the State of Michigan.

THIRD: That the directors of Herman Miller, Inc., a Delaware corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on July 21, 1981, determined to merge itself into Herman Miller, Michigan, Inc.

RESOLVED, that Herman Miller, Inc. merge itself into Herman Miller Michigan, Inc., which shall assume all of the obligations of Herman Miller, Inc.;

FURTHER RESOLVED, that the merger shall become effective on September 30, 1981, or at such later date as may be required to accomplish all requisite filing and recording of documents in the doing of such acts and things, as shall be required to accomplish the merger under the provisions of the applicable statutes of the States of Delaware and Michigan;

FURTHER RESOLVED, that the terms and conditions of the merger are as provided in the Agreement and Plan of Merger which is attached hereto as Exhibit A and incorporated by reference and which is hereby adopted and approved;

FURTHER RESOLVED, that the proposed merger shall be submitted to the stockholders of Herman Miller, Inc., at a meeting of such stockholders duly called and held after twenty days' notice of the purpose thereof mailed to the address of each such stockholder as it appears on the records of Herman Miller, Inc.; and upon receiving the affirmative vote of the holders of at least a majority of the outstanding stock entitled to vote thereon of Herman Miller, Inc., the merger shall be approved;

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a

Certificate of Ownership and Merger setting forth a copy of the resolutions to merge itself into said Herman Miller Michigan, Inc., and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy recorded in the Office of the Recorder of Deeds of Kent County, and to file an appropriate Certificate of Merger with the Administrator of the Department of Commerce of the State of Michigan, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: That the merger has been approved by the holders of at least a majority of the outstanding stock entitled to vote thereon of Herman Miller, Inc., at a meeting duly called and held.

FIFTH: That Herman Miller Michigan, Inc., survives the merger under the name Herman Miller, Inc., and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Herman Miller, Inc., a Delaware corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code of 1953, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any suit

or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Mr. James A. Von Ins, Herman Miller, Inc., 8500 Byron Road, Zeeland, Michigan 49464, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to Herman Miller, Inc., the surviving Michigan corporation, at the above address.

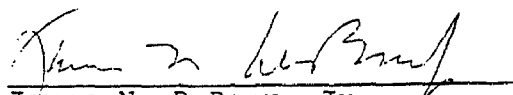
SIXTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be terminated and abandoned by the Board of Directors of Herman Miller, Inc., or Herman Miller Michigan, Inc., at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, Herman Miller, Inc., a Delaware corporation, has caused this certificate to be signed by Max O. DePree, its Chairman of the Board and Chief Executive Officer, and attested by James N. DeBoer, Jr., its Secretary, this 17th day of September, 1981.

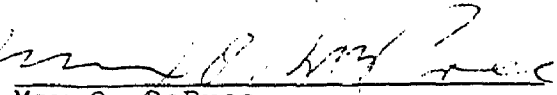
ATTEST

HERMAN MILLER, INC.

By


James N. DeBoer, Jr.
Secretary

By


Max O. DePree
Chairman of the Board and
Chief Executive Officer