

05-10-2000

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



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MKD RECC 4-17-00

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

1. Name of conveying party(ies): Atlas Roll-Lite Door Corporation

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State (Delaware)
Other

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

2. Name and address of receiving party(ies) Name: Clopay Building Products Company, Inc

Internal Address:
Street Address: 312 Walnut Street Suite 1600
City: Cincinnati State: OH ZIP: 45202

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Delaware
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other

Execution Date: January 20, 1999

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

A. Trademark Application No.(s) B. Trademark Registration No.(s)
1,881,831 1,604,447
1,790,942 1,212,134

Additional numbers attached? Yes No

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

Name: Wood, Herron & Evans, L.L.P.

Internal Address:

Street Address: 2700 Carew Tower 441 Vine Street

City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$ 115.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number: 23-3000

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

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02 FC:482 75.00 OP

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.

David J. Josephic
Name of Person Signing

Signature

April 7, 2000 Date

Total number of pages including cover sheet, attachments, and document: 9

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

TRADEMARK REEL: 002069 FRAME: 0173

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ATLAS ROLL-LITE DOOR CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "CLOPAY BUILDING PRODUCTS COMPANY, INC." UNDER THE NAME OF "CLOPAY BUILDING PRODUCTS COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF JANUARY, A.D. 1999, AT 3:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9537963

DATE: 01-25-99

TRADEMARK  
REEL: 002069 FRAME: 0174

**CERTIFICATE OF MERGER**

-of-

**ATLAS ROLL-LITE DOOR CORPORATION**  
(A Delaware corporation)

into

**CLOPAY BUILDING PRODUCTS COMPANY, INC.**  
(A Delaware corporation)

\*\*\*\*\*

The undersigned corporation organized and existing under and by virtue of the  
General Corporation Law of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent  
corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
ATLAS ROLL-LITE DOOR CORPORATION	Delaware
CLOPAY BUILDING PRODUCTS COMPANY, INC.	Delaware

**SECOND:** That an agreement of merger between the parties to the merger has  
been approved, adopted, certified, executed and acknowledged by each of the constituent  
corporations in accordance with the requirements of Section 251 of the General Corporation Law  
of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is: **CLOPAY  
BUILDING PRODUCTS COMPANY, INC.,** a Delaware corporation.

**FOURTH:** That the Certificate of Incorporation of CLOPAY BUILDING PRODUCTS COMPANY, INC., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

**FIFTH:** That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is: c/o Griffon Corporation, 100 Jericho Quadrangle, Suite 224, Jericho, New York 11753.

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

Dated: January 20, 1999

**CLOPAY BUILDING PRODUCTS  
COMPANY, INC.**

By: 

Robert Balemian  
Vice President

**PLAN AND AGREEMENT OF MERGER**

PLAN AND AGREEMENT OF MERGER (the "Agreement") dated as of January 20, 1999 by and between CLOPAY BUILDING PRODUCTS COMPANY, INC., a corporation organized and existing under the laws of the State of Delaware and a wholly-owned subsidiary of Clopay Corporation ("Clopay Building"), and ATLAS ROLL-LITE DOOR CORPORATION, a corporation organized and existing under the laws of the State of Delaware and a wholly-owned subsidiary of Clopay Building Products Company, Inc. ("Atlas Roll-Lite").

WHEREAS, Clopay Building and Atlas Roll-Lite deem it to their benefit and advantage that Atlas Roll-Lite merge with and into Clopay Building and that Clopay Building shall continue as the surviving corporation in such merger, upon the terms and subject to the conditions set forth in the Agreement and in accordance with the laws of the State of Delaware; and

WHEREAS, the Boards of Directors of Clopay Building and Atlas Roll-Lite have, by resolutions duly adopted, approved this Agreement;

NOW, THEREFORE, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1 Merger. Subject to the terms and conditions of the Agreement, Atlas Roll-Lite shall be merged (the "Merger") with and into Clopay Building in accordance with the General Corporation Law of the State of Delaware (the "DGCL"), the separate existence of Atlas Roll-Lite shall cease, and Clopay Building shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Delaware. Clopay Building shall succeed, insofar as permitted by law, to all the rights, powers, assets, qualifications, limitations and liabilities of Atlas Roll-Lite.

1.2 Effective Time of the Merger. The Merger shall become effective as of the date and time (the "Effective Date") an appropriate certificate of merger is filed with the Secretary of State of Delaware in accordance with the DGCL.

ARTICLE II

NAME, CERTIFICATE OF INCORPORATION,  
BY-LAWS, DIRECTORS AND OFFICERS  
OF THE SURVIVING CORPORATION

2.1 Name of Surviving Corporation. On and after the Effective Date, the name of the Surviving Corporation shall be CLOPAY BUILDING PRODUCTS COMPANY, INC.

2.2 Certificate of Incorporation. The certificate of incorporation of Clopay Building on the Effective Date shall continue to be the certificate of incorporation of the Surviving Corporation. There is hereby reserved to Clopay Building the right from and after the Effective Date, to amend, alter or modify its certificate of incorporation and to add thereto or insert therein additional provisions authorized by such certificate of incorporation and the laws of the State of Delaware which at that time shall be in force, in the manner now or hereafter prescribed or permitted by applicable law. All rights, powers and privileges conferred by such certificate of Incorporation or this Agreement upon any stockholder of Clopay Building or any other person are granted and shall be held and enjoyed subject to such reserved right.

2.3 By-Laws. The by-laws of Clopay Building in effect on the Effective Date shall continue to be the by-laws of the Surviving Corporation after the Effective Date until amended or repealed as provided in the certificate of incorporation and by-laws of Clopay Building or by applicable law.

2.4 Directors and Officers. The directors and officers of Clopay Building on the Effective Date shall continue to be the directors and officers, respectively, of the Surviving Corporation after the Effective Date until expiration of their current terms as such, or prior resignation, removal or death, subject to the certificate of incorporation and by-laws of the Surviving Corporation and applicable law.

ARTICLE III

CANCELLATION OF STOCK;  
STOCK OF SURVIVING CORPORATION

3.1 Cancellation. On the Effective Date, each share of Atlas Roll-Lite Common Stock issued and outstanding or held in the Treasury of Atlas Roll-Lite immediately prior to the Effective Date shall be canceled.

3.2 Common Stock of Clopay Building to Continue. Each share of Clopay Building Common Stock issued and outstanding immediately prior to the Effective Date shall continue to be the issued and outstanding capital stock of the Surviving Corporation.

ARTICLE IV

STOCKHOLDER APPROVAL

4.1 Stockholder Approval. The Agreement and the Merger shall be submitted for approval to the respective sole stockholders of Atlas Roll-Lite and Clopay Building.

ARTICLE IV

GENERAL

5.1 Termination and Abandonment. At any time prior to the Effective Date, the Agreement may be terminated and the Merger abandoned by the Board of Directors of either Atlas Roll-Lite or Clopay Building, notwithstanding approval of the Agreement by the respective sole stockholders of the corporations.

5.2 Amendment. The Agreement may be amended at any time prior to the Effective Date with the mutual consent of the Boards of Directors of Atlas Roll-Lite and Clopay Building, provided, however, that the Agreement may not be amended after it has been adopted by the stockholder of Atlas Roll-Lite and Clopay Building in any manner which, in the judgment of the Boards of Directors of Atlas Roll-Lite or Clopay Building, would have a material adverse effect on the rights of such stockholder or in any manner not permitted under the applicable law.

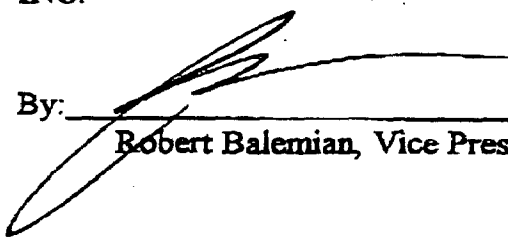
5.3 Headings. The headings set forth herein are inserted for convenience of reference only and are not intended to be part of, or to affect the meaning or interpretation of, the Agreement.

5.4 Counterparts. To facilitate the filing and effectiveness of the Agreement, any number of counterparts of the Agreement may be executed, each of which shall constitute an original instrument, and all of which, when taken together, shall constitute one and the same instrument.

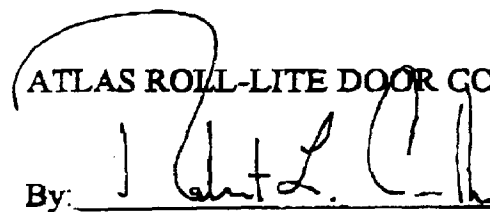
5.5 Governing Law. The Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.


IN WITNESS WHEREOF, each of the parties to the Agreement has caused the Agreement to be executed on its behalf and attested by its officers hereunto duly authorized, all as of the day and year first above written.

CLOPAY BUILDING PRODUCTS COMPANY, INC.

By:   
Robert Balemian, Vice President

ATTEST:   
Edward I. Kramer, Assistant Secretary

ATLAS ROLL-LITE DOOR CORPORATION  
By:   
Robert L. Caulk, President

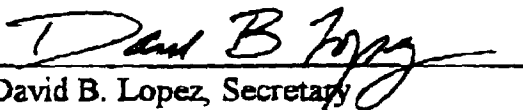
ATTEST:   
David B. Lopez, Secretary



### CERTIFICATES

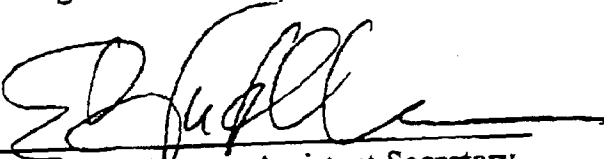
The undersigned, Secretary of Atlas Roll-Lite Door Corporation, a Delaware corporation, hereby certifies, pursuant to Section 251 of the General Corporation Law of the State of Delaware, that the foregoing Plan and Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of Atlas Roll-Lite Door Corporation by its President and attested to by its Secretary, was duly submitted to the sole stockholder of Atlas Roll-Lite Door Corporation, and said Plan and Agreement of Merger was adopted by the sole stockholder of Atlas Roll-Lite Door Corporation by written consent in accordance with the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 20th day of January, 1999.

  
David B. Lopez, Secretary

The undersigned, Assistant Secretary of Clopay Building Products Company, Inc., a Delaware corporation, hereby certifies, pursuant to Section 251 of the General Corporation Law of the State of Delaware, that the foregoing Plan and Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of Clopay Building Products Company, Inc. by its Vice President and attested to by its Assistant Secretary, was duly submitted to the sole stockholder of Clopay Building Products Company, Inc., and said Plan and Agreement of Merger was adopted by the sole stockholder of Clopay Building Products Company, Inc. by written consent in accordance with the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 20th day of January, 1999.

  
Edward I. Kramer, Assistant Secretary