

Electronic Version v1.1  
Stylesheet Version v1.1

10-16-2003



102556504

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ransburg Corporation		11/12/1997	CORPORATION: INDIANA

RECEIVING PARTY DATA

Name:	Illinois Tool Works Inc.
Street Address:	3600 West Lake Avenue
City:	Glenview
State/Country:	ILLINOIS
Postal Code:	60025
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number
Registration Number:	1281965
Registration Number:	0855467
Registration Number:	0861309
Registration Number:	0845810
Registration Number:	1257257

CORRESPONDENCE DATA

Fax Number: (312)616-5700  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 312-616-5600  
Email: trademark@leydig.com  
Correspondent Name: Leydig Voit & Mayer, Ltd.  
Address Line 1: 180 N. Stetson  
Address Line 2: Suite 4900  
Address Line 4: Chicago, ILLINOIS 60601-8780

ATTORNEY DOCKET NUMBER:

303600

NAME OF SUBMITTER:

Lynn A. Sullivan

RECEIVED TIME OCT. 6. 9:51AM

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REEL: 002731 FRAME: 0342

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Total Attachments: 8

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OPR/ASSIGNMENTS

State of Delaware

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"DRAW FORM, INC.", A MICHIGAN CORPORATION,  
"MEDALIST INDUSTRIES, INC.", A WISCONSIN CORPORATION,  
"MINIGRIP INC.", A DELAWARE CORPORATION,  
"ORGAPACK, INC.", A CONNECTICUT CORPORATION,  
"RANSBURG CORPORATION", A INDIANA CORPORATION,  
"RICHMOND HOLDINGS, INC.", A DELAWARE CORPORATION,  
"VERSACHEM CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "ILLINOIS TOOL WORKS INC." UNDER THE NAME OF "ILLINOIS TOOL WORKS 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 DECEMBER, A.D. 1997, AT 2:30 O'CLOCK P.M.

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



  
Edward J. Freel, Secretary of State

0568702 8100M

971442908

AUTHENTICATION:

9831333

DATE:

12-23-97

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**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**DRAW FORM, INC.**  
**MEDALIST INDUSTRIES, INC.**  
**MINIGRIP INC.**  
**ORGAPACK, INC.**  
**RANSBURG CORPORATION**  
**RICHMOND HOLDINGS, INC.**  
**VERSACHEM CORPORATION**  
**INTO**  
**ILLINOIS TOOL WORKS INC.**

Illinois Tool Works Inc., a corporation organized and existing under the laws of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the 19th day of June 1961, pursuant to Delaware Corporation Law.

**SECOND:**

That this corporation owns all of the outstanding shares of the stock of Draw Form, Inc., a corporation incorporated on the 16<sup>th</sup> day of November 1977, pursuant to Business Corporation Act of the State of Michigan.

That this corporation owns all of the outstanding shares of the stock of Medalist Industries, Inc., a corporation incorporated on the 19<sup>th</sup> day of November 1954, pursuant to Wisconsin Business Corporation Law.

That this corporation owns all of the outstanding shares of the stock of Minigrip Inc. a corporation incorporated on the 12<sup>th</sup> day of July 1982, pursuant to Delaware Corporation Law.

That this corporation owns all of the outstanding shares of the stock of Orgapack, Inc., a corporation incorporated on the 1<sup>st</sup> day of April 1981, pursuant to the General Statutes of Connecticut.

That this corporation owns all of the outstanding shares of the stock of Ransburg Corporation, a corporation incorporated on the 2<sup>nd</sup> day of January 1948, pursuant to Indiana Business Corporation Law.

That this corporation owns all of the outstanding shares of the stock of Richmond Holdings, Inc., a corporation incorporated on the 27<sup>th</sup> day of September 1988, pursuant to Delaware Corporation Law.

That this corporation owns all of the outstanding shares of the stock of Versachem Corporation, a corporation incorporated on the 8<sup>th</sup> day of January 1997, pursuant to Delaware Corporation Law.

**THIRD:** That this corporation, by adopting the following action at a meeting of its Board of Directors dated August 2, 1996, determined to and did merge into itself its wholly owned subsidiaries, to become effective at the close of business on December 31, 1997.

**RESOLVED:** that management is hereby authorized, without further authorization by this Board, to take whatever action is necessary to merge into the Company subsidiaries directly or indirectly owned by the Company for the purpose of simplifying the Company's corporate structure;

**FURTHER RESOLVED:** that management is hereby authorized, without further authorization by this Board, to take whatever action is necessary to dissolve subsidiaries directly or indirectly owned by the Company for the purpose of simplifying the Company's corporate structure; and

**FURTHER RESOLVED:** that management is hereby authorized, without further authorization by this Board, to take whatever action is necessary to contribute shares of a subsidiary of the Company to a subsidiary directly or indirectly owned by the Company for the purpose of simplifying the Company's corporate structure.

**IN WITNESS WHEREOF,** said Illinois Tool Works Inc. has caused this Certificate to be signed by Michael J. Robinson, its Vice President & Treasurer this 12th day of November 1997.

**ILLINOIS TOOL WORKS INC.**

By: \_\_\_\_\_

  
Michael J. Robinson  
Vice President & Treasurer

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# ARTICLES OF MERGER

State Form 130 (R4/8-83)

State Board of Accounts Approved 1995

APPROVED  
AND  
FILED  
IND. SECRETARY OF STATE

SUE ANNE GILROY  
SECRETARY OF STATE  
CORPORATIONS DIVISION  
302 W. Washington Street, Rm. 5010  
Indianapolis, IN 46204  
Telephone: (317) 232-6578

Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$30.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.  
Present original and two (2) copies to address in upper right corner of this form.  
Please TYPE or PRINT.  
Upon completion of filing the Secretary of State will issue a receipt.

## ARTICLES OF MERGER / SHARE EXCHANGE OF RANSBURG CORPORATION

(hereinafter "the non-surviving corporation(s)")

## INTO ILLINOIS TOOL WORKS INC.

(hereinafter "the surviving corporation")

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CORPORATIONS DIV.  
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SUE ANNE GILROY

### ARTICLE I - SURVIVING CORPORATION

The name of the corporation surviving the merger is: ILLINOIS TOOL WORKS INC.  
and such name ☐ has ☒ has not (designate which) been changed as a result of the merger.

- a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on \_\_\_\_\_.
- b. The surviving corporation is a foreign corporation incorporated under the laws of the State of DELAWARE and  
☒ qualified ☐ not qualified (designate which) to do business in Indiana.  
If the surviving corporation is qualified to do business in Indiana, state the date of qualification: 07/12/79  
(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

### ARTICLE II - NONSURVIVING CORPORATION(S)

The name, state of incorporation, and date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation	
RANSBURG CORPORATION	
State of Domicile	Date of Incorporation or qualification in Indiana (if applicable)
INDIANA	01/02/48
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana (if applicable)
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana (if applicable)

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**ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)**

☒ Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

☐ Vote of shareholders.

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e., preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

**ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)**

☒ Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

☐ Vote of shareholders.

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e., preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

In Witness Whereof, the undersigned being the Senior Vice President & Secretary of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this 19th day of December 1997.

Signature [Signature] Printed name

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**AGREEMENT OF MERGER**

**MERGING**

**RANSBURG CORPORATION**  
**An Indiana Corporation**

**INTO**  
**ILLINOIS TOOL WORKS INC.**  
**A Delaware Corporation**

**AGREEMENT OF MERGER**, dated this 12th day of November 1997, made by and between Ransburg Corporation, a corporation organized and existing under the laws of the State of Indiana, and Illinois Tool Works Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware.

**WITNESSETH that:**

**WHEREAS**, the board of directors of each of said corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished and in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders and shareholders that Ransburg Corporation be merged into Illinois Tool Works Inc. and

**WHEREAS**, the provisions of Section 253 of the Delaware Corporation Law and Section 23-1-40-4 of the Indiana Business Corporation Law, authorizes parent-subsidary mergers of corporations into a single corporation,

**NOW, THEREFORE**, the corporations, parties to this agreement, have agreed and do hereby agree as follows:

**FIRST:** Ransburg Corporation, organized and existing under the laws of the State of Indiana, shall be and hereby is merged into Illinois Tool Works Inc., organized and existing under the laws of the State of Delaware, and said Illinois Tool Works Inc. hereby merges into itself said Ransburg Corporation (hereinafter in this agreement referred to as the "disappearing corporation"); said Illinois Tool Works Inc. shall be the continuing and surviving corporation (hereinafter in this agreement referred to as the "surviving corporation") and shall be governed by Delaware Corporation Law.

**SECOND:** The manner of converting the outstanding shares of capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:



(a) Each share of common stock of the Disappearing Corporation which shall be outstanding on the effective date of this merger, shall be canceled and no longer outstanding.

(b) The shares of the Surviving Corporation outstanding on the effective date of this merger shall not be changed or converted as a result of this merger, but shall remain outstanding as shares of the Surviving Corporation.

**THIRD:** 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 of this merger 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 stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware and the Secretary of State of Indiana. However, for all accounting purposes, the effective date of the merger shall be as of the close of business on December 31, 1997.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, any and all insurance policies owned by or in which the Disappearing Corporation has any interest and other assets of every kind and description of the Disappearing Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Disappearing Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Disappearing Corporation respectively. The Disappearing 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 of the Disappearing Corporation acquired or to be acquired 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 Disappearing 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.

**FOURTH:** Anything herein or elsewhere to the contrary notwithstanding, this agreement may be abandoned by either party, by appropriate resolution of its Board of Directors at any time prior to the date of filing this Agreement or by mutual consent of the parties by appropriate resolution of their respective Boards of Directors, at any time prior to the effective date of this merger.

**FIFTH:** Upon the date when this agreement shall become effective, the separate existence of Ransburg Corporation shall cease and the said Ransburg Corporation shall be merged into the surviving corporation in accordance with this agreement of merger.

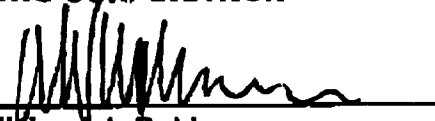
The surviving corporation shall be possessed of all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the constituent corporations, and all obligations belonging to or due to each of the constituent corporations, all of which shall be vested in the surviving corporation without further act or deed. Title to any real estate or any interest therein vested in any constituent corporation shall not revert or in any way be impaired by reason of such merger or consolidation;

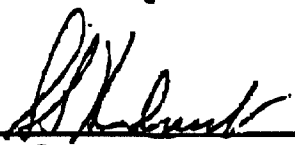
The surviving corporation shall be liable for all the obligations of each constituent corporation, including liability to dissenting shareholders;

All the rights of creditors of each constituent corporation are preserved unimpaired, and all liens upon the property of any constituent corporation are preserved unimpaired, on only the property affected by such liens immediately prior to the effective date of the merger or consolidation.

IN WITNESS WHEREOF, the parties to this agreement have caused this agreement to be executed by the Vice President and Secretary of each of the corporations, by authority of the directors of each corporation, as the respective agreement of each of said corporations, on this 12th day of November 1997.

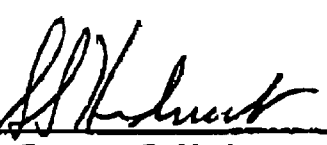
**RANSBURG CORPORATION**

By:   
Michael J. Robinson  
Vice President & Treasurer

By:   
Stewart S. Hudnut  
Vice President & Secretary

**ILLINOIS TOOL WORKS INC.**

By:   
Michael J. Robinson  
Vice President & Treasurer

By:   
Stewart S. Hudnut  
Sr. Vice President & Secretary

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RECORDED: 09/15/2003

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