

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM336029

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/01/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Hotronic USA, Inc.		07/01/2014	CORPORATION: VERMONT
RECEIVING PARTY DATA			
Name:	Wintersteiger, Inc.		
Street Address:	4705 W. Amelia Earhart Drive		
City:	Salt Lake City		
State/Country:	UTAH		
Postal Code:	84116-2876		
Entity Type:	CORPORATION: UTAH		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3022807	HOTRONIC	
Registration Number:	2023901	SNAP DRY	
Registration Number:	1658141	HOTRONIC	
CORRESPONDENCE DATA			
Fax Number:	7032436410		
<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:	703-465-5356		
Email:	major@mwzb.com, docketing@mwzb.com		
Correspondent Name:	Scott J. Major		
Address Line 1:	2200 Clarendon Blvd., 14th Floor		
Address Line 4:	Arlington, VIRGINIA 22201		
ATTORNEY DOCKET NUMBER:	HULE-12-T		
NAME OF SUBMITTER:	Scott J. Major		
SIGNATURE:	/Scott J. Major/		
DATE SIGNED:	03/24/2015		
Total Attachments: 7			
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STATE OF VERMONT

OFFICE OF SECRETARY OF STATE

I, James C. Condos, Vermont Secretary of State, do hereby certify that according to the records of this office

HOTRONIC USA, INC.
a VERMONT company

merged into

WINTERSTEIGER, INC.
a UTAH company

effective in this office on July 21, 2014
The name of the surviving company is

WINTERSTEIGER, INC.
a UTAH company

July 24, 2014

Given under my hand and the seal
/ Of the State of Vermont, at
Montpelier, the State Capital

James C. Condos

James C. Condos
Secretary of State



TRADEMARK

REEL: 005485 FRAME: 0501

ARTICLES OF MERGER

OF

HOTRONIC USA, INC.

a corporation organized under the laws of the State of Vermont

WITH AND INTO

WINTERSTEIGER, INC.

a corporation organized under the laws of the State of Utah

Pursuant to the provisions of Section 16-10a-1105 of the Utah Revised Business Corporation Act (the "Utah Act") and Section 11.05 of the Vermont Business Corporation Act (the "Vermont Act"), Wintersteiger, Inc., a Utah corporation ("Wintersteiger"), hereby executes the following Articles of Merger with respect to the merger of Hotronic USA, Inc., a Vermont corporation ("Hotronic") with and into Wintersteiger:

1. Attached hereto as Exhibit A, and incorporated herein by this reference, is the Agreement and Plan of Merger dated July 1, 2014 (the "Plan of Merger"), which sets forth the terms of the merger of Hotronic with and into Wintersteiger.

2. The designation of the sole voting group of Hotronic that was eligible to vote on the Plan of Merger was Common Stock. The number of outstanding shares of Common Stock of Hotronic and the number of votes entitled to be cast by the holders of such shares July 1, 2014 was 10,000. The number of votes of the Hotronic Common Stock cast for the Plan of Merger was 10,000. No votes of the Hotronic Common Stock voting group were cast against the Plan of Merger. The number of votes cast in favor of the Plan of Merger by each voting group entitled to vote separately on the Plan of Merger was sufficient for approval by that voting group.

3. The designation of the voting group of Wintersteiger that was eligible to vote on the Plan of Merger was Common Stock. The number of outstanding shares of Common Stock of Wintersteiger and the number of votes entitled to be cast by the holders of such shares as of July 1, 2014, was 50,000. The number of votes of the Wintersteiger Common Stock voting group cast for the Plan of Merger was 50,000. No votes of the Wintersteiger Common Stock voting group were cast against the Plan of Merger. The number of votes cast in favor of the Plan of Merger by each voting group entitled to vote separately was sufficient for approval by that voting group.

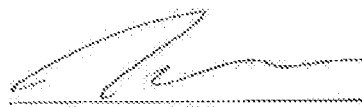
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2014 JUL 21 AM 8:30
SECRETARY OF STATE
CORPORATIONS

In witness whereof, the undersigned has executed these Articles of Merger on behalf of Wintersteiger, Inc. on July 1, 2014

Wintersteiger, Inc.
a Utah corporation

By:



Fritz Hoeckner
President

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EXHIBIT A
TO
ARTICLES OF MERGER

Plan of Merger

[see attached]

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of the 1st day of July 2014 by and between Hotronic USA, Inc., a Vermont corporation ("Hotronic"), and Wintersteiger, Inc., a Utah corporation ("Wintersteiger").

RECITALS

A. Hotronic is a corporation duly organized, validly existing and in good standing under the laws of the State of Vermont.

B. Wintersteiger is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Utah.

C. Wintersteiger AG owns all of the issued and outstanding capital stock of both Hotronic and Wintersteiger.

D. The directors and shareholders of Hotronic and Wintersteiger deem it advisable for good and valid business reasons and for the mutual benefit of Hotronic and Wintersteiger that Hotronic be merged with and into Wintersteiger (the "Merger") upon the terms and subject to the conditions set forth herein and in accordance with the Utah Revised Business Corporation Act (as amended, the "Utah Act") and the Vermont Business Corporation Act (as amended, the "Vermont Act").

E. The shareholders and directors of Hotronic and Wintersteiger have approved the Merger upon the terms and conditions set forth herein and in accordance with the Utah Act and the Vermont Act.

F. It is the intention of the parties hereto that for United States federal income tax purposes the Merger be treated as a reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing promises and the mutual covenants contained herein, the parties hereto agree as follows:

1. The Merger. At the Effective Time (as hereinafter defined), in accordance with the Utah Act and the Vermont Act, Hotronic shall be merged with and into Wintersteiger, the separate existence of Hotronic shall cease, and Wintersteiger shall continue as the surviving corporation (Wintersteiger, in its capacity as the corporation surviving the Merger, is sometimes referred to herein as the "Surviving Corporation").

2. Effective Time. The Merger shall become effective at 12:01 a.m. on the date (a) Articles of Merger under the Utah Act have been filed with the Utah Division of Corporations and Commercial Code and (b) Articles of Merger under the Vermont Act have been filed with the Vermont Secretary of State (such time is sometimes referred to herein as the "Effective Time").

3. Effect of the Merger. At the Effective Time, the Merger shall have the effect provided for in Section 16-10a-1106 of the Utah Act and Section 11.06 of the Vermont Act.

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4. Articles of Incorporation and Bylaws: Directors and Officers.

(a) The Articles of Incorporation and Bylaws of Wintersteiger, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation at the Effective Time and shall thereafter continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation until amended as provided therein and under applicable law.

(b) The officers and directors of Wintersteiger at the Effective Time shall continue as the officers and directors of the Surviving Corporation until the first to occur of their death, resignation, removal or the election and qualification of their successors.

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any further action on the part of Hotronic, Wintersteiger or their shareholders, each share of common stock of Hotronic issued and outstanding immediately prior to the Effective Time will be automatically converted into one share of common stock of Wintersteiger.

6. Termination or Abandonment. This Agreement may be terminated and the Merger abandoned prior to the filing of articles of merger as provided in the Utah Act or Vermont Act.

7. Other Provisions.

(a) Governing Law. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Utah, without regard to its principles of conflicts of laws.

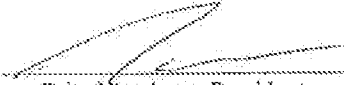
(b) Counterparts. This Agreement may be executed by facsimile or electronic mail, with originals to follow, and in one or more counterparts, all of which together shall constitute one and the same agreement.

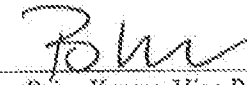
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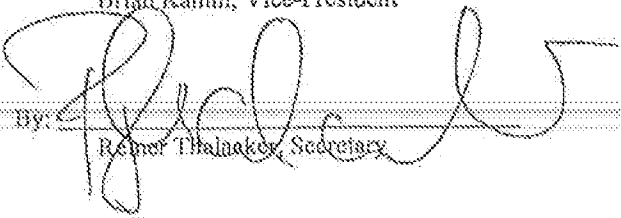
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IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger by their duly authorized officers as of the date first above written.

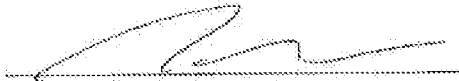
Hotronic USA, Inc.

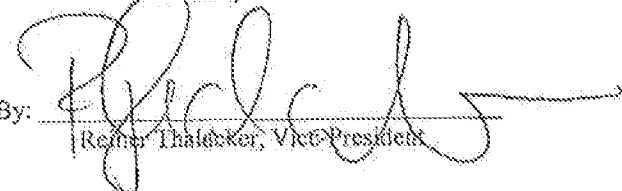
By: 
Fritz Hoeckner, President


By: 
Brian Kamn, Vice-President

By: 
Reiner Thaldacker, Secretary

Wintersteiger, Inc.

By: 
Fritz Hoeckner, President

By: 
Reiner Thaldacker, Vice-President

By: 
Brian Kamn, Secretary

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