

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM851751

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Articles of Domestication and Change of Name		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FoamPartner Americas, Inc.		07/20/2023	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Carpenter Americas, Inc.		
Street Address:	5016 Monument Ave		
City:	Richmond		
State/Country:	VIRGINIA		
Postal Code:	23230		
Entity Type:	Corporation: VIRGINIA		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	1583686	HYDRA	
Registration Number:	1862546	HYDRA THE PROFESSIONAL CHOICE	
Registration Number:	3831687	HYDRA THE PROFESSIONAL CHOICE	
Registration Number:	1320779	HYDRA-MOTIVE	
Registration Number:	2163920	HYDRA-WIPE	
Registration Number:	1422867	SWISS-TEX	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	smartinez@mcguirewoods.com		
Correspondent Name:	Stephanie Martinez		
Address Line 1:	800 E Canal Street		
Address Line 4:	Richmond, VIRGINIA 23219		
NAME OF SUBMITTER:	Stephanie Martinez		
SIGNATURE:	/Stephanie Martinez/		
DATE SIGNED:	11/07/2023		
Total Attachments: 9			
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**ARTICLES OF DOMESTICATION
AND PLAN OF DOMESTICATION
OF
FOAMPARTNER AMERICAS, INC.**

The undersigned, on behalf of the Delaware stock corporation set forth below, pursuant to Title 13.1, Chapter 9, Article 12.1 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to the filing of these Articles of Domestication is FoamPartner Americas, Inc. (a Delaware corporation). Upon the filing of these Articles of Domestication, the name of the corporation (the "**Corporation**") shall be Carpenter Americas, Inc. (a Virginia corporation).

2. The Corporation was originally organized under the laws of the State of Delaware on March 22, 2019.

3. The Plan of Domestication, pursuant to Section 13.1-722.2 of the Code of Virginia is set forth as follows:

A. The Corporation is presently domesticated in the State of Delaware.

B. The jurisdiction in which the Corporation is to be domesticated is the Commonwealth of Virginia and its name shall be changed to "Carpenter Americas, Inc." (the "**Resulting Corporation**").


C. The shares and ownership of the Corporation shall not change or otherwise convert into any other form of ownership as a result of the domestication of the Corporation in Virginia. Any outstanding certificates representing shares of the Corporation shall be cancelled and new certificates shall be issued which are identical in every respect to the cancelled certificates except with regard to the state of incorporation and the name of the Resulting Corporation.

D. The full text of the Amended and Restated Articles of Incorporation that will be in effect for the Resulting Corporation immediately after consummation of the domestication is attached hereto as Exhibit A.

E. This Plan of Domestication, and the domestication provided for herein, shall become effective upon the filing of the Articles of Domestication of the Corporation with the Virginia State Corporation Commission (the "**VA SCC**") and the issuance by the VA SCC of a Certificate of Domestication (the "**Effective Time**"). Upon issuance of the Certificate of Domestication by the VA SCC, the Corporation shall file a Certificate of Conversion from a Delaware Corporation to a Non-Delaware Entity Pursuant to Section 266 of the Delaware General Corporation Law (the "**DGCL**") with the Delaware Secretary of State and shall also file its final 2023 Delaware Annual Franchise Tax Report and pay all related fees thereto.

4. The domestication is permitted by the laws of the jurisdiction in which the Corporation is organized immediately prior to the filing of these Articles of Domestication, and the Corporation has complied with those laws in effecting the domestication.

Executed in the name of the Corporation by:



Bradford Beauchamp, CEO

July 20, 2023

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARPENTER AMERICAS, INC.**

ARTICLE I - NAME

The name of the corporation is Carpenter Americas, Inc. (the “**Corporation**”). The Corporation was previously incorporated under the laws of the State of Delaware on March 22, 2019 under the legal name “FoamPartner Americas, Inc.”. The Corporation was domesticated in the Commonwealth of Virginia on July 26, 2023.

ARTICLE II - PURPOSE

The purpose for which the Corporation is formed is to engage in any or all lawful business not required to be specifically stated in these Amended and Restated Articles of Incorporation for which corporations may be incorporated under the Virginia Stock Corporation Act (the “**VSCA**”), as amended from time to time.

ARTICLE III - DIRECTORS

The number of directors on the board of directors of the Corporation shall be as set forth in the bylaws of the Corporation. The initial directors of the Corporation immediately following its domestication in Virginia are as follows:

Bradford Beauchamp	5016 Monument Avenue Richmond, VA 23230
Peter P. Muniz	5016 Monument Avenue Richmond, VA 23230
Herbert A. Claiborne, III	5016 Monument Avenue Richmond, VA 23230

ARTICLE IV – AUTHORIZED SHARES

The Corporation shall have authority to issue 10,000 Common Shares, having a par value of \$0.00001 per share (the “**Common Shares**”). No holder of outstanding shares shall have any preemptive right with respect to: (a) any shares of any class of the Corporation, whether now or hereafter authorized; (b) any warrants, rights, or options to purchase any such shares; or (c) any obligations convertible into any such shares or into warrants, rights, or options to purchase any such shares. The holders of the Common Shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon the liquidation of the Corporation, its dissolution, or the winding up of its affairs.

ARTICLE V – REGISTERED OFFICE AND AGENT

The registered office of the Corporation is located in the County of Henrico, Virginia at 5016 Monument Avenue, Richmond, Virginia 23230, The registered agent of the Corporation is Bradford Beauchamp, whose business address is identical with the registered office address and who is a resident of the Commonwealth of Virginia and an officer and director of the Corporation.

ARTICLE VI – INDEMNIFICATION AND LIMIT IN LIABILITY

6.1 Limit on Liability. To the maximum extent that the VSCA, as it exists on the date hereof or as hereafter amended, permits elimination of, or limitations upon, the liability of an officer or director of a corporation, the officers and directors of the Corporation shall have no liability or limited liability, to the Corporation and its shareholders.

6.2 Indemnification, Advancement of Expenses and Related Matters.

(a) The Corporation, in accordance with the mandatory indemnification provisions of the VSCA, shall indemnify a director who entirely prevails in the defense of any proceeding to which he was a party because he is or was a director of the Corporation against reasonable expenses incurred by him in connection with the proceeding. An officer of the Corporation shall be entitled to such mandatory indemnification to the same extent as a director.

(b) In addition to any mandatory indemnification, the Corporation shall provide the maximum indemnification permitted by law to any director, officer, employee or agent of the Corporation in connection with any proceeding (including any proceeding by or in the right of the Corporation) that is brought against such person and that is based on the actions taken or not taken by such person on behalf of the Corporation, or on the status of such person as a director, officer, employee or agent of the Corporation, except to the extent that such person has engaged in (i) willful misconduct, or (ii) a knowing violation of the criminal law.

(c) No provision of this Article shall be deemed to prevent, deny or limit (i) the indemnification or insurance permitted under applicable law to the directors, officers, employees, or agents of the Corporation, or (ii) the authority of the Corporation under applicable law to advance, reimburse or pay expenses for the benefit of any director, officer, employee, or agent.

(d) The determination of whether the Corporation is required or permitted, in a particular case, to indemnify a director, officer, employee or agent (or to provide such person with related advances, reimbursements or other payments of expenses) shall be conducted in accordance with Section 13.1-701 of the Virginia Stock Corporation Act, or any successor provision.

{Next Page is Signature Page}

Dated: July 20, 2023

By: 
Herbert A. Claiborne, III, Incorporator

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, JULY 26, 2023

The State Corporation Commission has found the accompanying articles of domestication submitted on behalf of

FoamPartner Americas, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF DOMESTICATION

be issued and admitted to record with the articles of domestication and articles of incorporation in the Office of the Clerk of the Commission, effective July 26, 2023.

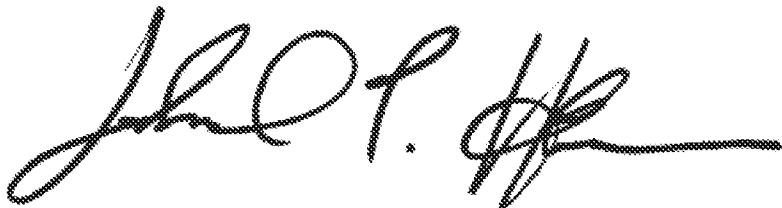
When the certificate becomes effective, FoamPartner Americas, Inc. is deemed to be a stock corporation under the laws of this Commonwealth with the name

Carpenter Americas, Inc.

The stock corporation is granted the authority conferred on it by law in accordance with its articles of incorporation, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read 'J. T. Hudson', followed by a horizontal line extending to the right.

Jehmal T. Hudson
Commissioner



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

August 2, 2023

Janis A. Paiva
c/o McGuireWoods LLP
800 E. Canal Street
Richmond, VA, 23219

RECEIPT

RE: Carpenter Americas, Inc.
ID: 11572901
WORK ORDER NO: 202308024081196

Dear Customer:

This is your receipt for \$6.00 to cover the fee for requesting copies with this office.

If you have any questions, please call (804) 371-9733 or toll-free 1-866-722-2551.

Sincerely,

Bernard J. Logan
Clerk of the Commission

Delivery Method: Email

Commonwealth of Virginia

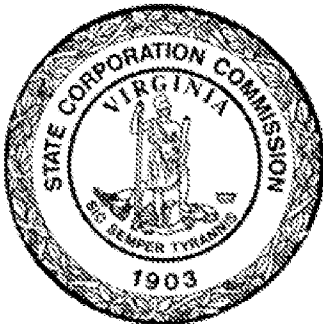


State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all business entity documents on file in the Clerk's Office of the Commission relating to Carpenter Americas, Inc..

Nothing more is hereby certified.



Signed and Sealed at Richmond on this Date:

August 2, 2023

A handwritten signature in cursive script, appearing to read "Bernard J. Logan".

Bernard J. Logan, Clerk of the Commission