

07-21-1999

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

JUL - 7 1999

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

## 1. Name of conveying party(ies):

AC&amp;R Components, Inc.

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

## 3. Nature of conveyance:

- ☐ Assignment ☒ Merger  
☐ Security Agreement ☐ Change of Name  
☐ Other \_\_\_\_\_

Execution Date: 6/1/99

## 2. Name and address of receiving party(ies):

Name: Henry Valve Co.

Internal Address: \_\_\_\_\_

Street Address: 3215 North Avenue

City: Melrose Park State: IL ZIP: 60160

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

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

If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Patent Application No.(s)

B. Patent No.(s) 4428208  
334940  
5103648  
5271245  
5278426  
5404730  
5542499  
5685331Additional numbers attached? ☐ Yes ☒ No

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

Name: Tanya L. Curtis

Internal Address: KATTEN MUCHIN &amp; ZAVIS

Suite 1600

Street Address: 525 West Monroe Street

City: Chicago State: IL ZIP: 60661

## 6. Total number of applications and patents involved: 9

7. Total fee (37 CFR 3.41): \$ 360.00

☒ Enclosed☐ Authorized to be charged to deposit account

## 8. Deposit account number:

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

07/21/1999 DNGUYEN 00000099 4428208

DO NOT USE THIS SPACE

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360.00 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.

Deborah Wing

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet: 1

# State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF MERGER OF  
HENRY VALVE CO.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this 27TH  
day of MAY A.D. 1999 and of  
the Independence of the United States the two  
hundred and 23RD .



*Jesse White*

Secretary of State

Form **BCA-11.25**

(Rev. Jan. 1999)

**ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE**File # **1647-576-9**

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961  
<http://www.sos.state.il.us>

**SUBMIT IN DUPLICATE****FILED**

MAY 27 1999

JESSE WHITE  
SECRETARY OF STATE

PAID

JUN 01 1999

This space for use by  
Secretary of StateDate **5/27/99**  
Filing Fee \$ **100.00**Approved: **DO NOT SEND CASH!**

Remit payment in check or money  
order, payable to "Secretary of State."  
Filing Fee is \$100, but if merger or  
consolidation involves more than 2  
corporations, \$50 for each additional  
corporation.

1. Names of the corporations proposing to ~~consolidate~~<sup>merge</sup> ~~exchange shares~~, and the state or country of their incorporation:

| Name of Corporation   | State or Country<br>of Incorporation | Corporation<br>File Number |
|-----------------------|--------------------------------------|----------------------------|
| Henry Valve Co.       | Illinois                             | 1647-576-9                 |
| AC&R Components, Inc. | Illinois                             | 4999-988-7                 |
|                       |                                      |                            |
|                       |                                      |                            |

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~<sup>surviving</sup> corporation: Henry Valve Co.  
~~acquiring~~

(b) it shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~<sup>merger</sup> is as follows: SEE ATTACHED  
~~exchange~~

**EXPEDITED**

MAY 27 1999

SECRETARY OF STATE

- merger  
5. Plan of ~~consolidation~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the ~~exchange~~ state under which it is organized, and (b) as to each Illinois corporation, as follows:

*(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)*

*(Only "X" one box for each Illinois corporation)*

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

|  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
|  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

- a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

| Name of Corporation   | Total Number of Shares<br>Outstanding<br>of Each Class | Number of Shares of Each Class<br>Owned Immediately Prior to<br>Merger by the Parent Corporation |
|-----------------------|--|--|
| AC&R Components, Inc. | Common - 250   | Common - 250   |
|                       |  |  |
|                       |  |  |
|                       |  |  |
|                       |  |  |

- b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, \_\_\_\_\_.  
(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? ☐ Yes ☐ No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated June 1, 1999  
(Month & Day) (Year)

attested by Marion Kinsch  
(Signature of Secretary or Assistant Secretary)

Marion Kinsch - Secretary  
(Type or Print Name and Title)

Henry Valve Co.  
(Exact Name of Corporation)

by Robert G. Henry  
(Signature of President or Vice President)

Robert G. Henry - President  
(Type or Print Name and Title)

Dated June 1, 1999  
(Month & Day) (Year)

attested by Marion Kinsch  
(Signature of Secretary or Assistant Secretary)

Marion Kinsch - Secretary  
(Type or Print Name and Title)

AC&R Components, Inc.  
(Exact Name of Corporation)

by Robert G. Henry  
(Signature of President or Vice President)

Robert G. Henry - President  
(Type or Print Name and Title)

Dated \_\_\_\_\_, \_\_\_\_\_  
(Month & Day) (Year)

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)

\_\_\_\_\_  
(Type or Print Name and Title)

\_\_\_\_\_  
(Exact Name of Corporation)

by \_\_\_\_\_  
(Signature of President or Vice President)

\_\_\_\_\_  
(Type or Print Name and Title)

# **PLAN OF MERGER**

## **ARTICLE I** **PARTIES TO THE MERGER**

AC&R Components, Inc., an Illinois corporation (the “**Merging Subsidiary**”), and Henry Valve Co., an Illinois corporation (the “**Surviving Corporation**”) are the parties to the merger. The Surviving Corporation owns one hundred percent (100%) of the issued and outstanding shares of the Merging Subsidiary. The Surviving Corporation and the Merging Subsidiary are sometimes hereinafter referred to as constituent corporations (the “**Constituent Corporations**”).

## **ARTICLE II** **CONSTITUTION OF MERGER**

The Merging Subsidiary shall be merged with and into the Surviving Corporation pursuant to Section 11.30 of the Illinois Business Corporation Act of 1983, as amended (the “**Act**”).

## **ARTICLE III** **CORPORATE NAME**

Upon the Effective Time (hereinafter defined) of the merger and thereafter, the name of the Surviving Corporation shall be Henry Valve Co.

## **ARTICLE IV** **EFFECT OF MERGER**

Upon the merger becoming effective, (1) the Constituent Corporations shall be a single corporation; (2) the separate corporate existence of the Merging Subsidiary shall cease, except to the extent provided for by the laws of the State of Illinois in the case of a corporation after its merger into another corporation; (3) the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in the Surviving Corporation, without further act, deed or transfer; (4) the Surviving Corporation shall thenceforth be responsible for and subject to all of the debts, liabilities and obligations of each of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them; (5) any claim, existing action, or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment by the Surviving Corporation; (6) neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

**ARTICLE V**  
**MANNER AND BASIS OF CONVERTING SHARES**

Since all of the issued and outstanding shares of the Merging Subsidiary are owned by the Surviving Corporation, upon the Effective Time of the merger, the outstanding shares of the Merging Subsidiary shall be immediately canceled and shall cease to exist and the issued and outstanding shares of the Surviving Corporation shall remain in effect.

**ARTICLE VI**  
**ARTICLES AND BY-LAWS**

The Articles of Incorporation and the Bylaws of the Surviving Corporation, existing on the effective date of the merger, shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation.

**ARTICLE VII**  
**BASIS FOR TRANSFERRING ASSETS AND LIABILITIES**

The assets and liabilities of the Merging Subsidiary, at the effective date of the merger, shall be taken on the books of the Surviving Corporation at the amounts at which on such date they are carried on the books of the Merging Subsidiary.

**ARTICLE VIII**  
**FURTHER ASSURANCES**

If at any time the Surviving Corporation shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and deliver or cause to be executed and delivered all such proper assignments, conveyances and assurances in law, and do all things necessary or proper, to vest and perfect such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan of Merger.

**ARTICLE IX**  
**EFFECTIVE DATE**

The effective date of the merger shall be June 1, 1999, upon the issuance of a certificate of merger by the Secretary of State of the State of Illinois (the "Effective Time").

"Express Mail" mailing label number: EJ471586647US

Date of Deposit: July 7, 1999

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

July 7, 1999

Date

  
Deborah A. Wing



**KATTEN MUCHIN & ZAVIS**

525 WEST MONROE STREET • SUITE 1600

CHICAGO, ILLINOIS 60661-3693

TELEPHONE  
(312) 902-5200  
TELECOPIER  
(312) 902-1061

WRITER'S DIRECT DIAL NUMBER

07-07-1999

U.S. Patent & TMOtc/TM Mail RcptDt: #34

IN, D.C.

(312) 902-5408

July 7, 1999

**VIA EXPRESS MAIL**

Box ASSIGNMENT, FEE  
Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513

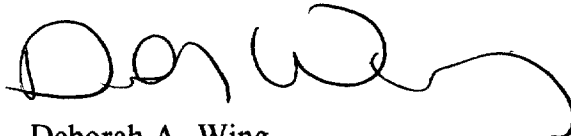
Re: Merger from AC & R Components to Henry Valve Co.

Dear Sir:

I am enclosing for your recordal, a copy of the Certificate of Merger reflecting the merger between AC & R Components and Henry Valve Co., whereunder all rights in and to the various patents listed in the attached schedule are transferred to Henry Valve Co. Please have the PTO's records reflect Henry Valve Co., as the new owner of the registrations, and inform me as soon as a reel/frame number has been assigned.

If you have any questions, please do not hesitate to contact me.

Respectfully submitted,



Deborah A. Wing  
Legal Assistant

DAW:clp:20600778

Enclosures

cc: Katherine Morgan, Esq.  
Tanya Curtis, Esq.