

02-04-2000

RECORDATION F

PATENT

MRD 1-11-00



RECEIVED

101257905

To the Honorable Commissioner of Patents and Trademarks: _____ or copy thereof.

1. Name of conveying party(ies)
Heatilator Inc.

JAN 11 AM 11:34

OPR/FINANCE

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

3. Nature of conveyance:

☐ Assignment☐ Merger☐ Security Agreement☒ Change of Name
(which is a part of the
Articles of Incorporation)☐ Other _____

Execution Date: 10/02/96

2. Name and address of receiving party(ies)

Name: Hearth Technologies Inc.

Internal Address: _____

Street Address: 414 East Third StreetCity: Muscatine State: IA ZIP: 52761Additional 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).

4,112,913 4,424,792 4,852,548

4,408,594 4,793,322 4,875,464

Additional numbers attached? ☐ Yes ☒ No

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

Name: Ronald A. SandlerInternal Address: JONES, DAY, REAVIS & POGUEStreet Address: 77 West Wacker DriveCity: Chicago State: Illinois ZIP: 60601-16926. Total number of applications and patents involved: 67. Total fee (37 CFR 3.41) \$ 240.00☒ Enclosed☒ Authorized to be charged to deposit account any
fees in excess of amount enclosed which may be
due herewith.

8. Deposit account number:

10-1202

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

02/02/2000 DNGUYEN 00000228 4112913

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240.00 DP

DO NOT USE THIS SPACE

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.*Christine Merrill

Name of Person Signing

Signature

January 4, 2000

Date

Total number of pages including cover sheet, attachments, and document: 16**CERTIFICATE OF MAILING:** I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE U.S. POSTAL SERVICE AS FIRST CLASS MAIL, POSTAGE PREPAID, IN AN ENVELOPE ADDRESSED TO: The Honorable Commissioner of Patents & Trademarks, Assignment Division, Box: Assignments, North Tower Building, Suite 10C35, Washington, D.C. 20231
ON: January 4, 2000

(Signature)

Christine Merrill

SS Doc. #1084155

PATENT
REEL: 010514 FRAME: 0358

ARTICLES OF AMENDMENT

OF

HEATILATOR INC.

18406

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 1002 or 1006 of the Iowa Business Corporation Act, the undersigned corporation adopts the following amendment to its Articles of Incorporation:

1. The name of the corporation is Heatilator Inc.
2. The following amendment to the Articles of Incorporation was adopted by the sole shareholder of the Corporation, in the manner prescribed by the Iowa Business Corporation Act:

Article 1, Section 1.01, of the Articles of Incorporation of Heatilator Inc. is deleted and the following is substituted therefor:

ARTICLE 1.

Section 1.01. Name. The name of the Corporation is Hearth Technologies Inc.

3. The date of adoption of the amendment was September 30, 1996.
4. At the time of adoption, 5,000 common shares of the Corporation were outstanding and were entitled to vote. The Corporation has only one class of shares. All 5,000 common shares were voted for the amendment. No shares were voted against the amendment.
5. The amendment does not provide for any exchange, reclassification, or cancellation of issued shares.
6. The effective date of this document is October 2, 1996.

HEATILATOR INC.

FILED
IOWA
SECRETARY OF STATE

10-9-1996

10:41 AM

W124691



By


David C. Stuebe
Vice President

0.57

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PATENT

| REEL: 010514 FRAME: 0359

ARTICLES OF INCORPORATION

OF

HEATILATOR INC.

The undersigned, acting as incorporator of a Corporation under the Iowa Business Corporation Act, Chapter 496A of the Code of Iowa (1979), adopts the following Articles of Incorporation for the Corporation:

ARTICLE 1.

Section 1.01. Name. The name of the Corporation is Heatilator, Inc.

ARTICLE 2.

Section 2.01. Duration. The Corporation shall have perpetual duration.

ARTICLE 3.

Section 3.01. Purposes and Powers. The purposes for which the Corporation is organized include the transaction of any or all business for which corporations may be incorporated under the Iowa Business Corporation Act. The Corporation shall have unlimited power to engage in and transact, and to do any lawful act concerning or incidental to, any or all such business. The provisions of this Section shall be liberally construed as both purposes and powers.

ARTICLE 4.

Section 4.01. Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is 100,000 shares with the par value of \$1.00 per share, consisting of one class of common stock.

Section 4.02. Pre-Emptive Rights Denied. No shareholder shall have any pre-emptive right to acquire, subscribe for, or purchase any shares (whether such shares are authorized by these Articles of Incorporation or authorized hereafter), treasury shares, or securities of the Corporation. All pre-emptive rights which might otherwise exist are denied.

Section 4.03. Authorization by Shareholders Required. After the initial issuance of the Corporation's authorized shares at the organization meeting of the Board of Directors, the affirmative vote of the holders of a majority of the total outstanding shares entitled to vote shall be required to authorize issuance or dis-

position by the Corporation of any shares of the Corporation, issuance of any securities convertible (with or without consideration) into shares of the Corporation, or creation or issuance of any rights or options entitling the holders to purchase from the Corporation any shares of the Corporation. Such authorization may be either general or confined to specific instances. Without limitation, wherever used in this Section the word "shares" includes treasury shares.

Section 4.04. Restrictions. The By-laws may contain any provisions restricting the transfer of any or all shares of the Corporation. Unless otherwise provided in the By-laws, such provisions shall apply to all shares of the Corporation, whether issued before or after the adoption or amendment of such provisions.

Without limitation, the word "transfer" includes any sale, assignment, gift, pledge, encumbrance, or creation of a security interest; any creation of a joint tenancy, tenancy in common, or any form of joint ownership or co-ownership in any shares; any transfer to a trustee pursuant to any voting trust; any transfer upon or as a result of the death of a shareholder; any transfer upon or as a result of the appointment of a guardian or conservator; any transfer by operation of law; any involuntary transfer; any transfer in connection with or pursuant to any judicial proceedings, court order or decree, execution, levy, bankruptcy proceedings, receivership proceedings, or foreclosure or enforcement of a pledge, encumbrance, or security interest; any disposition of or change in ownership of any shares; any change in the beneficial ownership of, beneficial interest in, or any interest in any shares; and any event as a result of which any person other than the shareholder of record becomes entitled (alone or together with one or more other persons) to have shares transferred into such person's name or to exercise voting rights (except as a proxy) or to control the exercise of voting rights with respect to any shares.

Without limitation, the By-laws may provide for purchase options in favor of the Corporation or shareholders, or both, in the event that any transfer is proposed or attempted or takes place; may provide that if any transfer is attempted or takes place before the provisions of the By-laws with respect to such transfer have been complied with in full, the shares affected thereby shall have no voting rights until after such compliance, or shall not be transferred on the stock transfer books of the Corporation until after such compliance, or both; and may provide for liens in favor of the Corporation upon shares of the Corporation. This Section shall not be construed to limit or restrict in any manner the provisions which may be included in the By-laws, nor to require the inclusion of any provision in the By-laws; but shall authorize inclusion in the By-laws of any lawful provisions with respect to any of the matters referred to herein and any other provisions

related or incidental thereto or convenient in connection therewith.

ARTICLE 5.

Section 5.01. Registered Office and Agent. The address of the initial registered office of the Corporation is 414 East Third Street, Muscatine, Muscatine County, Iowa, and the name of its initial registered agent at such address is Robert L. Carl.

ARTICLE 6.

Section 6.01. Initial Board of Directors. One Director shall constitute the initial Board of Directors. The person who is to serve as Director until the first annual meeting of shareholders or until his successor is elected and qualifies is:

<u>Name</u>	<u>Address</u>
Stanley M. Howe	414 East Third Street Muscatine, Iowa 52761

Section 6.02. Number of Directors. The number of Directors shall be fixed by the By-laws, except the initial Board of Directors. The By-laws may fix the number of Directors either by stating the number or by providing that the number of Directors shall be the number determined by the shareholders from time to time as provided in the By-laws.

Section 6.03. Removal of Directors. At any meeting of shareholders, the shareholders may remove any or all Directors at will, with or without cause and with or without notice, by the vote required by these Articles of Incorporation. The vacancy or vacancies in the Board of Directors caused by such removal may be filled as provided in the By-laws.

Section 6.04. Delegation; Limitation of Liability. Any or all duties and powers of the Board of Directors (including, without limitation, the duty and power to manage the business and affairs of the Corporation and all duties and powers imposed or conferred by the Iowa Business Corporation Act) may be delegated by the By-laws or by the Board of Directors to one or more officers, committees, or persons. The liability of Directors and officers of the Corporation to the Corporation and to any shareholder or shareholders shall be limited or removed to the extent provided in the By-laws.

ARTICLE 7.

Section 7.01. Incorporator. The incorporator is:

<u>Name</u>	<u>Address</u>
HON INDUSTRIES Inc.	414 East Third Street Muscatine, Iowa 52761

ARTICLE 8.

Section 8.01. Vote Required for Action. The affirmative vote of the holders of a majority of the total outstanding shares entitled to vote shall be required and shall be sufficient to adopt any motion or resolution or take any action at any meeting of shareholders (including, without limitation, election or removal of Directors; any amendment to these Articles of Incorporation or the By-laws; any action with respect to which the Iowa Business Corporation Act requires the vote or concurrence of a greater or lesser proportion of the shares; and any matter which is submitted to a vote at a meeting of shareholders, whether or not such submission is required by law, by action of the Board of Directors, or by agreement).

However, the by-laws may provide that action may be taken on any or all procedural matters by the vote of a lesser proportion of the shares, even if less than a quorum.

This Section shall not be construed to require that any matter or action be submitted to a vote of shareholders or be authorized by the shareholders, if such submission or authorization would not be required in the absence of this Section.

Section 8.02. Amendments to Articles of Incorporation. The shareholders reserve the right from time to time to amend these Articles of Incorporation, by the vote required by these Articles of Incorporation and in the manner now or hereafter permitted by the Iowa Business Corporation Act or other applicable law, whether or not the amendment constitutes or results in a fundamental change in the purposes or structure of the Corporation or in the rights or privileges of shareholders or others or in any or all of the foregoing. All rights and privileges of shareholders or others are subject to this reservation.

Any proposed amendment to these Articles of Incorporation may be modified or revised in any manner and to any extent by the shareholders at the meeting at which the proposed amendment to the articles of Incorporation is submitted to the shareholders. If the proposed amendment as modified or revised is adopted by the shareholders, it shall be effective even though the modification or revision is proposed at the meeting and was not included in the notice or summary of the proposed amendment.

Whenever used in these Articles of Incorporation with respect to the Articles of Incorporation, the word "amend," "amended," or "amendment" includes and applies to the amendment, alteration, or repeal of any or all provisions of the Articles of Incorporation or the adoption of new or restated Articles of Incorporation.

Section 8.03. By-laws; Shareholders' Power to Amend. The power to amend the By-laws of the Corporation is reserved to the shareholders of the Corporation. Subject to this reservation, the procedure to amend the By-laws shall be as provided in the By-laws. Whenever used in these Articles of Incorporation with respect to the By-laws, the word "amend," "amended," or "amendment" includes and applies to the amendment, alteration, or repeal of any or all provisions of the By-laws or the adoption of new By-laws.

Section 8.04. Effect of Articles of Incorporation and By-laws. Each shareholder, by the act of becoming or remaining a shareholder of the Corporation or acquiring additional shares of the Corporation, shall be deemed to have accepted and agreed to all provisions of these Articles of Incorporation and the By-laws, as amended from time to time. These Articles of Incorporation and the By-laws shall constitute a contract among the shareholders and the Corporation, which may be amended as provided in these Articles of Incorporation and the By-laws. All provisions of the By-laws of the Corporation shall have the same force and effect as if such provisions were included in full in these Articles of Incorporation. No provision of the By-laws shall be construed as having any lesser force or effect by reason of being included in the By-laws rather than in the Articles of Incorporation.

Any shareholder, regardless of the period of time during which he has been a shareholder, shall have the right to examine the Articles of Incorporation and By-laws of the Corporation in person or by agent or attorney at any reasonable time and to make extracts. Upon written request of any shareholder, the Corporation shall mail a copy of the Articles of Incorporation and By-laws to him within a reasonable time.

Dated April 7, 1981.

HON INDUSTRIES Inc.

By Stanley M. Howe
Stanley M. Howe, President

HEATILATOR INC.

ARTICLES OF INCORPORATION

STATE OF IOWA, MUSCATINE COUNTY, ss.

On April 7, 1961, before the undersigned Notary Public in and for the State of Iowa, personally appeared Stanley M. Howe, to me personally known; being duly sworn, he stated that he is the President of the corporation executing the foregoing instrument, that the seal affixed thereto is the seal of the corporation, and that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors; and, as such officer, he acknowledged the execution of said instrument to be the voluntary act and deed of the corporation, voluntarily executed by it and by him.

Kenn Padgett
Notary Public in and for the
State of Iowa



STANLEY, LANDE, COULTER & PEARCE
Attorneys and Counselors
First National Bank Building
Muscatine, Iowa 52761

OFFICE OF THE SECRETARY OF STATE	
FILE NO.	235-414
DATE	April 11, 1961
RECEIVED	11/16/65
BY	Pres. & Sec. of State
FILED	3.00
May 1961	

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HEATILATOR, INC.

MAY 21 9 12 AM '81

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To the Secretary of State
of the State of Iowa

Pursuant to the provisions of Section 496A.58 of the Iowa Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Heatilator, Inc. The effective date of its incorporation was April 13, 1981.

2. The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on May 5, 1981, in the manner prescribed by the Iowa Business Corporation Act:

Article I, Section 1.01, of the Articles of Incorporation of Heatilator, Inc., is deleted and the following is substituted therefor:

"Article I. Section 1.01. Name. The name of the Corporation is Heatilator Inc."

3. At the time of adoption, 5,000 common shares of the Corporation were outstanding, and were entitled to vote. The Corporation has only one class of shares.

4. Five Thousand (5,000) common shares were voted for the amendment. No shares were voted against the amendment.

5. The amendment does not provide for any exchange, reclassification, or cancellation of issued shares.

6. The amendment does not effect a change in the amount of stated capital.

Dated May 5, 1981.

HEATILATOR, INC.

THIS CORPORATION
HAS NO SEAL

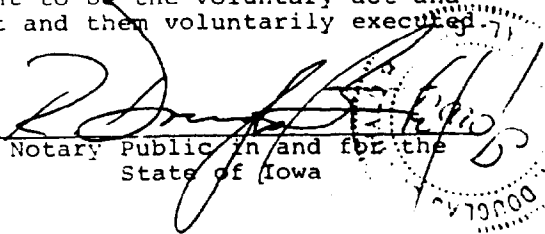
By Stanley M. Howe
Stanley M. Howe, Chairman

ATTEST:

By Robert L. Carl
Robert L. Carl, Secretary

STATE OF IOWA, COUNTY OF MUSCATINE, ss:

On the 5th day of May, 1981, before me, a Notary Public in and for the State of Iowa, personally appeared Stanley M. Howe and Robert L. Carl, to me personally known, who, being duly sworn by me, did say that they are Chairman and Secretary, respectively, of said Corporation, that said Corporation has no seal, and that said Articles of Amendment were signed on behalf of the Corporation by authority of its Board of Directors, and the said Stanley M. Howe and Robert L. Carl acknowledged the execution of said instrument to be the voluntary act and deed of said Corporation, by it and them voluntarily executed.


Notary Public in and for the
State of Iowa

OFFICE OF THE CLERK OF SUPREME COURT
STATE OF IOWA
RECORDED
INDEXED
MAY 13 1981
MUSCATINE, IOWA
411-12-1-1
STANLEY M. HOWE
ROBERT L. CARL
MUSCATINE, IOWA
52761

STANLEY, LANDE, COULTER & PEARCE
Attorneys and Counselors
First National Bank Building
Muscatine, Iowa 52761

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Muscatine

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STATEMENT OF CHANGE OF REGISTERED AGENT
OF
HEATILATOR INC.

To the Secretary of State
of the State of Iowa:

Pursuant to the provisions of the Iowa Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Iowa, submits the following statement for the purpose of changing its registered agent in the State of Iowa:

1. The name of the Corporation is Heatilator Inc.
2. The address of its present registered office is 414 East Third Street, Muscatine, Muscatine County, Iowa.
3. The address of its registered office is not changed.
4. The name of its present registered agent is Robert L. Carl.
5. The name of its successor registered agent is Raymond E. Lasell.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. This change was authorized by resolution duly adopted by its Board of Directors.

Dated June 23, 1988.

By Stanley M. Howe

1574

(2)

STATE OF IOWA, MUSCATINE COUNTY, ss.

I, Stanley M. Howe, being first duly sworn, on my oath depose and state that I am the Chairman of the above corporation, that I have executed the foregoing instrument as such, and the statements contained in it are true and correct as I verily believe.

Stanley M. Howe

Subscribed and sworn to before me on June 23, 1988.



Sherry Boettcher
Notary Public in and for the
State of Iowa

OFFICE OF THE SECRETARY OF STATE DES MOINES, IOWA			
This instrument recorded in Book _____	Page _____	7-5	1088
Expires <u>per</u>	Gen. No. _____	Receipt No. <u>E100547</u>	
Filed by <u>Stanley M. Howe</u>	<u>300 First National Bldg</u>	<u>PO Box 619</u>	<u>Muscatine, Iowa</u>
Filing Fee <u>5.00</u>	By <u>Sherry Boettcher</u>	Secretary of State	<u>52761</u>

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07/22/83 12:10

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ROW INDUSTRIES

2010/028

RECEIVED
JUL 22 1983
SECRETARY OF STATE

18406

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH

OF

HEATILATOR INC.

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to Section 502 of the Iowa Business Corporation Act,
the undersigned Corporation submits the following statement for the
purpose of changing the registered office or registered agent, or
both, in Iowa:

1. The name of the Corporation is Heatilator Inc.
2. The street address of its current registered office in
Iowa is 414 East Third Street, Muscatine, Iowa 52761.
3. The name of the Corporation's current registered agent is
Raymond E. Lasell.
4. The name of the new registered agent is A. Mosby Harvey,
Jr.
5. After the change or changes are made, the street addresses
of the registered office and the business office of the registered
agent will be identical.

HEATILATOR INC.

By Stanley M. Howe
Stanley M. Howe
Chairman

The undersigned consents to be appointed registered agent for
the Corporation named in this statement, pursuant to Section 502 of
the Iowa Business Corporation Act.

A. Mosby Harvey, Jr.
A. Mosby Harvey, Jr.
Secretary

ELAINE BAXTER
Secretary of State
FILED
Date: 7-22-83
Time: 12:10 pm
Receipt: 110000

5/31/80 FEE
07/28/15080.00

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HEATILATOR INC.

1981 SEP -9 PM 11:21
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18406

SOS-NEWARK 10001 973644EN-SOS
09/09/81 09:29S

To the Secretary of State
of the State of Iowa:

Pursuant to the provisions of Section 1006 of the Iowa
Business Corporation Act, the undersigned corporation adopts the
following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Heatilator Inc. The
effective date of its incorporation was April 13, 1981.

2. The following amendments to the Articles of Incorporation were adopted by the shareholder of the Corporation on
August 19, 1991 in the manner prescribed by the Iowa Business
Corporation Act:

a. Article 6, Section 6.04, is amended by deleting
the entire section and substituting the following therefor:

"Section 6.04. Delegation; Indemnification.
Any or all duties and powers of the Board of
Directors (including, without limitation, the duty
and power to manage the business and affairs of the
Corporation and all duties and powers imposed or
conferred by the Iowa Business Corporation Act) may
be delegated by the By-laws or by the Board of
Directors to one or more officers, committees, or
persons. The By-laws may contain provisions for
indemnification and advancement of expenses."

b. Article 6 is amended by adding the following new
Section 6.05 therefor:

"Section 6.05. Limitation of Directors'
Personal Liability. No Director or any person who,
while a Director of the Corporation, is or was
serving at the request of the Corporation as a
Director, officer, partner, trustee, employee, or
agent, including heirs and personal representatives,
or another foreign or domestic corporation, joint
venture, trust, other enterprise, or employee benefit
plan, shall be personally liable to the Corporation
or to its shareholders for monetary damages for

(3)

HEATILATOR INC.

ARTICLES OF AMENDMENT

breach of fiduciary duty as a Director, provided that any such Director's liability shall not be eliminated or limited for:

- a. A breach of the Director's duty or loyalty to the Corporation or its shareholders;
- b. Acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law;
- c. A transaction from which the Director derives an improper personal benefit; or
- d. An improper act prohibited in Section 833 of the Iowa Business Corporation Act, as amended from time to time.

No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal."

3. At the time of adoption, 5,000 common shares of the Corporation were outstanding and were entitled to vote. The Corporation has only one class of shares.

4. All 5,000 common shares were voted for the amendments. No shares were voted against the amendments.

5. The amendments do not provide for any exchange, reclassification, or cancellation of issued shares.

6. The amendments do not affect a change in the amount of stated capital.

Dated *August 19* 1981.

HEATILATOR INC.

By *Stanley M. Howe*
Stanley M. Howe
Chairman

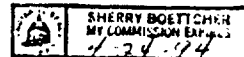
HEATILATOR INC.

ARTICLES OF AMENDMENT

STATE OF IOWA, MUSCATINE COUNTY, ss.

On August 17, 1991, before me, the undersigned Notary Public, personally appeared Stanley M. Howe, Chairman of the Board of Directors of Heatilator Inc., to me known to be the person named in and who executed the foregoing Articles of Amendment to the Articles of Incorporation, and as such officer, he acknowledged the execution of said instrument to be the voluntary act and deed of the corporation, voluntarily executed by it and by him.

Sherry Boettcher
Notary Public in and for the
State of Iowa



Stanley, Sebring, Lande & Van Der Kamp
Attorneys and Counselors at Law
300 First National Bank Building
Muscatine, Iowa 52761

