

04-10-2000



101311702

Tab settings

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

1. Name of conveying party(ies):

The Superior Electric Company

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

Name: Dana Corporation

Internal Address: P.O. Box 1000

Toledo, Ohio 43697

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

3. Nature of conveyance:

2-29-00

- Assignment Merger
- Security Agreement Change of Name
- Other: _____

Execution Date: 12/16/91

Street Address: 4500 Dorr Street

City: Toledo State: OH ZIP: 43615

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)

4518907

Additional numbers attached? Yes No

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

Name: Robert M. Leonardi

Internal Address: Dana Corporation

P.O. Box 904

(Toledo, OH 43697-0904)

Street Address: 3222 W. Central Avenue

City: Toledo State: OH Zip: 43606

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

04-0060 Order No. 3259

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

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.

Robert M. Leonardi
Name of Person Signing

Signature

2/21/00
Date

04/06/2000 TT0H11 00000349 040060 4518907

01 FC:381 40.00 CH

Total number of pages including cover sheet, attachments, and document: 10

VOL 1197

3054

06445A03 10/16/91
R# 3710 45-
R# 37100 25-

CERTIFICATE OF MERGER

OF
THE SUPERIOR ELECTRIC COMPANY
AT LEAST 90% OWNED SUBSIDIARY
INTO
(Surviving Foreign Corporation)
DANA CORPORATION

9

1. The name of the parent surviving corporation in the merger is Dana Corporation, a corporation organized and existing under the laws of the State of Virginia.

2. The Plan of Merger is as follows:

"See Attached"

(All provisions of the plan of merger must be included)

3. The Plan of Merger was approved by resolution adopted by the board of directors of each merging corporation.

4. This merger is permitted by the laws of the State of Virginia (state of incorporation).

5. No amendment is made to the charter of the surviving corporation as part of the merger.

6. Dana Corporation the surviving corporation hereby: (a) agrees that it may be served with process in the State of Connecticut in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Connecticut as its attorney to accept service of process in any such proceeding and that the post office address to which the Secretary of State may mail a copy of any process that may be served upon him is c/o Dana Corporation, 4500 Dorr St., Toledo, Ohio 43697.

Dated at Toledo, Ohio this 16th day of December, 1991.

3055

WE HEREBY DECLARE, under the penalties of false statement, that the statements made in the foregoing certificate, insofar as they pertain to Dana Corporation, are true.
(name of surviving corporation)

Dana Corporation
(Surviving Corporation)
By [Signature]
~~President~~ Vice-President
Executive
Carl H. Hirsch
[Signature]
~~Assistant~~ Asst. Secretary
Sue A. Griffin

(As to each terminating corporation)

WE HEREBY DECLARE, under the penalties of false statement, that the statements made in the foregoing certificate, insofar as they pertain to The Superior Electric Company are true.
(name of terminating corporation)

FILED
STATE OF CONNECTICUT

DEC 16 1961

By [Signature]
Secretary of the State
A. M.
T. M. P. M.

The Superior Electric Company
(Terminating Corporation)
By [Signature]
~~President~~ Vice-President
Gary M. Golden
[Signature]
~~Assistant~~ Asst. Secretary
Leslie A. D'Arcangelo

(Fully executed copy to be filed in respect of one terminating Connecticut corporation, others may be executed or conformed copy)

rec 12/17/61
ms

45²⁵ 70
CT Corporation System
One Commercial Plaza
Hartford CT 06103

VOL 1197

3056

PLAN OF MERGER

0440800073 12/18/92003400 05-00

MERGING

0440800073 12/18/92003400 05-00

The Superior Electric Company

INTO

Dana Corporation

* * * * *

Dana Corporation, a corporation organized and existing under the laws of Virginia,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 12th day of October, 1916, as Spicer Manufacturing Corporation, pursuant to the Stock Corporation Act of the State of Virginia, "the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state."

SECOND: That this corporation owns all of the outstanding shares of the stock of The Superior Electric Company, a corporation incorporated on the 26th day of April, 1946, pursuant to the General Corporation Law of the State of Connecticut.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 15th day of December, 1991, determined to and did merge into itself said The Superior Electric Company.

RESOLVED, that Dana Corporation merge, and it hereby does merge into itself said The Superior Electric Company, and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall become effective on December 31, 1991.

FURTHER RESOLVED, that the terms and conditions of the merger are as follows: each share of stock of The Superior Electric Company shall be cancelled and no shares of Dana Corporation stock shall be issued therefor. Shareholder approval of this merger of parent and subsidiary is not required.

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said The Superior Electric Company and assume its liabilities and obligations, and the date of adoption hereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the relevant offices in the State of Connecticut and

PATENT

REEL: 010655 FRAME: 0630

to do all acts and things whatsoever, whether within or without the State of Connecticut, which may be in anywise necessary or proper to effect said merger; and

FOURTH: That this corporation survives the merger and may be served with process in the State of Connecticut in any proceeding for enforcement of any obligation of The Superior Electric Company, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of the Connecticut Code of, and it does hereby irrevocably appoint the Secretary of State of Connecticut as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Connecticut is Dana Corporation, 4500 Dorr Street, Toledo, OH 43615, Attn: Secretary until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Connecticut duplicate copies of such process, one of which copies the Secretary of State of Connecticut shall forthwith send by registered mail to Dana Corporation at the above address.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the board of directors of Dana Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Dana Corporation has caused this certificate to be signed by Carl H. Hirsch, its Executive Vice President, and attested by Sue A. Griffin, its Assistant Secretary, this 16th day of December, 1991.

DANA CORPORATION

By: 

Carl H. Hirsch
Executive Vice President

ATTEST:

By: 

Assistant Secretary

lad\merger.conn

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,

this 9th day of September A.D. 1992

Pauline R. Ryan
SECRETARY OF THE STATE