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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(les): AMERICAN WATER HEATERS-WEST, INC. 3. 14-02 Additional names(s) of conveying party(ses): AMERICAN WATER HEATERS-WEST, INC. 3. Nature of conveying party(ses): Additional names(s) of party to conveyi	FORM_PTO-1595 (Modified) (Rev. 03-01)	04-01 <i>-</i> 20	02	EET	U.S. DEPARTME	ENT OF COMMERCE
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Name and address of party to whom correspondence concerning document is being filed together with a new application. the execution date of the applications and patents involved: Additional number (s) or patent numbers(s): Additional number (s) or patent numbers(s): Additional number (s) or patent numbers(s): A splication number(s) or patent numbers(s): If this document is being filed together with a new application, the execution date of the application is: A Patent Application No.(s) Additional number of applications and patents involved: Additional number of applications and patents involved: I	Tab settings → → ▼	10002759	ΩΩ	▼	•	▼
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3. Nature of conveyance: Assignment	3-14.	02	Internal Addr	ress:		
Security Agreement ☐ Change of Name ☐ City: Johnson City State TNE Z#F: 37601 ☐ Execution Date: December 19, 1996 ☐ Additional name(s) & address(es) attached? ☐ Yes, ☒ No 4. Application number(s) or patent numbers(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) ☐ S. 240,411 ☐ Additional numbers attached? ☐ Yes ☒ No 5. Name and address of party to whom correspondence concerning document should be mailed: Name: Mary Margaret Murray ☐ Total fee (37 CFR 3.41):	Additional names(s) of conveying party(ies)	Yes 🖾 No				
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City: Johnson City State: TN: ZP: 37601 Execution Date: December 19, 1996 4. Application number(s) or patent numbers(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) 5. Name and address of party to whom correspondence concerning document should be mailed: Name: Mary Margaret Murray Internal Address: Street Address: GARDNER, CARTON & DOUGLAS DO NOT USE THIS SPACE Statement and signature JONNOT USE THIS SPACE JONNOT U			Street Addre	ss: 500 Princeto		- "U
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Name: Mary Margaret Murray Internal Address: Street Address: GARDNER, CARTON & DOUGLAS O7-0181 (Attach duplicate copy of this page if paying by deposit account) FC-581 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. Mary Margaret Murray March 14, 2002			ieu: 🔲 res	23 110		
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Street Address: GARDNER, CARTON & DOUGLAS Street Address: GARDNER, CARTON & DOUGLAS 8. Deposit account number: 321 North Clark Street, Suite 3400 07-0181 729/14/02 Chicago 00000147 5240411 State: IL ZIP: 60610 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. Mary Margaret Murray May Mayaw Mayaw March 14, 2002	Name: Mary Margaret Murray		7. Total fee (37	CFR 3.41):	\$ 40.0	0
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7/25/18/02 18/18/18 00000147 5240411 State: 11 2/P: 00010 FC:581 40.00 0F 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. Mary Margaret Murray March 14, 2002	321 North Clark Street, Suite 3400		07-0181			
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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into as of December 19, 1996 by American Water Heaters-West, Inc., a Nevada corporation, 500 Princeton Road, Johnson City, Tennessee 37601 (the "Company"), and American Water Heater Company, a Nevada corporation, 500 Princeton Road, Johnson City, Tennessee 37601 ("AWHC").

WHEREAS, Southcorp Investments USA, Inc., a Nevada corporation ("Southcorp Investments"), owns all of the issued and outstanding capital stock of the Company and all of the issued and outstanding capital stock of AWHC, thereby making both the Company and AWHC wholly-owned subsidiaries of Southcorp Investments;

WHEREAS, the respective Boards of Directors and sole shareholders of the Company and of AWHC have resolved that the Company be merged under and pursuant to the Nevada General Corporation Law ("NGCL") into a single corporation existing under the laws of the State of Nevada, to wit, AWHC, which shall be the surviving corporation (such corporation in its capacity as surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended;

WHEREAS, the Company has 2,500 authorized shares of common stock, no par value, 100 of which are issued and outstanding:

WHEREAS. AWHC has 1,000 authorized shares of common stock, \$100.00 par value, 10 of which are issued and outstanding:

NOW THEREFORE, the parties to this Agreement hereby agree as follows:

- 1. The Merger. Upon the terms and subject to the conditions hereby, and in accordance with the NGCL, the Company shall be merged with and into AWHC (the "Merger"). Following the Merger, AWHC shall continue as the surviving corporation under the name American Water Heater Company and the separate corporate existence of the Company shall cease.
- 2. Status and Conversion of Securities. The mode of carrying the Merger into effect and the manner and basis of converting the shares of the Company are as follows:
 - (a) <u>Company Common Stock</u>. Each share of Company common stock which shall be issued and outstanding immediately before the Effective Time (as hereinafter defined) shall, by virtue of the Merger and without any action, be cancelled.
 - (b) <u>AWHC Common Stock Held by Southcorp Investments</u>. All issued and outstanding shares of AWHC common stock held by Southcorp Investments immediately before the Effective Time shall remain unchanged by virtue of the Merger.

- The Merger shall become effective after filling Articles of Effective Time Merger with the Secretary of State of Nevada ("Articles of Merger") and at such time as stated in the Articles of Merger ("Effective Time").
- Articles of Incorporation and By-Laws. Upon consummation of the Merger at the Effective Time, the Articles of Incorporation and By-Laws of AWHC in effect immediately prior the Effective Time shall thereafter continue in full force and effect as the Articles of Incorporation and By-Laws of the Surviving Corporation, until amended or repealed as provided therein or by law.
- Officers and Directors. The officers and directors of the Surviving Corporation 5. shall be the corresponding officers and directors of AWHC immediately prior to the Effective
- Filing. As soon as practicable, the parties hereto shall cause to be executed in the 6. manner required by the NGCL and delivered to the Secretary of State of Nevada such documents as shall effect the Merger under the laws of the State of Nevada, and the parties shall cause to be performed all necessary acts within the State of Nevada and elsewhere to effect the Merger. The Boards of Directors and the proper officers of the Company and AWHC are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary. proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger.

REEL: 012721 FRAME: 0062

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its officers thereunto duly authorized, all as of the day and year first above written.

> AMERICAN WATER HEATERS-WEST, INC. a Nevada corporation

By: Robert W. Trudlar

Attest:

By: Edward Much-1

AMERICAN WATER HEATER COMPANY. a Nevada corporation

By: Robert W. Trusleau Its: President

Attest:

5/11/2 3

THE OFFICE OF THE CRETARY OF STATE OF S

ARTICLES OF MERGER OF

12/24/96

DEC 2 4 1996 ERICAN WATER HEATERS-WEST, INC., A NEVADA CORPORATION

6. <u>C. 25854-M</u>.

AND

TAN HELLER, SECRETARY AND ERICAN WATER HEATER COMPANY, A NEVADA CORPORATION

To the Secretary of State State of Nevada

Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, the two domestic corporations herein named do hereby submit the following Articles of Merger.

- 1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging American Water Heaters-West, Inc., a Nevada corporation (the "Company"), with and into American Water Heater Company, a Nevada corporation ("American Water Heater").
- 2. The Plan and Agreement of Merger was approved and adopted by unanimous written consent of the boards of directors and stockholders of (i) the Company, dated December 19, 1996 and (ii) American Water Heater, dated December 19, 1996.
- 3. The merger herein provided for shall become effective in the State of Nevada on December 31, 1996.

American Water Heaters-West, Inc., a Nevada corporation

Robert W. Trudeau

Its: President

Edward T. Hackney

Its: Secretary

American Water Heater Company, a Nevada corporation

Robert W. Trudeau

Its: President

Edward T. Hackney

Its: Secretary

-

STATE OF GEORGIA)	
) SS:	
COUNTY OF COBB)	

On December 17, 1996, personally appeared before me, a Notary Public in and for the State and County aforesaid, Edward T. Hackney, Secretary of American Water Heaters-West, Inc., a Nevada corporation, and Robert W. Trudeau. President of American Water Heaters-West, Inc., a Nevada corporation, personally known to me to be the persons whose names are subscribed to the above instrument in the said capacities, who acknowledged that they executed the said instrument.

My Commission Express August 10, 1999

STATE OF GEORGIA

) SS:

COUNTY OF COBB Notary Public DisKall Crunty Georgia My Commission Explicit August 10: 1999

On December 12, 1996, personally appeared before me, a Notary Public in and for the State and County aforesaid, Edward T. Hackney, Secretary of American Water Heater Company, a Nevada corporation, and Robert W. Trudeau, President of American Water Hauter Company, a Nevadacorporation, personally known to me to be the persons whose names are subscribed to the above instrument in the said capacities, who acknowledged that they executed the said instrument.

Notary Public

Notary Public DeKelt Drunty Georgia My Commission The test August to the

STATE OF TENNESSEE)
COUNTY OF Marington) SS:
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On December 12, 1996, personally appeared before me, a Notary Public in and for the State and County aforesaid, Robert W. Trudeau, President of American Water Heaters - West, Inc., a Nevada corporation, personally known to me to be the person whose name is subscribed to the above instrument in the said capacity, who acknowledged that he executed the said instrument.

Notary Public

My commission Expense: 64/54/25

STATE OF TENNESSEE

COUNTY OF Machinery) SS:

On December 15, 1996, personally appeared before me, a Notary Public in and for the State and County aforesaid, Robert W. Trudeau, President of American Water Heater Company, a Nevada corporation, personally known to me to be the person whose name is subscribed to the above instrument in the said capacity, who acknowledged that he executed the said instrument.

Notary Public

The Commission Expense: 6454 38

RECORDED: 03/14/2002