

# PATENT ASSIGNMENT

Electronic Version v1.1  
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|---|---|
| SUBMISSION TYPE:  | NEW ASSIGNMENT                          |
| NATURE OF CONVEYANCE:   | CHANGE OF NAME                          |
| <b>CONVEYING PARTY DATA</b>   |   |
| Name  | Execution Date                          |
| ACD TRIDON NORTH AMERICA INC.   | 06/29/1999                              |
| <b>RECEIVING PARTY DATA</b>   |   |
| Name:   | TRICO PRODUCTS CORPORATION OF TENNESSEE |
| Street Address:   | 8100 TRIDON DRIVE                       |
| City:   | SMYRNA                                  |
| State/Country:  | TENNESSEE                               |
| Postal Code:  | 37167                                   |
| <b>PROPERTY NUMBERS Total: 1</b>  |   |
| Property Type   | Number                                  |
| Patent Number:  | D461544                                 |
| <b>CORRESPONDENCE DATA</b>  |   |
| Fax Number:   | (212)446-4900                           |
| Email:  | susan.zablocki@kirkland.com             |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>   |   |
| Correspondent Name:   | Susan Zablocki                          |
| Address Line 1:   | Kirkland & Ellis LLP                    |
| Address Line 2:   | 601 Lexington Avenue                    |
| Address Line 4:   | New York, NEW YORK 10022                |
| ATTORNEY DOCKET NUMBER:   | 36902-60                                |
| NAME OF SUBMITTER:  | Susan Zablocki                          |
| Total Attachments: 10<br>source=ACD Tridon NA Change of Name#page1.tif<br>source=ACD Tridon NA Change of Name#page2.tif<br>source=ACD Tridon NA Change of Name#page3.tif<br>source=ACD Tridon NA Change of Name#page4.tif |   |

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**PATENT**  
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RILEY D. BARNETT  
SECRETARY OF STATE

**AMENDED AND RESTATED CHARTER  
OF  
ACD TRIDON NORTH AMERICA INC.**

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RILEY D. BARNETT  
SECRETARY OF STATE

Pursuant to the provisions of § 48-20-107 of the Tennessee Business Corporation Act (the "Act"), the undersigned corporation hereby amends and restates its Charter to supersede the original Charter and all prior amendments thereto as follows:

**FIRST:** The name of the corporation is:

ACD Tridon North America Inc.

**SECOND:** The text of the Amended and Restated Charter is as follows:

**ARTICLE I.** The name of the corporation is ACD Tridon North America Inc.

**ARTICLE II.** The duration of the corporation is perpetual.

**ARTICLE III.** The street address, zip code and county of the registered office and the registered agent of the corporation in Tennessee shall be:

Michael Hottinger  
8100 Tridon Drive  
Smyrna, Tennessee 37167  
County of Williamson

**ARTICLE IV.** The street address and zip code of the principal office of the corporation shall be:

ACD Tridon North America Inc.  
8100 Tridon Drive  
Smyrna, Tennessee 37167  
County of Williamson

**ARTICLE V.** The corporation is for profit.

**ARTICLE VI.** The purpose or purposes for which the corporation is organized are:

A. To manufacture, import, export, buy, sell and deal in clamps, stampings, formed metal wares, fittings and appurtenances of all kinds, and generally to carry on all lines of business as manufacturers, designers, producers, merchants, wholesale and retail, and importers and exporters generally, without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy, sell and otherwise deal in any materials, articles or things required in connection with or incidental to such business;

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B. To buy, lease, rent or otherwise acquire, own, hold, use, develop, improve, operate and sell, lease, pledge, mortgage or otherwise dispose of, or otherwise deal in, equipment, machinery and other personal property, real estate, leaseholds and any and all interest or estates therein or appertaining thereto; and to construct, manage, operate, improve, maintain, lease, and otherwise deal with buildings, structures and improvements situated or to be situated on any real estate or leasehold; and

C. To take any and all actions necessary or convenient in connection with any of the foregoing activities, and to engage in any other lawful business.

ARTICLE VII. The total number of shares of all classes of capital stock which the corporation shall have the authority to issue is 15,100,000 shares, consisting of 100,000 shares of Common Stock, \$1.00 par value per share, and 15,000,000 shares of Class A Preferred Stock, \$1.00 par value per share.

The designations and the powers, preferences and rights, and the qualifications, limitations and restrictions of the shares of capital stock of the corporation are as follows:

A. PREFERRED STOCK.

The Corporation shall have authority to issue 15,000,000 shares of Preferred Stock, par value \$1.00 per share (the "Preferred Stock"), having the powers, privileges, rights, qualifications, limitations, and restrictions as follows:

1. DIVIDENDS.

(a) From and after the date of issuance hereof, the holders of Preferred Stock shall be entitled to receive, when and as declared, out of the net profits of the Corporation, dividends at the rate of \$0.058 per share per annum, payable in cash or in additional shares of Preferred Stock, before any dividends shall be set apart for or paid upon the Common Stock or any other stock ranking on liquidation junior to the Preferred Stock (such stock being referred to hereinafter collectively as "Junior Stock") in any year. The number of shares of Preferred Stock to be issued in payment of the dividend with respect to each outstanding share of Preferred Stock shall be determined by dividing the amount of the dividend that would have been payable had such dividend been paid in cash by \$1.00. To the extent that any such dividend would result in the issuance of a fractional share of Preferred Stock (which shall be determined with respect to the aggregate number of shares of Preferred Stock held of record by each holder) then the amount of such fraction multiplied by \$1.00 shall be paid in cash (unless there are no legally available funds with which to make such cash payment, in which event such cash payment shall be made as soon as possible). All dividends declared upon Preferred Stock shall be declared pro rata per share.

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(b) Dividends on the Preferred Stock shall be non-cumulative. If dividends are not declared or paid on or before the 90th calendar day following the end of a fiscal year of the Corporation, then the right of the holders of the Preferred Stock to receive a dividend for the immediately preceding fiscal year shall expire.

2. LIQUIDATION, DISSOLUTION OR WINDING UP.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders upon such liquidation, dissolution or winding up, but before any payment shall be made to the holders of Junior Stock, an amount equal to \$1.00 per share (subject to adjustment in the event of any, dividend, stock split, stock distribution or combination with respect to such shares), plus any declared but unpaid dividends as of the date of such liquidation, dissolution or winding-up. If upon any such liquidation, dissolution or winding up of the Corporation the assets of the Corporation available for the distribution to its shareholders shall be insufficient to pay the holders of shares of Preferred Stock the full amount to which they shall be entitled, the holders of shares of Preferred Stock, and any class of stock ranking on liquidation on a parity with the Preferred Stock, shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective amounts which would otherwise be payable in respect to the shares held by them upon such distribution if all amounts payable on or with respect to said shares were paid in full.

(b) After the payment of all preferential amounts required to be paid to the holders of Preferred Stock upon the dissolution, liquidation or winding up of the Corporation, the holders of shares of Common Stock then outstanding shall be entitled to receive the remaining assets and funds of the Corporation available for distribution to its shareholders.

(c) The merger or consolidation of the Corporation into or with another corporation, the merger or consolidation of any other corporation into or with the Corporation, or the sale, conveyance, mortgage, pledge or lease of all or substantially all the assets of the Corporation shall not be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Section 2.

3. VOTING. Each 1,000 issued and outstanding shares of Preferred Stock shall be entitled to one vote at each meeting of shareholders of the Corporation with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration. Except as required by law, holders of Preferred Stock shall vote together with the holders of Common Stock as a single class.

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REDEMPTION.

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(a) The Corporation may, at its sole and absolute discretion, redeem (to the extent that such redemption shall not violate any applicable provisions of the laws of the State of Florida) at a price of \$1.00 per share (subject to adjustment in the event of any stock dividend, stock split, stock distribution or combination with respect to such shares), plus an amount equal to any dividends declared but unpaid thereon (such amount is hereinafter referred to as the "Redemption Price"), at any time and from time to time, all or part of the issued and outstanding shares of Preferred Stock.

(b) In the event of any redemption of only a part of the then outstanding Preferred Stock, the Corporation shall effect such redemption pro rata among the holders thereof (based on the number of shares of Preferred Stock held on the date of notice of redemption).

(c) At least twenty (20) days prior to any redemption of shares of Preferred Stock by the Corporation, written notice shall be mailed, postage prepaid, to each holder of record of Preferred Stock to be redeemed, at his or its post office address last shown on the records of the Corporation, notifying such holder of the number of shares so to be redeemed, specifying the date on which such redemption shall be effected (each, a "Redemption Date") and calling upon such holder to surrender to the Corporation, in the manner and at the place designated, his or its certificate or certificates representing the shares to be redeemed (such notice is hereinafter referred to as the "Redemption Notice"). On or prior to each Redemption Date, each holder of Preferred Stock to be redeemed shall surrender his or its certificate or certificates representing such shares to the Corporation, in the manner and at the place designated in the Redemption Notice, and thereupon the Redemption Price of such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. In the event less than all the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. From and after the Redemption Date, unless there shall have been a default in payment of the Redemption Price, all rights of the holders of the Preferred Stock designated for redemption in the Redemption Notice as holders of Preferred Stock of the Corporation (except the right to receive the Redemption Price without interest upon surrender of their certificate or certificates) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever.

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1. DIVIDEND RIGHTS. Whenever there shall have been declared and paid, or set aside for payment to the holders of the outstanding shares of any class of stock having preference over the Common Stock as to the payment of dividends and sinking fund, retirement fund or other retirement payments, the full amount of such dividends and sinking fund, retirement fund or other retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then dividends may be paid on the Common Stock, and on any class of stock entitled to participate therewith as to dividends, out of any assets legally available for the payment of dividends, but only when and as declared by the board of directors of the corporation.

2. LIQUIDATION RIGHTS. In the event of any liquidation, dissolution or winding up of the affairs (whether voluntary or otherwise) of the corporation, after there shall have been declared and paid, or set aside for payment, to the holders of the outstanding shares of any class having preference over the Common Stock in any such event, the full preferential amounts to which they are respectively entitled, the holders of the Common Stock and of any class of stock entitled to participate therewith, in whole or in part, as to the distribution of assets shall be entitled, after payment or provision for payment of all debts and liabilities of the corporation, including liabilities of the corporation to holders of the Class A Preferred Stock to receive the remaining assets of the Corporation available for distribution in cash or in kind.

Each share of the Common Stock shall have the same relative powers, preferences and rights as, and shall be identical in all respects with, all the other shares of the Common Stock of the corporation.

3. VOTING RIGHTS. Except as provided in this Article VII, the holders of the Common Stock shall exclusively possess all voting power. Each holder of shares of Common Stock shall be entitled to one vote for each share held by such holder.

ARTICLE VIII. To the fullest extent permitted by the Act as the same is effective on the date hereof or may hereafter be amended from time to time, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Act is amended after approval by the shareholders of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended from time to time. Any repeal or modification of this Article VIII by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

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RILEY D. BELL  
SECRETARY OF STATERILEY D. BELL  
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ARTICLE IX. The Board of Directors may take, on written consent without a meeting, any action which it could take by means of a regularly or specially called and held meeting, provided that such a written consent sets forth the action so taken and is signed by all of the directors.

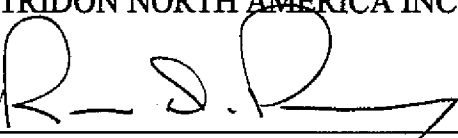
ARTICLE X. The Board of Directors shall have the power to adopt, amend or repeal any of the corporation's by-laws subject to any provisions of law then applicable.

ARTICLE XI. No holder of shares of any class of the capital stock of the corporation shall have preemptive rights as that term is defined in the Act.

THIRD: The Amended and Restated Charter as set forth above contains amendments requiring shareholder approval and was duly adopted by the Board of Directors and the sole shareholder of the Corporation.

ACD TRIDON NORTH AMERICA INC.

By:



Randall D. Pomeroy, Vice President

Date: September 8, 1997

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RUTHERFORD COUNTY, TENNESSEE  
Received for recording the 15 day  
of SEP, 1997 at 9:00 AM  
Notebook 51 page 81  
REC. FEE \$ 7.00 REC#107902-002  
STATE TAX \$ DONNA STEM  
REG. FEE \$ Deputy Register  
RECORDED IN BOOK B-251 Page 476  
MARK H. MOSHEA, REGISTER OF DEEDS



Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

028287

DATE: 06/29/99

REQUEST NUMBER: 3705-1017

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 06/29/99 1437

EFFECTIVE DATE/TIME: 06/29/99 1437

CONTROL NUMBER: 0130906

808

TO:  
CAPITAL FILING SERVICE INC  
7051 HWY 70 S #333

NASHVILLE, TN 37221

RE:  
TRICO PRODUCTS CORPORATION OF TENNESSEE  
ARTICLES OF AMENDMENT TO THE CHARTER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN  
EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE  
OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS  
PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

RUTHERFORD COUNTY, TENNESSEE  
Received for recording the 2 day  
of JUL, 1999 at 9:30 AM

Notebook 54 page 222

REC. FEE \$ 5.00 RECH176677-002

STATE TAX \$ \_\_\_\_\_ LINDA McHENRY

REG. FEE \$ \_\_\_\_\_ Deputy Register

COMP. FEE \$ 2.00

RECORDED IN BOOK B-517 Page 808  
JENNIFER M. GERHART, REGISTER

FOR: ARTICLES OF AMENDMENT TO THE CHARTER

ON DATE: 06/29/99

FROM:  
C T CORPORATION SYSTEM (DENVER, CO.)  
1675 BROADWAY

RECEIVED: FEES  
\$20.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$20.00

DENVER, CO 80202-0000

RECEIPT NUMBER: 00002515507  
ACCOUNT NUMBER: 00000004



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

PURSUANT TO THE PROVISIONS OF SECTION 48-20-106 OF THE TENNESSEE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS CHARTER:

PLEASE MARK THE BLOCK THAT APPLIES:

☒ AMENDMENT IS TO BE EFFECTIVE WHEN FILED BY THE SECRETARY OF STATE.

☐ AMENDMENT IS TO BE EFFECTIVE, \_\_\_\_\_ MONTH \_\_\_\_\_ DAY \_\_\_\_\_ YEAR

(NOT TO BE LATER THAN THE 90TH DAY AFTER THE DATE THIS DOCUMENT IS FILED.) IF NEITHER BLOCK IS CHECKED, THE AMENDMENT WILL BE EFFECTIVE AT THE TIME OF FILING.

1. PLEASE INSERT THE NAME OF THE CORPORATION AS IT APPEARS ON RECORD: \_\_\_\_\_

ACD Tridon North America Inc

IF CHANGING THE NAME, INSERT THE NEW NAME ON THE LINE BELOW:

Trico Products Corporation of Tennessee

2. PLEASE INSERT ANY CHANGES THAT APPLY:

A. PRINCIPAL ADDRESS: (street) 8100 Tridon Drive

Smyrna, TN 37167

(city)

(state)

(zip code)

B. REGISTERED AGENT: c/o CT Corporation System

C. REGISTERED ADDRESS: (street) 530 Gay Street

Knoxville

(city)

TN

(state)

37902

(zip code)

(county)

D. OTHER CHANGES:

3. THE CORPORATION IS FOR PROFIT.

4. THE MANNER (IF NOT SET FORTH IN THE AMENDMENT) FOR IMPLEMENTATION OF ANY EXCHANGE, RECLASSIFICATION, OR CANCELLATION OF ISSUED SHARES IS AS FOLLOWS:

5. THE AMENDMENT WAS DULY ADOPTED ON \_\_\_\_\_ 6/25/99 \_\_\_\_\_ BY:  
MONTH DAY YEAR

(NOTE: PLEASE MARK THE BLOCK THAT APPLIES)

☐ THE INCORPORATORS.

☒ THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER APPROVAL, AS SUCH WAS NOT REQUIRED.

☐ THE SHAREHOLDERS.

James E. Nelson, Secretary

SIGNER'S CAPACITY

James E. Nelson  
SIGNATURE

809

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TRIDON HOLDINGS COMPANY", A DELAWARE CORPORATION,  
WITH AND INTO "TRICO PRODUCTS CORPORATION OF TENNESSEE"  
UNDER THE NAME OF "TRICO PRODUCTS CORPORATION OF TENNESSEE", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TENNESSEE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6275387

DATE: 12-31-07

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CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION INTO  
FOREIGN CORPORATION

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is Tridon Holdings Company, a Delaware corporation and Trico Products Corporation of Tennessee, a Tennessee corporation.

SECOND: The Agreement of Merger has been approved, adopted, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is Trico Products Corporation of Tennessee.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on December 28, 2007.


SIXTH: The Agreement of Merger is on file at 6450 Poe Avenue, Suite 109, Dayton, Ohio.

SEVENTH: A copy of the Agreement of the Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of constituent corporations.

EIGHT: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suite or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocable appoints the Secretary of State as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at c/o General Counsel, Tomkins, 6450 Poe Avenue, Suite 109, Dayton, Ohio 45414.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized office this 28<sup>th</sup> day of December, 2007.

By:

  
George S. Pappayliou  
Secretary