

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT5645283

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	10/05/2017	
CONVEYING PARTY DATA		
	Name	Execution Date
	THE COMFORT COMPANIES, INC.	10/05/2017
RECEIVING PARTY DATA		
Name:	THE COMFORT COMPANIES, LLC	
Street Address:	509 SOUTH 22ND STREET	
City:	BOZEMAN	
State/Country:	MONTANA	
Postal Code:	59718	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Application Number:	16266452
CORRESPONDENCE DATA		
Fax Number:	(414)277-0656	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	4142716560	
Email:	mkeipdocket@michaelbest.com, klbehnke@michaelbest.com, lachristiansen@michaelbest.com	
Correspondent Name:	MICHAEL BEST & FRIEDRICH LLP	
Address Line 1:	100 EAST WISCONSIN AVE	
Address Line 2:	SUITE 3300	
Address Line 4:	MILWAUKEE, WISCONSIN 53232	
ATTORNEY DOCKET NUMBER:	206068-9014-US02	
NAME OF SUBMITTER:	ELIAS R. SWANSON	
SIGNATURE:	/ers-klb/	
DATE SIGNED:	07/31/2019	
Total Attachments: 10		
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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, 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:

"THE COMFORT COMPANIES, INC.", AN ILLINOIS CORPORATION,
WITH AND INTO "THE COMFORT COMPANIES, LLC" UNDER THE NAME OF
"THE COMFORT COMPANIES, LLC", A LIMITED LIABILITY COMPANY
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE ON THE FIFTH DAY OF
OCTOBER, A.D. 2017, AT 4:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE FIFTH DAY OF OCTOBER,
A.D. 2017 AT 11:59 O'CLOCK P.M.



A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

6561326 8100M
SR# 20176498605

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203351161
Date: 10-05-17

PATENT
REEL: 049915 FRAME: 0540

CERTIFICATE OF MERGER

of

**The Comfort Companies, Inc.,
an Illinois corporation**

with and into

**The Comfort Companies, LLC,
a Delaware limited liability company**

Pursuant to Title 6, Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLCA"), The Comfort Companies, LLC, a Delaware limited liability company (the "Company"), hereby certifies to the following information relating to the merger The Comfort Companies, Inc., an Illinois corporation, into the Company (the "Merger"):

FIRST: The names and states of formation and incorporation, as applicable, of the Company and The Comfort Companies, Inc., which are the constituent companies in the Merger (the "Constituent Companies"), are as follows:

Name	State
The Comfort Companies, LLC	Delaware
The Comfort Companies, Inc.	Illinois

SECOND: The Agreement and Plan of Merger dated as of October 5, 2017 (the "Merger Agreement") by and between the Constituent Companies, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Companies in accordance with the provisions of the DLCA and the Business Corporation Act of 1983 of the State of Illinois, as amended (the "ILCA").

THIRD: The name of the limited liability company surviving the Merger (the "Surviving LLC") is "The Comfort Companies, LLC".

FOURTH: The Merger shall be effective at 11:59 p.m. EDT on October 5, 2017 in accordance with the Merger Agreement, the DLCA and the IBCA.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving LLC. The address of the principal place of business of the Surviving LLC is: 509 S. 22nd Avenue Bozeman, Montana 59718.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving LLC, on request and without cost, to any stockholder or member, as applicable, of the Constituent Companies.

IN WITNESS WHEREOF, the Surviving LLC has caused this Certificate of Merger to be signed by an authorized person this 5th day of October, 2017.

THE COMFORT COMPANIES, LLC

By: 

Rick S. Remitz, President



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 5, 2017

5546-559-2

C T CORPORATION SYSTEM
118 W EDWARDS ST STE 200
SPRINGFIELD IL 62704

RE THE COMFORT COMPANIES, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND ARTICLES OF MERGER REGARDING THE ABOVE CORPORATION.

THE FILING FEE HAS BEEN RECEIVED AND CREDITED.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FORM **BCA 11.39** (rev. Dec. 2003)
**ARTICLES OF MERGER
BETWEEN ILLINOIS CORPORATIONS
AND LIMITED LIABILITY COMPANIES**
Business Corporation Act

Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-6961
www.cyberdriveillinois.com

FILED

OCT 05 2017

**JESSE WHITE
SECRETARY OF STATE**

Remit payment in the form of a
check or money order payable
to Secretary of State.

The filing fee is \$100, but if merger
involves more than two corporations,
submit \$50 for each additional corporation.

File # SS46-SS9-2 Filing Fee: \$ 100.00 Approved: It

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Names of Corporations and Limited Liability Companies proposing to merge and State or Country of organization or incorporation:

Name of Corporation or Limited Liability Company	State or Country of Organization/Incorporation	Corporation File Number
<u>The Comfort Companies, LLC</u>	<u>Delaware</u>	<u>n/a</u> <u>NR</u>
<u>The Comfort Companies, Inc.</u>	<u>Illinois</u>	<u>55465592</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

2. The laws of the state or country under which each Corporation and Limited Liability Company are organized, permit such merger.

3. a. Name of Surviving Party: The Comfort Companies, LLC

b. Corporation or Limited Liability Company shall be governed by the laws of: Delaware

For more space, attach additional sheets of this size.

4. Plan of merger is as follows:

See attached.

5. Plan of merger was approved, as to each Limited Liability Company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

Mark an "X" in one box only for each Illinois Corporation.

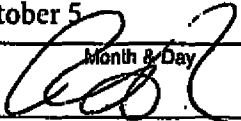
Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	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. (§11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
The Comfort Companies, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" 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 survivor is an Illinois Corporation or an Illinois Limited Liability Company.

It is agreed that, upon and after the filing of Articles of Merger by the Secretary of State of the State of Illinois:

- The surviving Limited Liability Company 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 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 Limited Liability Company.
- The Secretary of State of the State of Illinois shall be and is hereby irrevocably appointed as the agent of the surviving Limited Liability Company to accept service of process in any such proceedings, and
- The surviving Limited Liability Company 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 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. a. The undersigned Corporations have caused this statement to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in **BLACK INK**.


Dated October 5, 2017 The Comfort Companies, Inc.
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature
Rick S. Remitz, President
Name and Title (type or print)

Dated _____, _____
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

7. b. The undersigned Limited Liability Companies have caused this statement to be signed by their duly authorized person, who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in **BLACK INK**.

Dated October 5, 2017 The Comfort Companies, LLC
Month & Day Year Exact Name of Limited Liability Company

Signature
Rick S. Remitz, President of
RR-MG Holdings, Inc., Member
Name and Title (type or print)

Dated _____, _____
Month & Day Year Exact Name of Limited Liability Company

Signature

Name and Title (type or print)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is made as of October 5, 2017, by and between The Comfort Companies, Inc., an Illinois corporation ("Comfort IL"), and The Comfort Companies, LLC, a Delaware limited liability company ("Comfort DE"), in accordance with Title 6, Section 18-209 of the Limited Liability Company Act of the State of Delaware and Section 11.39 of the Business Corporation Act of 1983 of the State of Illinois.

RECITALS

A. The Board of Directors of Comfort IL desires to merge Comfort IL with and into Comfort DE pursuant to the terms and conditions of this Agreement (the "Merger").

B. RR-MG Holdings, Inc., a Delaware corporation and the sole member of Comfort DE ("Holdings"), desires to merge Comfort IL with and into Comfort DE pursuant to the terms and conditions of this Agreement.

C. The Board of Directors of Comfort IL has adopted a resolution by unanimous written consent approving this Agreement and submitting it to Holdings, the sole shareholder of Comfort IL.

D. Holdings, as the sole shareholder of Comfort IL and the sole member of Comfort DE, has adopted a resolution by written consent approving the form, terms and provisions of and the transactions contemplated by this Agreement.

E. Comfort DE is classified as an entity disregarded as separate from its owner, Holdings, for United States income tax purposes.

AGREEMENTS

In consideration of the recitals and the mutual covenants and agreements contained herein, the parties agree as follows:

ARTICLE I

DEFINITIONS

1.01. Definitions. The following terms, as used herein, have the meanings set forth below:

(a) "DLLCA" means the Limited Liability Company Act of the State of Delaware, as amended.

(b) "IBCA" means the Business Corporation Act of 1983 of the State of Illinois, as amended.

(c) "Comfort DE Membership Interest" means the entire limited liability company membership interest in Comfort DE held by Holdings.

(d) "Comfort IL Stock" means the 100 shares of issued and outstanding common stock, par value \$1.00 per share, of Comfort IL held by Holdings.

ARTICLE II THE MERGER

2.01. The Merger.

(a) At the Effective Time (as defined in this Section 2.01) of the Merger, Comfort IL shall be merged with and into Comfort DE in accordance with Title 6, Section 18-209 of the DLLCA and the provisions of the IBCA, whereupon the separate existence of Comfort IL shall cease, and Comfort DE shall be the surviving entity (the "Surviving Entity").

(b) The name of the Surviving Entity shall be "The Comfort Companies, LLC".

(c) Promptly after the execution hereof, Comfort DE will file a certificate of merger with the Secretary of State of the State of Delaware, and both Comfort IL and Comfort DE will cause articles of merger to be filed with the Secretary of State of the State of Illinois. The certificate of merger filed with the Secretary of State of the State of Delaware shall provide, and, in accordance with Section 11.40 of the IBCA, this Agreement, which shall be attached to the articles of merger filed with the Secretary of State of the State of Illinois, does provide, that the Merger shall be effective as of 11:59 p.m. EDT on October 5, 2017 (the "Effective Time").

(d) From and after the Effective Time, the Surviving Entity shall possess all the rights, powers, privileges and franchises and be subject to all of the obligations, liabilities, restrictions and duties of Comfort IL and Comfort DE, all as provided under the DLLCA and the IBCA.

2.02. Effect on Shares and Membership Interests. At the Effective Time,

(a) the Comfort DE Membership Interest shall remain outstanding and unaffected by the Merger; and

(b) each then issued and outstanding share, and each share held in the treasury, if any, of the Comfort IL Stock shall be cancelled, and no payment shall be made with respect thereto.

ARTICLE III THE SURVIVING ENTITY

3.01. Limited Liability Company Agreement of Surviving Entity. At the Effective Time, automatically and without further action, the Operating Agreement of Comfort DE shall be the Operating Agreement of the Surviving Entity.

3.02 Member of Surviving Entity. From and after the Effective Time, Holdings shall continue as the sole member of the Surviving Entity, subject to the provisions of the Operating Agreement of the Surviving Entity.

3.03 Officers of Surviving Entity. The persons who are officers of Comfort DE immediately prior to the Effective Time shall continue as the officers of the Surviving Entity, in the same capacity or capacities, each of such officers to serve until his resignation or removal or until his successor has been duly elected and qualified in accordance with the laws of the State of Delaware and the Operating Agreement of the Surviving Entity.

ARTICLE IV MISCELLANEOUS

4.01. Governing Law. This Agreement shall be deemed to be made in, and in all respects shall be interpreted, construed and governed by and in accordance with the law of, the State of Delaware without regard to the conflict of law principles thereof.

4.02. Counterparts. This Agreement may be executed in any number of counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

4.03. Termination. This Agreement may be terminated and the Merger abandoned by the mutual consent of Comfort IL and Comfort DE at any time prior to the Effective Time.

[Signature page follows.]

IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by the duly authorized officers of the parties hereto as of the date first written above.

THE COMFORT COMPANIES, INC., an Illinois corporation

By: 

Name: Rick S. Remitz

Title: President

THE COMFORT COMPANIES, LLC, a Delaware limited liability company

By: 

Name: Rick S. Remitz

Title: President

{Signature Page to Agreement and Plan of Merger}