

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT5981509

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	07/01/2012	
CONVEYING PARTY DATA		
	Name	Execution Date
	KENTUCKY WOOL SOCIETY, LLC	06/14/2012
RECEIVING PARTY DATA		
Name:	FELTLOOM, INC.	
Street Address:	121 SHARPSBURG RD	
City:	SHARPSBURG	
State/Country:	KENTUCKY	
Postal Code:	40374	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Patent Number:	7430790
CORRESPONDENCE DATA		
Fax Number:	(513)579-6457	
<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:	5135796590	
Email:	mmusekamp@kmlaw.com	
Correspondent Name:	MARK ERIC MUSEKAMP	
Address Line 1:	1 E. 4TH ST., STE. 1400	
Address Line 4:	CINCINNATI, OHIO 45202	
NAME OF SUBMITTER:	MARK ERIC MUSEKAMP	
SIGNATURE:	/Mark Eric Musekamp/	
DATE SIGNED:	02/25/2020	
	This document serves as an Oath/Declaration (37 CFR 1.63).	
Total Attachments: 8		
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STATE OF KENTUCKY
ARTICLES OF MERGER
PLAN AND AGREEMENT OF MERGER

between

KENTUCKY WOOL SOCIETY, LLC
(a Kentucky limited liability company)

and

FELTLOOM, INC.
(a Kentucky corporation)

These Articles of Merger are made and entered into on the 14 day of June 2012 pursuant to KRS 275.345 and 275.360 and set forth the Plan and Agreement of Merger between **KENTUCKY WOOL SOCIETY, LLC**, a Kentucky limited liability company ("KWS") and **FELTLOOM, INC.**, a Kentucky corporation ("Feltloom"), who agree as follows.

RECITALS

WHEREAS, KWS is a limited liability company organized and existing under the laws of the State of Kentucky, its Articles of Organization having been filed in the Office of the Secretary of State of the State of Kentucky on June 21, 2002; and

WHEREAS, Feltloom is a corporation organized and existing under the laws of the State of Kentucky, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of Kentucky effective on January 1, 2012; and

WHEREAS, the members and manager of KWS, and the shareholders and board of directors of Feltloom (KWS and Feltloom are referred to as the "Constituent Entities") deem it advisable that KWS be merged with and into Feltloom on the terms and conditions

hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Kentucky, which permit such merger; and

WHEREAS, the merger of the Constituent Entities was duly approved in accordance with KRS 275.350 in special meetings of the Members and Manager of KWS, and by the Shareholder and Directors of Feltloom, held pursuant to lawful notice on May 1, 2012; and

WHEREAS, this Plan and Agreement of Merger is made pursuant to KRS 275.355 and was duly approved in accordance with KRS 275.350 and executed by the Constituent Entities, on May 1, 2012, to be effective July 1, 2012 (the "Effective Date").

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, KWS and Feltloom, by their respective members/shareholders, manager, officers and directors, have agreed and do hereby agree as follows:

ARTICLE I CONSTITUENT ENTITIES

1. The entities that are parties to the merger are Kentucky Wool Society, LLC (KWS), a Kentucky limited liability company, and Feltloom, Inc. (Feltloom), a Kentucky corporation.
2. On and as of the Effective Date, KWS shall be merged with and into Feltloom and the two shall become a single corporation, in accordance with applicable provisions of the laws of the State of Kentucky.
3. Feltloom shall be the Surviving Corporation.

ARTICLE II TERMS OF MERGER

Upon the merger becoming effective as provided in the applicable laws of the State of Kentucky and of the State of Kentucky (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Date"):

1. The two Constituent Entities shall be a single corporation, which shall be Feltloom as the Surviving Corporation, and the separate existence of KWS shall cease on and as of the Effective Date.
2. The Articles of Incorporation of Feltloom shall be the Articles of Incorporation of the Surviving Corporation.
3. The bylaws and code of regulations of Feltloom shall be the bylaws and code of regulations of the Surviving Corporation.
4. The board of directors and officers of Feltloom will be the board of directors and officers, respectively, of Feltloom.
5. Limited liability shall be retained by Feltloom as the Surviving Corporation.

ARTICLE III CONVERSION OF MEMBERSHIP INTERESTS

The manner of converting the outstanding shares of each of the Constituent Entities shall be as follows: each 1% of ownership interest in KWS held by Class A Members shall be converted into ten (10) shares of the Class A Common – Founder Shares of the Surviving Corporation; and each 1% of ownership interest in KWS held by Class B Members shall be converted into ten (10) shares of the Class C Common – Original Investors shares of the Surviving Corporation.

ARTICLE V AMENDMENTS TO ARTICLES OF INCORPORATION

The following amendments are hereby made to the Articles of Organization of Feltloom:

1. Article II is hereby amended to read as follows:

Article II. The number of shares the corporation is authorized to issue is 10,000 shares, all of which shall be without par value. No holders of any shares of the corporation shall be entitled to preemptive rights. Any shares of the corporation may be uncertificated, as determined by the Board of Directors, in accordance with KRS 271B.6-260. The corporation shall have the right, power, and authority to acquire its own shares, on terms established by the Board of Directors. The Board of Directors may adopt a Shareholders Stock Buy/Sell Agreement, setting forth restrictions on the transfer of any of the shares of the corporation, and when so adopted the restrictions therein shall be binding on and enforceable against the holders of all shares subject thereto in accordance with KRS 271B.6-270.

There shall be four (4) classes of shares: Class A Common – Founders, Class B Preferred – Investors, Class C Common – Original Investors, and Class D Common. The classes and terms of shares are as follows.

a. Class A Common – Founders Shares. 6,000 of the authorized shares of the corporation shall be Class A Common – Founder Shares. The Founder Shares shall be owned only by Lanette Freitag and Don Bowles. Each Founder Share shall entitle the holder thereof to cast one vote on each matter on which shareholders of the corporation are entitled to vote. Each Class A Common – Founder Share shall be entitled to share pro rata in distribution and liquidation proceeds of the corporation. The holders of the Class A Common – Founder Shares shall be entitled to devise, transfer and convey, by will or otherwise, their shares of such class as they deem appropriate or desirable. Additional Class

A shares may be issued upon the approval of the Class A shareholders, on such terms as they deem appropriate, in their sole discretion.

b. Class B Preferred - Investors. 1,000 of the authorized shares of the corporation shall be Class B Preferred - Investors. The recipients of such shares, and voting and distribution rights attributed to them, shall be designated by the holders of the Class A Common - Founders Shares. The Class B Preferred - Investors Class of shares may be issued in different series, each with its own terms. The holders of one series of Class B Preferred - Investors shares shall not be entitled to hold any other series except as approved by the holders of the Class A Common - Founder Shares. The holders of Class B Preferred - Investors Shares shall not have preemptive rights with respect to such shares except as set forth in writing in a shareholders agreement with the corporation.

c. Class C Common. 2,827.5 of the authorized shares of the corporation shall be Class C Common shares. Each Class C Common Share shall entitle the holder thereof to cast one vote on each matter on which shareholders of the corporation are entitled to vote except as limited by Article VII of the Articles of Incorporation. Each Class C Common Share shall be entitled to share pro rata in distribution and liquidation proceeds of the corporation. The holders of Class C Common Shares shall not have preemptive rights with respect to such shares. The corporation may at any time redeem the Class C Common Shares, or any of them, pursuant to terms set forth in the Shareholders Stock Buy/Sell Agreement of the corporation as in effect from time to time.

d. Class D Common - Original Investors. 172.5 of the authorized shares of the corporation shall be Class D Common - Original Investors. The holders of the Class D Common - Original Investors Shares shall be Ann Brown, Richard Van Sickle, and Nan Rieker, each of whom shall own 57.5 of such shares. Class D Common - Original

Investors shares may not be assigned, sold, devised, conveyed, encumbered, or otherwise transferred in any manner except to the corporation as provided in the Shareholders Stock Buy/Sell Agreement of the corporation. Each Class D Common Share shall entitle the holder thereof to cast one vote on each matter on which shareholders of the corporation are entitled to vote except as limited by Article VII of the Articles of Incorporation. Each Class D Common Share shall be entitled to share pro rata in distribution and liquidation proceeds of the corporation. The holders of Class D Common Shares shall not have preemptive rights with respect to such shares. The corporation may at any time redeem the Class D Common Shares, or any of them, by tendering to the holder thereof the sum of \$1,200.00 aggregate (\$20.87 per share) for all such shares held by each such holder. Each holder of Class D Common Shares hereby makes, designates, and appoints the President of the corporation as his/her lawful attorney in fact to transfer any redeemed shares on the books of the corporation.

2. Article VII is hereby added to the Articles of Incorporation:

Article VII. Pursuant to KRS 271B.8-010, only the holders of the Class A Common – Founders shares shall be entitled to vote to elect the Board of Directors of the corporation, and no other person shall serve as a Director except as designated by the holders of such shares. The Directors shall have no personal liability for monetary damages for breach of their duties except to the extent required by KRS 271B.2-020 (2) (d).

4. Article VIII is hereby added to the Articles of Incorporation:

Article VIII. Notwithstanding anything to the contrary in these Articles, all decisions of the corporation for which the approval of the shareholders is required may be made by vote of the holders of a majority of the outstanding shares entitled to vote on any such action.

IN WITNESS WHEREOF, KWS and Feltloom, pursuant to the approval and authority duly given by resolutions adopted by their respective Members or Shareholders and Boards of Directors, have caused this Plan and Agreement of Merger to be executed by authorized officers of each party thereto.

KENTUCKY WOOL SOCIETY, LLC

By: Lanette Freitag
Lanette Freitag, Manager

FELTLOOM, INC.

By: Lanette Freitag
Lanette Freitag, President

RECORDED: 02/25/2020

PATENT
REEL: 051923 FRAME: 0739