

11-23-2001



ET

Y

Docket No.:

1207-1071 & 1207-1075

Tab settings → → → ▼ ▼

101900397

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

1. Name of conveying party(ies):

Bontrager Cycles, Inc.

11-19-01

- Individual(s)
- General Partnership
- Corporation-State **California**
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: **March 1, 1997**

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

Name: **Trek Bicycle Corporation**

Internal Address:

Street Address: **801 West Madison Street**

City: **Waterloo** State: **WI** ZIP: **53594**

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State **Wisconsin**

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,994,941
2,113,308

Additional numbers attached? Yes No

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

Name: **Peter J. Shakula**

Internal Address: **Lee, Mann, Smith, McWilliams,**

Sweeney & Ohlson

Street Address: **P. O. Box 2786**

City: **Chicago** State: **IL** ZIP: **60690**

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ **\$65.00**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

12-0913 (Under and Overpayments Only)

DO NOT USE THIS SPACE

11/21/2001 6TON11 00000018 1994941

01 FC:481
02 FC:482

40.00 DP
25.00 DP

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.

Peter J. Shakula, Reg. No. 40,808

Name of Person Signing

Signature

November 15, 2001

Date

42

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

TRADEMARK

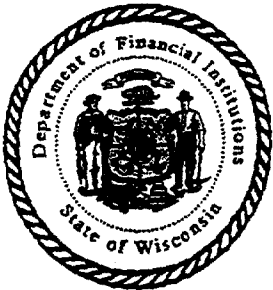
REEL: 002398 FRAME: 0021



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

BY: A handwritten signature in black ink, appearing to read "Patricia Webb".

DATE: SEP 27 2001

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

OKK

ARTICLES OF INCORPORATION

Executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 180 of the Wisconsin Statutes:

Article 1. The name of the corporation is: TREK BICYCLE, CORP.

Article 2. The period of existence shall be perpetual.

Article 3. The purposes shall be to engage in lawful activity within the purposes for which corporations may be organized under the Wisconsin Business Corporation Law, Chapter 180, Wisconsin Statutes (1973).

Article 4. The number of shares which it shall have authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any within a class, is:

Class	Series	Number of Shares	Par value per share or statement that shares are without par value
Common	---	2,500	No par value

Article 5. The preferences, limitations, designation, and relative rights to each class or series of stock are: NONE

Article 6. Address of initial registered office is:

11925 West Carmen Avenue
Milwaukee, WI 53225

Article 7. Name of initial registered agent at such address is:

RICHARD BURKE

Article 8. The number of directors constituting the Board of Directors shall be fixed by by-law.

Article 9. These articles may be amended in the manner authorized by law at the time of amendment.

Article 10. The name and address of incorporator is:

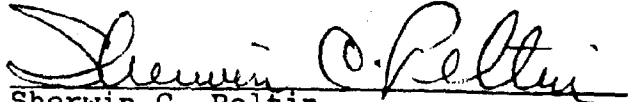
Name

Address

SHERWIN C. PELTIN

633 West Wisconsin Avenue
Milwaukee, Wisconsin 53203

Executed in duplicate on the 13th day of January, 1976.


Sherwin C. Peltin

STATE OF WISCONSIN)
) SS.
MILWAUKEE COUNTY)

Personally came before me this 13th day of January, 1976, the above named SHERWIN C. PELTIN, to me known to be the person who executed the foregoing instrument, and acknowledged the same.


Notary Public

My Commission expires: 11/27/77

This document was drafted by
and should be returned to:

SHERWIN C. PELTIN

of

PEREGRINE, MARCUVITZ, CAMERON,
PELTIN, HERSH & LENSKY, S.C.,
633 West Wisconsin Avenue
Milwaukee, Wisconsin 53203
Tele: (414) 272-4833

Div. of Inc.
Trek Bicycle, Corp.

STATE OF WISCONSIN
DEPARTMENT OF STATE
FILED #50
JAN 14 1976
DOUGLAS LAFOLLETTE
SECRETARY OF STATE

7-66-19

Attys. Peregrine, Marcovitz, Cameron, Peltin, Harsh & Kenzky, S.C.
633 West Wisconsin Avenue
Milwaukee, Wis. 53203

JAN-14-76 00934 14°I 06619 -- V -- 50.00

OFFICE OF
REGISTER OF DEEDS

The undersigned, as Register of Deeds of
(COUNTY) *Milwaukee*
County, Wisconsin, certifies that on
(DATE) *JAN 20 - 1976*

there was received and accepted for record in my office, an instrument bearing the certificate of the Secretary of State of Wisconsin, and described as

- () Articles of Incorporation () Amendment to Articles of Incorporation () Statement of Intent to Dissolve
 - () Articles of Dissolution () Articles of Merger () Name reservation
 - () Articles of Consolidation () Restated Articles () Change of Registered Office and/or Agent
- TREK BICYCLE, CORP.**

(S E A L) Witness my hand and official seal on

JAN 20 - 1976

(DATE)

Walter R. Barczak
REGISTER OF DEEDS

01 1106619

ARTICLES OF MERGER

TREK BICYCLE, CORP. AND ALL OF ITS SUBSIDIARY CORPORATIONS

WITH

TREK BICYCLE, CORP. AS SURVIVING CORPORATION

Articles of Merger of Trek Bicycle, Corp. and all of its subsidiary corporations, all of such corporations being Wisconsin corporations, pursuant to Section 180.65 of the Wisconsin Statutes.

1. MERGER.

Trek Bicycle, Corp., hereinafter referred to as "Surviving Corporation," and the corporations listed on the attached Schedule A, hereinafter referred to as the "Merged Corporations," or, individually as "Merged Corporation," agree to, and do hereby effect, the merger of Merged Corporations into Surviving Corporation on the terms and conditions hereinafter set forth.

2. PLAN OF MERGER.

The plan of merger shall be the Plan of Merger and Agreement of Merger attached hereto as Schedule B.

3. STATUS OF CAPITAL STOCK.

The aggregate number of shares that the Surviving Corporation is authorized to issue is 2,500 shares of common stock without par value, of which 1,500 are outstanding. The number of authorized and outstanding shares of stock of each of the Merged Corporations is as shown in the attached Schedule A. None of the shares of any of the corporations,

FOR EXAMINATION

DATE: 8-10-87

DATE: _____

87CM070802A

40

which are parties to this merger, are entitled to vote as a class. The total number of affirmative votes of the Surviving Corporation required for the merger is 1,001. The total number of affirmative votes of each of the Merged Corporations required for the merger is as shown in the attached Schedule A.

4. SHAREHOLDERS' VOTES.

As to each corporation which is a party to the merger, all outstanding shares voted for the Plan of Merger and no outstanding shares voted against the Plan of Merger. There are no shares of any class or series of stock of any of the corporations which are parties to the merger which are entitled to vote as a class.

5. COUNTY OF REGISTERED OFFICE.

The registered office of Surviving Corporation is in Milwaukee County. The registered office of each of the Merged Corporations is as shown as the attached Schedule A.

IN WITNESS WHEREOF, each of the corporations has caused these Articles to be executed by its duly authorized officers and its corporate seal, if any, to be affixed at Milwaukee, Wisconsin, this 29th day of April, 1987.

TREK BICYCLE, CORP.

By: *R. A. Burke*
R. A. Burke, President

Attest: *Thomas Albers*
Thomas Albers, Secretary

TREK COMPONENT COMPANY, INC.

By: *R. A. Burke*
R. A. Burke, President

Attest: *Thomas Albers*
Thomas Albers, Secretary

TRU-AMERICA CORPORATION

CYCLES DE FRANCE, INC.

By: *R. A. Burke*
R. A. Burke, President

By: *R. A. Burke*
R. A. Burke, President

Attest: *Thomas Albers*
Thomas Albers, Secretary

Attest: *Thomas Albers*
Thomas Albers, Secretary

This instrument was drafted by Attorney Sherwin C. Peltin.

This document shall be recorded in Jefferson and Milwaukee Counties.

2752G

SCHEDULE A

CYCLES DE FRANCE, INC., a Wisconsin corporation 01 1C18621
Waterloo, Wisconsin
Authorized capital: 2,800 shares common, no par value
Outstanding shares: 100
Affirmative number of shares necessary
to approve Plan and Agreement of Merger: 67
Registered office is in Milwaukee County

TREK COMPONENTS COMPANY, INC., a Wisconsin corporation 01 1A12563
Waterloo, Wisconsin
Authorized capital: 2,800 shares common, no par value
Outstanding shares: 100 common
Affirmative number of shares necessary
to approve Plan and Agreement of Merger: 67
Registered office is in Jefferson County

TRU-AMERICA CORPORATION, a Wisconsin corporation 01 T019856
Waterloo, Wisconsin
Authorized capital: 2,800 shares common, no par value
Outstanding shares: 100
Affirmative number of shares necessary
to approve Plan and Agreement of Merger: 67
Registered office is in Jefferson County

JOINT PLAN OF MERGER AND AGREEMENT OF MERGER
BETWEEN
TREK BICYCLE, CORP. AND ALL OF ITS SUBSIDIARY CORPORATIONS
WITH
TREK BICYCLE, CORP. AS SURVIVING CORPORATION

WHEREAS, Trek Bicycle, Corp. ("Trek") is a Wisconsin corporation with its principal place of business at Waterloo, Wisconsin; and

WHEREAS, the aggregate number of shares that Trek is authorized to issue is 2,500 shares of common stock, without par value, of which 1,500 shares are outstanding; and

WHEREAS, all of the subsidiary corporations of Trek, which are all Wisconsin corporations, are listed on Schedule A attached hereto, which schedule shows with respect to each its principal place of business, the number of shares it is authorized to issue, the par value of each of said shares and the number of shares outstanding, all of which outstanding shares of all of said subsidiary corporations being owned legally and beneficially by Trek; and

WHEREAS, it is desirable and in the best interests of all parties hereto and the sole shareholder of Trek, Intrepid Corporation, a Wisconsin corporation, and its shareholders, that the properties, businesses, assets and liabilities of all of the parties hereto be combined into one surviving corporation, which shall be Trek; and

WHEREAS, the parties desire that such combination of all subsidiary corporations into Trek be effected pursuant to Section 332 of the Internal Revenue Code;

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Wisconsin, and those other states which may be involved, as are referred to in Schedule A attached hereto, do hereby agree as follows:

1. MERGER.

All of the subsidiary corporations enumerated in Schedule A attached hereto shall be merged with and into Trek, and Trek does hereby merge all of said subsidiary corporations with and into itself. On and after the effective date of this contemplated merger:

(a) Trek shall be the corporation, which is a party hereto, which shall survive, and it shall continue to exist as a domestic corporation under the laws of Wisconsin, with all of the rights and obligations of such surviving domestic corporation as are provided by the Wisconsin Business Corporation Law.

(b) All of the subsidiary corporations enumerated in Schedule A attached hereto, pursuant to the corporate law of the State of Wisconsin, shall cease to exist (except as otherwise provided for specific purposes in said law), and the property of each of them shall become the property of Trek as the surviving corporation.

2. ARTICLES OF INCORPORATION; BYLAWS.

The Articles of Incorporation, as amended, and the Bylaws of Trek shall continue as the Articles of Incorporation and Bylaws of the surviving corporation.

3. DIRECTORS.

The directors of Trek shall be the directors of the surviving corporation until their successors are duly elected and qualified under the Bylaws of Trek.

4. SHARES OF SURVIVOR.

Each outstanding share of stock of Trek on the effective date of the merger shall, thereupon, without further action, become one share of the surviving corporation, Trek, without the issuance or exchange of new shares or share certificates.

5. CANCELLATION OF SUBSIDIARY SHARES.

All authorized and outstanding shares of all of the the subsidiary corporations enumerated on Schedule A, such shares being owned in their entirety by Trek, and all rights in respect thereof, shall be cancelled forthwith on the effective date of the merger, and the certificates representing such shares shall be surrendered and cancelled.

6. EFFECTIVE DATE.

Pursuant to Section 180.66, Wis. Stats., the effective date of this merger shall be the filing date of the Articles of Merger in the Office of the Secretary of State. It is expressly understood, however, that all rights granted pursuant to the Plan and Agreement of Merger, Articles of Merger or

Chapter 180, Wis. Stats., with respect to the parties shall be deemed granted by and to the parties as of May 1, 1987, and the undertakings or assumptions of liabilities and obligations provided in the Plan and Agreement of Merger, Articles of Merger or Chapter 180, Wis. Stats., with respect to the parties shall be deemed undertaken or assumed as of May 1, 1987. It is the intention of the parties that the rights and duties granted by the Plan and Agreement of Merger, Articles of Merger or state law shall be enjoyed or assumed by the parties as if the effective date of the merger pursuant to Section 180.66, Wis. Stats., had been May 1, 1987.

7. APPROVAL.

The directors of Intrepid Corporation, on behalf of that corporation, being the holder of all outstanding voting stock of Trek, have approved of this merger of all of the subsidiary corporations of Trek into Trek as a surviving corporation. As described herein, Trek is the sole shareholder of all of the corporations enumerated on Schedule A. The directors of Trek and of each of the subsidiary corporations by their respective signatures, approve this Plan and Agreement of Merger on behalf of their respective corporations. The proper officers of each corporation shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as may be necessary or proper to render effective the merger contemplated by this Plan and Agreement of Merger.

8. APPLICABILITY OF SECTION 332.

It is the intent of the parties that the combination of subsidiary corporations into Trek provided herein shall constitute a complete liquidation of such subsidiaries into Trek pursuant to Section 332 of the Internal Revenue Code.

9. ABANDONMENT OF PLAN.

Notwithstanding any of the provisions of this Plan and Agreement of Merger, the directors of Trek, at any time before or after approval by directors of Trek on behalf of itself or any subsidiary corporation, or both, but prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein, in which case this Plan and Agreement of Merger shall thereby be cancelled and become null and void.

IN WITNESS WHEREOF, Trek and all of its subsidiary corporations have caused this Plan and Agreement of Merger to be executed in their corporate names by their respective officers and by all of their directors as of this 29th day of April, 1987.

TREK BICYCLE, CORP.

By: *R. A. Burke*
R. A. Burke, President

Attest: *Thomas Albers*
Thomas Albers, Secretary

TREK COMPONENT COMPANY, INC.

By: *R. A. Burke*
R. A. Burke, President

Attest: *Thomas Albers*
Thomas Albers, Secretary

DIRECTORS:

R. A. Burke
R. A. Burke
Thomas Albers
Thomas Albers

DIRECTORS:

R. A. Burke
R. A. Burke
Thomas Albers
Thomas Albers

TRU-AMERICA CORPORATION

By: R. A. Burke
R. A. Burke, President

Attest: Thomas Albers
Thomas Albers, Secretary

CYCLES DE FRANCE, INC.

By: R. A. Burke
R. A. Burke, President

Attest: Thomas Albers
Thomas Albers, Secretary

DIRECTORS:

R. A. Burke
R. A. Burke
Thomas Albers
Thomas Albers

DIRECTORS:

R. A. Burke
R. A. Burke
Thomas Albers
Thomas Albers

2717G

SCHEDULE A

CYCLES DE FRANCE, INC., a Wisconsin corporation

Waterloo, Wisconsin

Authorized capital: 2,800 shares common, no par value

Outstanding shares: 100

Affirmative number of shares necessary

to approve Plan and Agreement of Merger: 67

Registered office is in Milwaukee County

TREK COMPONENTS COMPANY, INC., a Wisconsin corporation

Waterloo, Wisconsin

Authorized capital: 2,800 shares common, no par value

Outstanding shares: 100 common

Affirmative number of shares necessary

to approve Plan and Agreement of Merger: 67

Registered office is in Jefferson County

TRU-AMERICA CORPORATION, a Wisconsin corporation

Waterloo, Wisconsin

Authorized capital: 2,800 shares common, no par value

Outstanding shares: 100

Affirmative number of shares necessary

to approve Plan and Agreement of Merger: 67

Registered office is in Jefferson County

Miegel (4 Domestic)

De France, Inc.

America Corporation

+

Components Company, Inc.

INTO

Bicycle, Corp. (summar)

Atty Sherman Peltin

Components Company

21 W. Madison

Box 95

Madison, WI 53794

Mielw

\$

Jefferson

\$30

STATE OF WISCONSIN
FILED

AUG 14 1987

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

ARTICLES OF MERGER OF

01 T023891 FISHER BICYCLE CORPORATION MAY 21 12:00PM
#.#
INTO 137016 DCORP-MI 100.00

1 T06619 TREK BICYCLE, CORP. AS SURVIVING CORPORATION

Articles of Merger of TREK BICYCLE, CORP. (Trek") and its subsidiary corporation, FISHER BICYCLE CORPORATION ("Fisher"), both of such corporations being Wisconsin corporations, pursuant to Section 180.1104 of the Wisconsin Statutes.

MAY 21 12:00PM
#.#
137017 EXPED 25 25.00

1. MERGER

Trek and Fisher hereby effect the merger of Fisher into Trek on the terms and conditions hereinafter set forth.

2. PLAN OF MERGER

The plan of merger shall be the Plan of Merger attached hereto as Exhibit A.

3. STATUS OF CAPITAL STOCK

The aggregate number of shares that Trek is authorized to issue is 2,500 shares of common stock, of which 1,500 are outstanding. The number of authorized shares of stock of Fisher is 9,000 shares, par value \$1.00, of which 1,000 are outstanding. The merger need not be approved by the holders of the shares of Trek. As the holder of at least 90 percent of the outstanding shares of Fisher, Trek need not act on the merger as shareholder of Fisher.

4. CLASSES OF SHARES

There are no shares of any class or series of stock of any of the corporations which are parties to the merger which are entitled to vote as a class.

SECRETARY OF STATE
STATE OF WISCONSIN

93 MAY 20 9 34 AM

5. APPROVAL OF MERGER

The Plan of Merger was approved in accordance with the provisions of Section 180.1104, Wis. Stats.

IN WITNESS WHEREOF, Trek Bicycle, Corp., as surviving parent corporation, has caused these Articles of Merger to be executed by its duly authorized officers and its corporate seal affixed at Milwaukee, Wisconsin, this 17th day of May, 1993.

TREK BICYCLE, CORP.

By: *R. A. Burke*
R. A. Burke, President

Attest:

Maureen Haines
Maureen Haines, Secretary

This instrument was drafted by
Attorney Sherwin C. Peltin.

SCP:Trek.Articles

EXHIBIT A
PLAN OF MERGER OF
FISHER BICYCLE CORPORATION
INTO
TREK BICYCLE, CORP.

WHEREAS, TREK BICYCLE, CORP. ("Trek") is a Wisconsin corporation with its principal place of business at Waterloo, Wisconsin; and

WHEREAS, the aggregate number of shares that Trek is authorized to issue is 2,500 shares of common stock, without par value, of which 1,500 shares are outstanding; and

WHEREAS, FISHER BICYCLE CORPORATION ("Fisher"), a subsidiary corporation of Trek, is a Wisconsin corporation authorized to issue 9,000 shares, the par value of each of said shares being \$1.00, of which 1,000 shares are outstanding, all of such outstanding shares being owned legally and beneficially by Trek; and

WHEREAS, it is desirable and in the best interests of the parties hereto and the sole shareholder of Trek, Intrepid Corporation ("Intrepid"), a Wisconsin corporation, and its shareholders, that the property, business, assets and liabilities of Fisher be added to the property, business, assets and liabilities of the one surviving corporation, which shall be Trek; and

WHEREAS, Trek desires that such combination of Fisher into Trek be effected pursuant to Section 332 of the Internal Revenue Code;

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, Trek, by its directors, and in

TRADEMARK

REEL: 002398 FRAME: 0040

accordance with the applicable provisions of the laws of the State of Wisconsin, establish the following plan of merger:

1. MERGER

Fisher shall be merged with and into Trek, and Trek does hereby merge said subsidiary corporation with and into itself. On and after the effective date of this contemplated merger:

(a) Trek shall be the corporation which shall survive, and it shall continue to exist as a domestic corporation under the laws of the State of Wisconsin, with all of the rights and obligations of such surviving domestic corporation, as provided by the Wisconsin Business Corporation Law.

(b) Fisher, pursuant to the Wisconsin Business Corporation Law, shall cease to exist (except as otherwise provided for specific purposes in said law), and the property of Fisher shall become the property of Trek as the surviving corporation.

2. ARTICLES OF INCORPORATION; BYLAWS

The Articles of Incorporation, as amended, and the bylaws of Trek shall continue as the Articles of Incorporation and bylaws of Trek, as the surviving corporation.

3. DIRECTORS

The directors of Trek shall continue as directors of Trek, as the surviving corporation, until their successors are duly elected and qualified under the bylaws of Trek.

4. SHARES OF SURVIVOR

Each outstanding share of stock of Trek on the effective date of the merger shall, without further action, continue as one share

of Trek, as the surviving corporation, without the issuance or exchange of new shares or share certificates.

5. CANCELLATION OF FISHER SHARES

All outstanding shares of Fisher, such shares being owned in their entirety by Trek, and all rights in respect thereof, shall be cancelled forthwith on the effective date of the merger, and the certificate or certificates representing such shares shall be surrendered and cancelled.

6. EFFECTIVE DATE

Pursuant to Section 180.1105, Wis. Stats., the effective date of this merger shall be May 10, 1993. It is expressly understood, however, that all rights granted or duties assumed pursuant to the Plan of Merger, Articles of Merger or Chapter 180, Wis. Stats., with respect to the parties shall be deemed granted by and to the parties as of May 10, 1993, and all undertakings or assumptions of liabilities and obligations provided in the Plan of Merger, Articles of Merger or Chapter 180, Wis. Stats. shall be deemed assumed or undertaken as of that date.

5/10/93
OK per
Att. P.H.
Gen. (K.H.)
NKS

7. APPROVAL

The directors of Intrepid, on behalf of that corporation, being the holder of all outstanding voting shares of Trek, have approved of this merger of Fisher into Trek as the surviving corporation. As described herein, Trek is the sole shareholder of Fisher. The directors of Trek by their respective signatures, approve this Plan of Merger on behalf of Trek. The appropriate officers of each corporation shall, and are hereby authorized and

directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as may be necessary or proper to render effective the merger contemplated by this Plan of Merger.

8. APPLICABILITY OF SECTION 332.

It is intended that the merger of Fisher into Trek provided herein shall constitute a complete liquidation of such subsidiary into Trek pursuant to Section 332 of the Internal Revenue Code.

9. ABANDONMENT OF PLAN

Notwithstanding any of the provisions of this Plan of Merger, the directors of Trek, at any time on behalf of itself or Fisher, or both, but prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein, in which case this Plan of Merger shall thereby be cancelled and become null and void.

IN WITNESS WHEREOF, Trek has caused this Plan of Merger to be executed in its corporate name by its officers and by all of its directors as of the 19th day of May, 1993.

TREK BICYCLE, CORP.

BY: R. A. Burke
R. A. Burke
President and Director

Attest: Maureen Haines
Maureen Haines, Secretary

Thomas L. Albers
Thomas L. Albers, Director

Joseph R. Siefkes
Joseph R. Siefkes, Director

SCP:Trek.Plan

WAIVER OF MAILING

TREK BICYCLE, CORP., as the sole shareholder of **FISHER BICYCLE CORPORATION**, a subsidiary corporation which is to be merged pursuant to Section 180.1104 of the Wisconsin Statutes, hereby waives its right to receive a copy of the Plan of Merger, as provided by Statute, and approves the prompt completion of the merger process.

Dated at Waukesha, Wisconsin, this 18th day of May, 1993.

TREK BICYCLE, CORP.

By: Maureen Haines
Maureen Haines, Secretary

Articles of Merger

Mergers: Fisher Bicycle Corporation (Domestic)
Intro: Trek Bicycle, Corp. (Domestic) (Survivor)

STATE OF WISCONSIN
FILED

MAY 20 1993

\$100.00 plus \$25 Exp. Fee

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

Atty. Sherrin Peltin
Weiss, Berzowski, Brady & Donahue
700 North Water Street
Milwaukee, Wi. 53202-4273

01 1706619

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

ARTICLES OF AMENDMENT
Stock (for profit)

97 JAN 10 10:00

A. Name of Corporation: Trek Bicycle, Corp.
(prior to any change effected by this amendment)

Text of Amendment (Refer to the existing articles of incorporation and instruction A. Determine those items to be changed and set forth below the number identifying the paragraph being changed and how the amended paragraph is to read.)

RESOLVED, THAT, the articles of incorporation be amended as follows:

Article 1, is amended so that, after amendment, it shall read as follows:

Article 1. The name of the corporation is: TREK BICYCLE CORPORATION
OK
NS
JAN 10 12:00PM
#.#
171892 DCORP 40 40.00

B. Amendment(s) adopted on December 16, 1996
(date)

Indicate the method of adoption by checking the appropriate choice below:

(x) In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)

OR

() In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)

OR

() In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on behalf of the corporation on December 16, 1996
(date)
Joseph R. Siefman
(signature)
Joseph R. Siefman
(printed name)
Secretary
(officer's title)

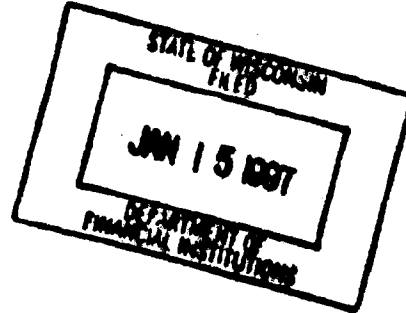
D. This document was drafted by Attorney Sherwin C. Peltin
(name of individual required by law)

FILING FEE - \$40.00 OR MORE
SEE REVERSE for Instructions, Suggestions, Filing Fees and Procedures

ARTICLES OF AMENDMENT Stock(for profit)

\$40.00
Kc

Changes Name



Shawin C. Peltin
Weiss, Barzowski, Brady & Donahue
700 North Water Street
Milwaukee, WI 53202

⚡ Please indicate where you would like the acknowledgement copy of the filed document sent. Please include complete name and mailing address.

Your phone number during the day: (414) 276 - 5800

INSTRUCTIONS (Ref. sec. 180.1006 Wis. Stats. for document content)

Submit one original and one exact copy to Secretary of State, P.O. Box 7846, Madison, Wisconsin, 53707-7846. (If sent by Express or Priority U.S. mail, address to 30 W. Mifflin Street, 9th Floor, Madison WI 53703). The original must include an original, manual signature (sec. 180.0120(3)(c), Wis. Stat.). If you have any additional questions, please call the Corporations Division at 608/266-3590.

A. State the name of the corporation (before any changes effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "RESOLVED, THAT, Article 1 of the Articles of Incorporation is hereby amended to read as follows. . . . etc.")

If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors - Refer to sec. 180.1002 Wis. Stats. for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

By Board of Directors and Shareholders - Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003 Wis. Stats. for specific information.

By Incorporators or Board of Directors - Before issuance of shares - See sec. 180.1005 Wis. Stats. for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer (or incorporator if directors have not yet been elected) of the corporation or the fiduciary if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary. At least one copy must bear an original manual signature.

D. If the document is executed in Wisconsin, sec. 14.38(14) Wis. Stats. provides that it shall not be filed unless the name of the drafter (either an individual or a governmental agency) is printed in a legible manner. If document is NOT drafted in Wisconsin, please so state.

FILING FEES

Submit the document with a minimum filing fee of \$40.00, payable to SECRETARY OF STATE. If the amendment causes an increase in the number of authorized shares, provide an additional fee of 1 cent for each new authorized share. When the document has been filed, an acknowledgement copy stamped "FILED" will be sent to the address indicated above.

TRADEMARK

61 1706019

DEPT OF
REGISTRATION
37 APR 21 18:00

**ARTICLES OF MERGER OF
BONTRAGER CYCLES, INC. INTO
TREK BICYCLE CORPORATION
AS SURVIVING CORPORATION**

Articles of Merger of TREK BICYCLE CORPORATION, a Wisconsin corporation, ("Trek") and its subsidiary corporation, BONTRAGER CYCLES, INC., a California corporation ("Bontrager"), pursuant to Section 180.1104 of the Wisconsin Statutes.

APR 21 12:00PM
175334 BOUND 90 30.00

1. MERGER.

Trek and Bontrager hereby effect the merger of Bontrager into Trek on the terms and conditions hereinafter set forth.

2. PLAN OF MERGER.

The plan of merger shall be the Plan of Merger attached hereto as Exhibit A.

3. STATUS OF CAPITAL STOCK.

The aggregate number of shares that Trek is authorized to issue is 2,500 shares of common stock, without par value, of which 1,500 are outstanding. The aggregate number of shares that Bontrager is authorized to issue is 2,000 shares of common stock, without par value, of which 1,111.1 are outstanding. The merger need not be approved by the sole shareholder of Trek. As the holder of at least 90 percent of the outstanding shares of Bontrager, Trek need not act on the merger as shareholder of Bontrager.

4. CLASSES OF SHARES.


There are no shares of any class or series of stock of any of the corporations which are parties to the merger which are entitled to vote as a class.

5. APPROVAL OF MERGER.

The Plan of Merger was approved in accordance with the provisions of Section 180.1104 of the Wisconsin Statutes.

IN WITNESS WHEREOF, Trek Bicycle Corporation, as surviving parent corporation, has caused these Articles of Merger to be executed by its duly authorized officers and its corporate seal affixed at Waterloo, Wisconsin, this 1st day of March, 1997.

TREK BICYCLE CORPORATION

By: 
Thomas L. Albers, President

Attest: 
Robert Burns, Secretary

This instrument was drafted by:

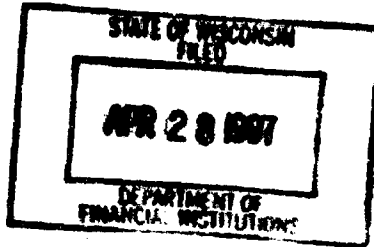
Thomas F. Walker, Jr., Esq.
Weiss, Berzowski, Brady & Donahue
700 North Water Street, #1500
Milwaukee, Wisconsin 53202

Articles of Merger

Merge: Unliamed Foreign Corporation

Into: Trak Bicycle Corporation (Dusha)(Burrison)

Note
Merge
Effective
4/28/97



\$50.00

Atty. Thomas F. Walker, Jr.
Weiss, Berezinski, Brady & Donahue
700 North Water St., #1500
Milwaukee, WI 53202

1706619

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

Sec 180.1006 State of Wisconsin
Wis. Stats. 1999 SEP 14 AM 10:06 Department of Financial Institutions

ARTICLES OF AMENDMENT (Stock, for-profit Corporation)

A The present corporate name (prior to any change effected by this amendment) is:

Trek Bicycle Corporation

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph in the articles of incorporation being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

Article 4 of the Articles of Incorporation is hereby amended so that, after amendment, it shall read as follows:

Article 4. The corporation shall have authority to issue the following shares, itemized by classes, each with par value of 10¢, as follows:

Class	No. of Shares	SEP 15 12:00PM	#. #	
A Common	8,000,000	SEP 15 12:00PM	156973	DCORP-MI 10000.00
B Common	8,000,000	SEP 15 12:00PM	156973	EXPEID 25 25.00

Each share of Class A stock shall be entitled to one vote; Class B shares shall have no voting rights.

B. Amendment(s) adopted on August 31, 1999

(Indicate the method of adoption by checking (X) the appropriate choice below.)

- In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)
- OR
- In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)
- OR
- In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C Executed on September 3, 1999 [Signature]
(Date) (Signature)

Title: President Secretary
or other officer title Robert Burns
(Printed name)

This document was drafted by Attorney Sherwin C. Peltin
(Name of the individual who drafted the document)

FILING FEE - \$40.00, or more SEE instructions, suggestions and procedures on following page.

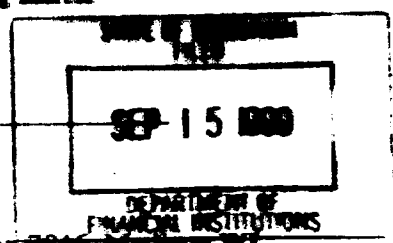
DFLCORP4 (R12/98) Use of this form is voluntary. 1 of 2

exchanged shares \$10,000.00 + \$25.00 Exp
 articles of amendment (Ch. 180, stock, for-profit)
 (No Voting Right)

Sherwin C. Peltin
 Weiss Berzowski Brady & Donahue LLP
 700 North Water Street, Suite 1500
 Milwaukee, WI 53202

Please indicate here where you would like the acknowledgment copy of the filed document sent. Please include complete name and mailing address

Your phone number during the day: (414) 276 5800



INSTRUCTIONS (Ref sec 180.1006 Wis Stats for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI 53707-7846, together with a **FILING FEE** of **\$40.00** or more, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Av, 3rd Floor, Madison WI 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. Upon filing, the information in this document becomes public and might be used for purposes other than that for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577.

A State the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: ... (set forth the amended article). If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

B Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors - Refer to sec. 180.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

By Board of Directors and Shareholders - Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003, Wis. Stats., for specific information.

By Incorporators or Board of Directors - Before issuance of shares - See sec. 180.1005, Wis. Stats., for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

C Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.

D If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner.

FILING FEE - Minimum fee is **\$40.00**. If the amendment increases the number of authorized shares, provide an additional fee of 1 cent for each newly-authorized share.

1999 SEP 29 AM 9:00

ARTICLES OF MERGER
of
TREK CORPORATION INTO TREK BICYCLE CORPORATION,
As Surviving Corporation

These Articles of Merger are executed by the undersigned surviving corporation, pursuant to Section 180.1105 of the Wisconsin Business Corporation Law:

- I. The name of the merging Wisconsin corporation is: SEP 30 12:00PM
#. A
151357 DCORP-MI 100.00
1 IC 3755 TREK CORPORATION
- II. The name of the surviving Wisconsin corporation is: SEP 30 12:00PM
#. B
151357 EXPED 25 25.00
1 TO 6619 TREK BICYCLE CORPORATION

III. The Plan of Merger adopted by the surviving and non-surviving corporations is attached hereto as Exhibit A.

IV. The Plan of Merger attached hereto was approved by each corporation that is a party to this merger, in accordance with §180.1103 of the *Wisconsin Statutes*.

V. Each of the corporations, which is a party to this merger, has authorized capital of 8,000,000 shares of Class A voting common stock, par value 10¢, and 8,000,000 shares of Class B common stock, non-voting, par value 10¢. Shares of both classes of stock of the merging corporation have approved this merger. The surviving corporation has only Class A voting stock outstanding and the Plan of Merger was approved by the sole holder of those shares, in accordance with the applicable statutory provisions.

Executed by Trek Bicycle Corporation, the surviving corporation, on behalf of all parties to this merger this 30th day of September 1999.

TREK BICYCLE CORPORATION
A Wisconsin Corporation

By: Robert Burns
Robert Burns, Secretary

This document was drafted by Attorney Sherwin C. Peltin.

EXHIBIT A

PLAN OF MERGER
Of
TREK CORPORATION INTO TREK BICYCLE CORPORATION

1. MERGER

TREK CORPORATION shall be merged with and into TREK BICYCLE CORPORATION, and TREK BICYCLE CORPORATION, a wholly owned subsidiary of TREK CORPORATION does hereby merge its parent corporation with and into itself. On and after the effective date of this contemplated merger:

a. TREK BICYCLE CORPORATION shall be the corporation which shall survive, and it shall continue as a domestic corporation under the laws of the State of Wisconsin, with all of the rights and obligations of such surviving domestic corporation, as provided by Wisconsin Business Corporation Law.

b. TREK CORPORATION, pursuant to the Wisconsin Business Corporation Law, shall cease to exist (except as otherwise provided for specific purposes in said law) and the property of TREK CORPORATION, other than the stock of TREK BICYCLE CORPORATION, shall become the property of TREK BICYCLE CORPORATION, as the surviving corporation.

2. ARTICLES OF INCORPORATION; BY-LAWS

The Articles of Incorporation, as amended, and the By-laws of TREK BICYCLE CORPORATION shall continue as the Articles of Incorporation and By-laws of TREK BICYCLE CORPORATION, as the surviving corporation.

3. DIRECTORS

The directors of TREK BICYCLE CORPORATION shall continue as directors thereof, as the surviving corporation, until their respective successors are duly elected and qualified pursuant to the By-laws of TREK BICYCLE CORPORATION.

4. SHARES OF SURVIVOR

On and after the effective date of the merger, TREK BICYCLE CORPORATION shall issue to each holder of shares of TREK CORPORATION, both Class A and Class B, one share of Class A common or Class B common, respectively, of TREK BICYCLE CORPORATION for each of such shares of TREK CORPORATION held by such holder prior to the effective date of the merger.

5. CANCELLATION OF TREK CORPORATION SHARES

All outstanding shares of TREK CORPORATION, both Class A and Class B, such shares being exchanged on a share-for-share basis for shares of TREK BICYCLE CORPORATION, and all rights and respect thereof, shall be cancelled forthwith on the effective date of the merger, and the certificate or certificates representing such shares shall be surrendered and cancelled.

6. EFFECTIVE DATE

Pursuant to §180.1105, of the *Wisconsin Statutes*, the effective date of this merger shall be September 30, 1999.

7. APPROVAL

The directors of TREK CORPORATION, on behalf of that corporation, have approved of this merger of TREK CORPORATION into TREK BICYCLE

CORPORATION, its subsidiary, as the surviving corporation. This Plan of Merger and the Articles of Merger to which it is attached will be filed with the Wisconsin Department of Financial Institutions upon approval by the shareholders of TREK CORPORATION.

The directors of TREK BICYCLE CORPORATION, by their respective signatures, have approved this Plan of Merger on behalf of TREK BICYCLE CORPORATION.

8. APPROPRIATE OFFICERS

The appropriate officers of each corporation shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents as may be necessary or proper to render effective the merger contemplated by this Plan of Merger.

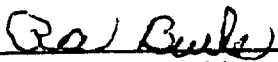
9. ABANDONMENT OF PLAN

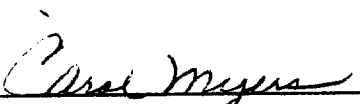
Notwithstanding the provisions of this Plan of Merger, the directors of TREK CORPORATION, at any time, on behalf of itself, or the directors of TREK BICYCLE CORPORATION, or both, prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein, in which case this Plan of Merger shall be deemed cancelled and become null and void.

IN WITNESS WHEREOF, TREK BICYCLE CORPORATION has caused this Plan of Merger to be executed in its corporate name by the officers of TREK BICYCLE

CORPORATION, and by all of its directors, and by the officers of Trek Corporation, all as of the first day of September 1999.

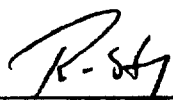
TREK CORPORATION

By: 
R.A. Burke, President

By: 
Carol Myers, Secretary

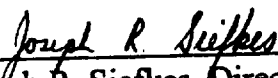
TREK BICYCLE CORPORATION

By: 
John Burke, President

By: 
Robert Burns, Secretary

By: 
R.A. Burke, Director

By: 
John Burke, Director

By: 
Joseph R. Siefkes, Director

This instrument was drafted by:

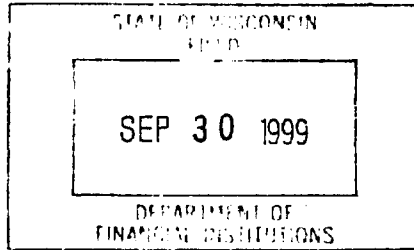
Sherwin C. Peltin
Weiss Berzowski Brady & Donahue LLP
700 North Water Street
Suite 1500
Milwaukee, WI 53202
PH: 414-276-5800

Articles of Merger

Merger: Trek Corporation (Domestic)
Into: Trek Bicycle Corporation (Domestic) (Survivor)

Note
Merger
Effective
9/30/99

EFFECTIVE



\$100.00 plus \$75.00
Fee

Atty. Sherwin C. Peltin
c/o Weiss Berezanski Bratky + Donahue LLP
700 North Water St., Ste. 1520
Milwaukee, WI 53202