

F07000003490

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

(Business Entity Name)

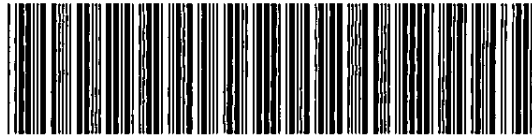
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Name Change
Amend

03/10/08--01061--008 **43.75

2008 MAR 10 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ADR
3/13/08

Bernadette J.H. Lawson

March 7, 2008

2555 Grand Blvd.
Kansas City
Missouri 64108-2613
816.474.6550
816.421.5547 Fax
blawson@shb.com

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

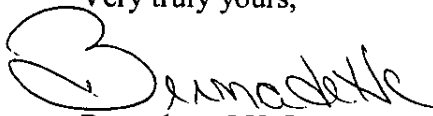
Re: Application for Amended Certificate of Authority of Kraus Orders Inc.

Dear Division of Corporations:

Enclosed in duplicate, please find the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business Florida for Kraus Orders Inc., together with our firm check in the amount of \$43.75 to cover the filing fee and receipt of a certified copy of the filing. As requested in the Application, also enclosed is a certified copy of the Articles of Merger as issued by the Delaware Secretary of State. Please process accordingly and return a file stamped copy to us using the enclosed self-addressed stamped envelope.

Thank you for your assistance. If you have questions regarding this filing, please contact me at (816) 474.6550 x17569.

Very truly yours,



Bernadette J.H. Lawson
Paralegal

Enclosures

cc: Tim Burt, Vice President
Mary Jane Steiner
Mischa Buford Epps

Geneva
Houston
Kansas City
London
Miami
Orange County
San Francisco
Tampa
Washington, D.C.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Kraus Orders Inc.

(Name of Corporation)

DOCUMENT NUMBER: F07000003490

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bernadette J.H. Lawson

(Name of Contact Person)

Shook, Hardy & Bacon LLP

(Firm/Company)

2555 Grand Boulevard

(Address)

Kansas City, Missouri 64108

(City/State and Zip Code)

For further information concerning this matter, please call:

Bernadette J.H. Lawson

(Name of Contact Person)

at (**816**) **474.6550x17569**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &
Certificate of Status

☒

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F07000003490

(Document number of corporation (if known))

1. Kraus Orders Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. July 10, 2007

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 31, 2007

5. Kraus USA, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

no change

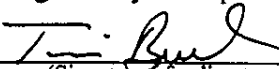
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

no change

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Tim Burt

(Typed or printed name of person signing)

Vice President

(Title of person signing)

FILED
2008 MAR 10 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 OWNERSHIP, WHICH MERGES:

"KRAUS ORDERS INC.", A DELAWARE CORPORATION,

"SORCE INCORPORATED", A PENNSYLVANIA CORPORATION,

"SOUND FLOOR COVERINGS, INC.", A WASHINGTON CORPORATION,

WITH AND INTO "KRAUS USA, INC." UNDER THE NAME OF "KRAUS USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2007, AT 6 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007.



3254441 8100M

080289863

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6431608

DATE: 03-06-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:00 PM 12/27/2007
FILED 06:00 PM 12/27/2007
SRV 071368423 - 3254441 FILE

**CERTIFICATE OF OWNERSHIP
MERGING**

**KRAUS ORDERS INC., SORCE INCORPORATED AND
SOUND FLOOR COVERINGS, INC.
INTO
KRAUS USA, INC.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Kraus USA, Inc., a corporation incorporated on the 30th day of June, 2000, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Corporation"), **DOES HEREBY CERTIFY THAT:**

1. The Corporation owns at least 90% of the capital stock of Kraus Orders Inc., a corporation incorporated on the 6th day of April, 2006, pursuant to the provisions of the General Corporation Law of the State of Delaware, and that the Corporation determined to and did merge into itself said Kraus Orders Inc.
2. The Corporation owns at least 90% of the capital stock of Sorce Incorporated, a corporation incorporated on the 30th day of January, 1953, pursuant to the provisions of the Commonwealth of Pennsylvania Business Corporation Law, and that the Corporation determined to and did merge into itself said Sorce Incorporated.
3. The Corporation owns at least 90% of the capital stock of Sound Floor Coverings, Inc., a corporation incorporated on the 28th day of November, 1947, pursuant to the provisions of The Washington Business Corporation Act, and that the Corporation determined to and did merge into itself said Sound Floor Coverings, Inc.
4. The Corporation determined to consummate the mergers into itself of Kraus Orders Inc., Sorce Incorporated and Sound Floor Coverings, Inc. by resolutions of the

Corporation's Board of Directors duly adopted by unanimous written consent, dated December

26, 2007, which resolutions state:

WHEREAS, Kraus Orders, Inc., a Delaware corporation ("Orders"), Sound Floor Coverings, Inc., a Washington corporation ("Sound"), and Sorce Incorporated, a Pennsylvania corporation ("Sorce"), all are wholly owned subsidiaries of the Corporation;

WHEREAS, the Directors of the Corporation deem it to be in the best interest of the Corporation to merge Orders, Sound and Sorce with and into the Corporation, with the Corporation being the surviving corporation of each such merger (collectively, the "Mergers");

NOW, THEREFORE, BE IT RESOLVED, that each of the Mergers is hereby authorized and approved, and that the Corporation is hereby authorized to enter into one or more plans or agreements of merger (to the extent required by applicable law) to effectuate the consummation of each of the Mergers;

FURTHER RESOLVED, that Tim Burt is appointed Vice President of the Corporation and is authorized and directed to execute, acknowledge and deliver on the Corporation's behalf, all such plans or agreements of merger (to the extent required by applicable law) and any and all other documents required for the consummation of the Mergers; and

FURTHER RESOLVED, that Tim Burt and the other officers of the Corporation are hereby authorized, on the Corporation's behalf, to take such further actions and to execute all other instruments and documents necessary to consummate and complete the Mergers, including but not limited to, any Certificates of Merger, Certificates of Ownership and Merger, or such other documents as may be required by the Secretary of State of Delaware or the secretary of state of any other jurisdiction, and to do such other things and take such other actions that they deem necessary or appropriate to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be
affixed and this certificate to be signed by an authorized officer this 27 day of December, 2007.

KRAUS USA, INC.

By: Tim Burt
Tim Burt, Vice President

**UNANIMOUS WRITTEN CONSENT IN LIEU OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
KRAUS USA, INC.**

December 27, 2007

The undersigned, being all of the Directors of **Kraus USA, Inc.**, a Delaware corporation (the "Corporation"), acting pursuant to Section 141(f) of The Delaware General Corporation Law, do hereby adopt the following resolutions:

WHEREAS, Kraus Orders, Inc., a Delaware corporation ("Orders"), Sound Floor Coverings, Inc., a Washington corporation ("Sound"), and Sorce Incorporated, a Pennsylvania corporation ("Sorce"), all are wholly owned subsidiaries of the Corporation;

WHEREAS, the Directors of the Corporation deem it to be in the best interest of the Corporation to merge Orders, Sound and Sorce with and into the Corporation, with the Corporation being the surviving corporation of each such merger (collectively, the "Mergers");

NOW, THEREFORE, BE IT RESOLVED, that each of the Mergers is hereby authorized and approved, and that the Corporation is hereby authorized to enter into one or more plans or agreements of merger (to the extent required by applicable law) to effectuate the consummation of each of the Mergers with each Merger to have an effective date of December 31, 2007;

FURTHER RESOLVED, that Tim Burt is appointed Vice President of the Corporation and is authorized and directed to execute, acknowledge and deliver on the Corporation's behalf, all such plans or agreements of merger (to the extent required by applicable law) and any and all other documents required for the consummation of the Mergers; and

FURTHER RESOLVED, that Tim Burt and the other officers of the Corporation are hereby authorized, on the Corporation's behalf, to take such further actions and to execute all other instruments and documents necessary to consummate and complete the Mergers, including but not limited to, any Certificates of Merger, Certificates of Ownership and Merger, or such other documents as may be required by the Secretary of State of Delaware or the secretary of state of any other jurisdiction, and to do such other things and take such other actions that they deem necessary or appropriate to effectuate the foregoing resolutions.