

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
WSPC ACQUISITION COMPANY, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$25.00

RECEIVED

10 DEC 14 PM 12:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON

DEC 15 2010

EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 14 AM 8:07

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WSPC Acquisition Company, L.L.C.
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Susan S. Rowe

Name of Person

Latham & Watkins LLP

Firm/Company

233 South Wacker Drive, Suite 5800

Address

Chicago, IL 60606

City/State and Zip Code

susan.rowe@lw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Susan S. Rowe

Name of Person

at (312)

876-6536

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☐ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy

☐ \$60 Filing Fee,
Certificate of Status &
Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: WSPC Acquisition Company, L.L.C.
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 12/8/2010

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 12/13/2010
5. New name of the limited liability company: Weber-Stephen Products LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

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

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: See Attached Schedule

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

William R. Bush
Signature of a member or the authorized representative of a member

William R. Bush, Vice President and Secretary of BDT Capital Partners WSP, LLC
Typed or printed name of signee

Filing Fee: \$25.00

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DIVISION OF CORPORATIONS
10 DEC 14 AM 8:07

Schedule

Additional Amended Information

The name and usual business address of the managing members or managers are as follows:

Manager	Byron D. Trott	401 N. Michigan Ave., Suite 3100, Chicago, IL 60611
Manager	William R. Bush	401 N. Michigan Ave., Suite 3100, Chicago, IL 60611
Manager	Kelly D. Rainko	401 N. Michigan Ave., Suite 3100, Chicago, IL 60611

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10 DEC 14 AM 8:07

Delaware

PAGE 1

The First State

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 AMENDMENT OF "WSPC ACQUISITION COMPANY, L.L.C.", CHANGING ITS NAME FROM "WSPC ACQUISITION COMPANY, L.L.C." TO "WEBER-STEPHEN PRODUCTS LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2010, AT 8:14 O'CLOCK A.M.

4900427 8100

101181221

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




AUTHENTICATION: 8422788

DATE: 12-13-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:22 AM 12/13/2010
FILED 08:14 AM 12/13/2010
SRV 101176436 - 4900427 FILE

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF FORMATION

WSPC Acquisition Company, L.L.C., a limited liability company organized and existing under and by virtue of Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "Delaware Limited Liability Company Act," does hereby certify:

FIRST: That the name of the limited liability company is WSPC Acquisition Company, L.L.C.

SECOND: That item "FIRST" of the Certificate of Formation of the limited liability company is hereby amended and restated in its entirety to state:

"FIRST: The name of the limited liability company formed hereby is Weber-Stephen Products LLC."

Dated this 13th day of December, 2010.

WSPC Acquisition Company, L.L.C.

By: William R. Bush

Name: William R. Bush

Title: Vice President and Secretary