RECOF

MRD 7-9-98

07-20-1998 100767506

The Assistant Commissioner of Trademarks

Attn: Assignment Division North Tower, Suite 10C35 2800 Crystal Drive Arlington, VA 22202

Please record the attached original document or copy thereof.

- 1. Name of Conveying Party(ies): Mid-America Dairymen, Inc.
- 2. Name and address and citizenship of Receiving Party(ies):

Dairy Farmers of America, Inc.

a Kansas corporation

3233 East Chestnut Expressway

В.

Springfield, MO 65802

3. Nature of Conveyance:

[] Assignment

[] Security Agreement

[]Merger

[] License

[] Change of Name

[X]Other

CORRECTIVE RECORDATION OF Certificate of Amendment and Restatement of the Articles of Incorporation of Mid-America Dairymen, Inc. with Exhibit A TO DELETE INCORRECT RECORDATION AGAINST REG. NO. 1,533,457 ON 02-13-1998 AT REEL 1689/FRAME 0827

Execution Date of Document: December 1, 1997

4. Trademark Application/Registration Numbers:

٨	Tradamark	Annlication	Numberer

Trademark Registration Numbers:

75	/239	852
7.3	1200	,002

114,197	570,570	574,876
599,140	880,569	935,496
941,589	953,928	982,959
1,004,881	1,031,591	1,051,404
1,066,338	1,074,691	1,119,749
1,217,754	1,251,264	1,492,462
1,493,353	1,513,766	1,533,457
1,533,460	1,636,562	1,782,830
1,797,992	1,803,848	1,809,386
1,890,027	1,950,239	

5. Mail correspondence concerning

the document to:

Robert D. Hovey

HOVEY, WILLIAMS, TIMMONS & COLLINS

2405 Grand Boulevard, Suite 400 Kansas City, MO 64108-2519

- Total Number of applications and registrations involved: 1. 6.
- A check for the total fee (37 CFR 3.4) is enclosed: \$_\$40.00. 7.
- The Commissioner is hereby authorized to charge any additional fees required for recordation of 8. the enclosed document, or credit any overpayment, to Deposit Account No. 19-0522.

07/16/1998 JSHABAZZ 00000068 75239852

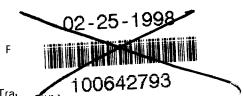
01 FC:481

40.00 OP

9.	To the best of my knowledge and belief, the foregoing information is true and correct, and an attached copy is a true copy of the original document.
	Respectfully submitted,
	Mouto
	Robert D. Hovey, Reg. No. 19,223
	Date <u>July 2, 1998</u> .

Total number of pages, including cover sheet, attached fee payment, and documents 16

MRD 2-13-98



FFR 1 5 1998
RECEIPT ACCIONGLDS

The Assistant Commissioner of Trau-

Attn: Assignment Division North Tower, Suite 10C35 2800 Crystal Drive Arlington, VA 22202

Please record the attached original document or copy thereof.

- 1. Name of Conveying Party(ies): Mid-America Dairymen, Inc.
- 2. Name and address and citizenship of Receiving Party(ies):

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a Kansas corporation

3233 East Chestnut Expressway

В.

Springfield, MO 65802

3. Nature of Conveyance:

[] Assignment

[] Security Agreement

[]Merger

[] License

[] Change of Name

[X]Other

Certificate of Amendment and Restatement of the Articles of Incorporation of Mid-America Dairymen, Inc. with Exhibit A

Execution Date of Document: December 1, 1997

4. Trademark Application/Registration Numbers:

Α.	Trademark	Application	Numbers:	

Trademark Registration Numbers:

75/239,852

114,197	5/0,5/0	5/4,8/6
599,140	880,569	935,496
941,589	953,928	982,959
1,004,881	1,031,591	1,051,404
1,066,338	1,074,691	1,119,749
1,217,754	1,251,264	1,492,462
1,493,353	1,513,766	1,533,457
1,533,460	1,636,562	1,782,830
1,797,992	1,803,848	1,809,386
1,890,027	1,950,239	

5. Mail correspondence concerning

the document to:

Robert D. Hovey

HOVEY, WILLIAMS, TIMMONS & COLLINS

2405 Grand Boulevard, Suite 400 Kansas City, MO 64108-2519

- 6. Total Number of applications and registrations involved: 30.
- 7. A check for the total fee (37 CFR 3.4) is enclosed: \$765.00.
- 8. The Commissioner is hereby authorized to charge any additional fees required for recordation of the enclosed document, or credit any overpayment, to Deposit Account No. 19-0522.

02/24/1998 TTON11 01 FC:481

00000373 114197

40.00 0P

To the best of my knowledge and belief, the foregring information is true and correct, and any attached copy is a true copy of the original document.

Respectfully submitted,

Bybek D. Hovey Reg. No. 19,228
Date February 8, 1998

Total number of pages, including cover sheet, attached fee payment, and documents 10

STATE OF KANSAS

OFFICE OF SECRETARY OF STATE RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the State of Kansas, do hereby certify that the attached is a true and correct copy of an original on file and of record in this office.

IN TESTIMONY WHEREOF:

I hereto set my hand and cause to be affixed my official seal. Done at the City of Topeka, this day, December 15, 1997



RON THORNBURGH SECRETARY OF STATE

pages are attached to this certification.

MID-AMERICA DAIRYMEN, INC.

(Incorporated July 1, 1968)

Pursuant to the provisions of the Kansas General Corporation Code and the Kansas Cooperative Marketing Act, the undersigned cooperative marketing association hereby certifies as follows:

- 1. Mid-America Dairymen, Inc. is a cooperative marketing association organized and existing under the laws of the State of Kansas.
- 2. Effective as of September 9, 1997, the Board of Directors of the Association duly adopted a resolution, pursuant to which the Association's Articles of Incorporation would be amended and restated so that, as amended and restated, the Association's Articles of Incorporation shall be and read in their entirety as set forth in the attached Exhibit A. and declared the advisability of such amended and restated Articles of Incorporation.
- 3. The Board of Directors submitted the amended and restated Articles of Incorporation attached hereto as Exhibit A to the members of the Association, voting through their delegates as permitted by the Kansas Cooperative Marketing Act and as provided in the Association's bylaws, for their approval.
- 4. Effective as of November 17, 1997, the members of the Association, voting through their delegates, approved the amended and restated Articles of Incorporation attached hereto as Exhibit A. Of the 499 delegates entitled to vote on the amended and restated Articles of Incorporation attached hereto as Exhibit A, 499 delegates voted, and 454 delegates voted FOR and 45 delegates voted AGAINST the amended and restated Articles of Incorporation attached hereto as Exhibit A.
- 5. The amended and restated Articles of Incorporation were approved by the voting members of the Association (acting through their delegates) in accordance with Section 17-1608 of the Kansas Cooperative Marketing Act.
- 6 The americal and restated Articles of Incorporation attached hereto as Exhibit A shall be effective a soft he date this Certificate of Amendment and Restatement is filed with the Kansas Secretary of State

IN WITNESS WHEREOF, the undersigned, Carl Baumann, President of the Association, has executed this instrument on behalf of the association and the Secretary or an Assistant Secretary of the Association has attested such signature on the 30th day of November, 1997.

MID-AMERICA DAIRYMEN, INC.

By Carl Saumann
Carl Baumann, President

ATTEST:

STATE OF MISSOURI

) ss.

COUNTY OF JACKSON

Notary Public in and for said County and State

My commission expires:

Manifer of

LL Commission Excited Sect. 11: 1906

509498.1

STATE OF MISSOURI

) 55.

COUNTY OF JACKSON

The foregoing instrument was acknowledged before me this ______ day of December, 1997, by MICHAEL KUECHLE, Secretary of Mid-America Dairymen, Inc., a Kansas cooperative marketing association, on behalf of the association.

Notary Public in and for said County and State

My commission expires

No Commence Exclusion Sept. 11, 1998

ARTICLES OF INCORPORATION

OF

DAIRY FARMERS OF AMERICA, INC,

ARTICLE I

NAME

The name of this association shall be DAIRY FARMERS OF AMERICA, INC.

ARTICLE II

ADDRESSES OF RESIDENT OFFICE AND RESIDENT AGENT

The address of the Association's registered office in Kansas is 534 South Kansas Avenue, Topeka, Shawnee County, Kansas, 66603, and the name of its resident agent at such address is The Corporation Company, Inc.

ARTICLE III PURPOSES OF THE ASSOCIATION

The association is formed for the following purposes:

- (a) to engage in any activity in connection with collecting, processing and marketing the products of the Association's members;
- (b) to distribute on a uniform basis the marketing proceeds after paying the expenses and matured liabilities of the Association; and
- (c) to engage in any lawful act or activity for which an Association may be organized under the Kansas Cooperative Marketing Act.

ARTICLE IV

DIRECTORS

The business and affairs of the Association shall be managed by a board of directors. The number of directors will be as set forth in the bylaws of the Association, but shall be so less than five (5). The term of office of directors shall be as set forth in the bylaws. The hylaws may provide that directors may have more or less than one vote per directors true tow make in which case any reference in the Kansas Cooperative

Marketing Act or other applicable law to a majority or other proportion of directors shall refer to a majority or other proportion of the votes of such directors.

ARTICLE V

MEMBERSHIP

- (a) The Association is organized without capital stock. The property rights and interest of each member shall be unequal. The property rights and interest of each member shall be determined and fixed in the proportion to the stated value of the retained patronage dividends, per unit retains, and other allocated equity owned by the member to the total retained patronage dividends, per unit retains, and other allocated equity of all members of the Association. New members admitted to membership shall be entitled to share in the property of the Association in accordance with the foregoing general rule.
- (b) This Association shall be operated on a cooperative, non-profit basis for the mutual benefit of its members as producers, and membership in the association shall be restricted to producers who patronize the association. To the extent permitted by the Bylaws and the laws of the State of Kansas, members may elect delegates, who shall be entitled to vote in lieu of a vote of the members on all matters requiring a vote of members.
- (c) All allocated capital accounts, whether or not evidenced by written notices of allocation or per-unit retain certificates, shall be subordinated to the claims of the Association's creditors and shall not be subject to realization or anticipation.

ARTICLE VI

AMENDMENT

- (a) The articles of incorporation of the Association may be altered, amended or repealed, or new articles adopted, by an affirmative vote of two thirds (2/3) of the votes entitled to be cast by the entire board of directors then in office and then approved by a vote representing a majority of all the members of the Association. In lieu of a vote representing a majority of all the members of the Association, an amendment may be approved by a vote of two thirds (2/3) of the voting members present and voting at an annual meeting of the Association or a special meeting called for the purpose of voting on the amendment and upon written notice sent by first-class mail to every member at such member's last known post-office address at least ten (10) days prior to such meeting.
- (b) The bylaws of the Association may be altered, amended, or repealed, or new bylaws account at an ethnic by either (i) an affirmative vote of two thirds (2/3) of the votes entitled at the cast by directors at any meeting of the board of directors, or (ii) by an

affirmative vote of a majority of the votes entitled to be cast by delegates voting at an annual meeting of delegates.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business for the Association shall be in Kansas City, Missouri.



UNITED STATES DEPARTMENT OF COMMERCE Patent and Trademark Office

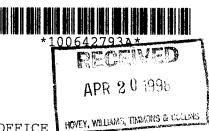
ASSISTANT SECRETARY AND COMMISSIONER OF PATENTS AND TRADEMARKS Washington, D.C. 20231

APRIL 14, 1998

PTAS

HOVEY, WILLIAMS, TIMMONS & COLLINS ROBERT D. HOVEY 2405 GRAND BLVD. SUITE 400

KANSAS CITY, MO 64108-2519



UNITED STATES PATENT AND TRADEMARK OFFICE NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH FOOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, NORTH TOWER BUILDING, SUITE 10C35, WASHINGTON, D.C. 20231.

RECORDATION DATE: 02/13/1998

REEL/FRAME: 1689/0827

NUMBER OF PAGES: 9

BRIEF: CERTIFICATE OF AMENDMENT AND RESTATEMENT OF THE ARTICLES OF

INCORPORATION OF MID-AMERICA DAIRYMEN, INC. WITH EXHIBIT A

ASSIGNOR:

MID-AMERICA DAIRYMEN, INC.

DOC DATE: 12/01/1997

CITIZENSHIP:

ENTITY: CORPORATION

ASSIGNEE:

DAIRY FARMERS OF AMERICA, INC. 3233 EAST CHESTNUT EXPRESSWAY SPRINGFIELD, MISSOURI 65802

CITIZENSHIP: KANSAS ENTITY: CORPORATION

APPLICATION NUMBER: 75239852

REGISTRATION NUMBER:

FILING DATE: 02/11/1997

ISSUE DATE:

MARK: FAT FREE FANTASIES

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 71093031 FILING DATE: 02/21/1916 REGISTRATION NUMBER: 0114197 ISSUE DATE: 12/05/1916

MARK: SUGAR CREEK

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 71633787 FILING DATE: 08/12/1952 REGISTRATION NUMBER: 0599140 ISSUE DATE: 12/07/1954

MARK: DARICRAFT

DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS

APPLICATION NUMBER: 72385117 FILING DATE: 03/01/1971 REGISTRATION NUMBER: 0941589 ISSUE DATE: 08/22/1972

MARK: MID AM

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 73009051 FILING DATE: 12/17/1973 REGISTRATION NUMBER: 1004881 ISSUE DATE: 02/18/1975

MARK: SPORT SHAKE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73070806 FILING DATE: 12/04/1975 REGISTRATION NUMBER: 1066338 ISSUE DATE: 05/24/1977

MARK: MID-AMERICA FARMS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73327128 FILING DATE: 09/08/1981 REGISTRATION NUMBER: 1217754 ISSUE DATE: 11/23/1982

MARK: D LITE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73690610 FILING DATE: 10/19/1987 REGISTRATION NUMBER: 1493353 ISSUE DATE: 06/21/1988

MARK:

DRAWING TYPE: MISCELLANEOUS DESIGN

APPLICATION NUMBER: 73690354 FILING DATE: 10/19/1987 REGISTRATION NUMBER: 1533460 ISSUE DATE: 04/04/1989

MARK: ZARDA

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74337229 FILING DATE: 12/07/1992 REGISTRATION NUMBER: 1797992 ISSUE DATE: 10/12/1993

MARK: PSP

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74525284 FILING DATE: 05/16/1994 REGISTRATION NUMBER: 1890027 ISSUE DATE: 04/18/1995

MARK: RECIPE BOOK

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 71607202 FILING DATE: 12/01/1950 REGISTRATION NUMBER: 0570570 ISSUE DATE: 02/17/1953

MARK: STEFFEN'S

DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS

APPLICATION NUMBER: 72310488 FILING DATE: 10/24/1968 REGISTRATION NUMBER: 0880569 ISSUE DATE: 11/11/1969

MARK: ZUMBRO VALLEY

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 72384725 FILING DATE: 02/24/1971 REGISTRATION NUMBER: 0953928 ISSUE DATE: 02/27/1973

MARK: MID-AM

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73021246 FILING DATE: 05/13/1974 REGISTRATION NUMBER: 1031591 ISSUE DATE: 01/27/1976

MARK: TOP THE TATER

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73092195 FILING DATE: 07/01/1976 REGISTRATION NUMBER: 1074691 ISSUE DATE: 10/04/1977

MARK: COFFEE GEM

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 73327997 FILING DATE: 09/14/1981 REGISTRATION NUMBER: 1251264 ISSUE DATE: 09/13/1983

MARK: BUENOS NACHOS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73705751 FILING DATE: 01/15/1988 REGISTRATION NUMBER: 1513766 ISSUE DATE: 11/22/1988

MARK: WB

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 73830852 FILING DATE: 10/12/1989 REGISTRATION NUMBER: 1636562 ISSUE DATE: 02/26/1991

MARK: FALFURRIAS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74281678 FILING DATE: 06/05/1992 REGISTRATION NUMBER: 1803848 ISSUE DATE: 11/09/1993

MARK: JIFFY JACK

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74534139 FILING DATE: 06/06/1994 REGISTRATION NUMBER: 1950239 ISSUE DATE: 01/23/1996

MARK: SPORT SHAKE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 71615888 FILING DATE: 06/29/1951 REGISTRATION NUMBER: 0574876 ISSUE DATE: 05/26/1953

MARK: PRIZE OF IOWA

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 72384726 FILING DATE: 02/24/1971 REGISTRATION NUMBER: 0935496 ISSUE DATE: 06/06/1972

MARK: MID-AM

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 72454451 FILING DATE: 04/13/1973 REGISTRATION NUMBER: 0982959 ISSUE DATE: 04/30/1974

MARK: RECIPE BOOK

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73071409 FILING DATE: 12/10/1975 REGISTRATION NUMBER: 1051404 ISSUE DATE: 10/26/1976

MARK: CHEF'S HAT

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73113702 FILING DATE: 01/26/1977 REGISTRATION NUMBER: 1119749 ISSUE DATE: 06/05/1979

MARK: MID-AMERICA FARMS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73689704 FILING DATE: 10/15/1987 REGISTRATION NUMBER: 1492462 ISSUE DATE: 06/14/1988

MARK: PARTY KUBES

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73645857 FILING DATE: 02/24/1987 REGISTRATION NUMBER: 1533457 ISSUE DATE: 04/04/1989

MARK: HILAND CHARM

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74199594 FILING DATE: 08/30/1991 REGISTRATION NUMBER: 1782830 ISSUE DATE: 07/20/1993

MARK: JIFFY MELT

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74367065 FILING DATE: 03/11/1993 REGISTRATION NUMBER: 1809386 ISSUE DATE: 12/07/1993

MARK: OLD FRIEND. NEW IDEAS.

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

TONYA LEE, EXAMINER ASSIGNMENT DIVISION OFFICE OF PUBLIC RECORDS

RECORDED: 07/09/1998