

07-27-1998

SHEET  
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Docket No.:

2930.37

*J. 21.98*



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of the attached original documents or copy thereof

Tab settings → → → ▼  
To the Honorable Commissioner c

1. Name of conveying party(ies):  
**COOKIE TREE, INC.**

- Individual(s)
- General Partnership
- Corporation-State **Utah**
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: **November 23, 1990**

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

Name: **COOKIETREE, INC.**  
 Internal Address: \_\_\_\_\_  
 Street Address: **4122 South 500 West**  
 City: **Salt Lake City** State: **UT** ZIP: **84157**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Utah**
- Other

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
 (Designations must be a separate document from  
 Additional name(s) & address(es)  Yes  N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,753,346      1,262,593

Additional numbers  Yes  No

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

Name: **Jonathan W. Richards**  
 Internal Address: \_\_\_\_\_  
**WORKMAN, NYDEGGER & SEELEY**  
**1000 Eagle Gate Tower**  
 Street Address: **60 East South Temple**  
 City: **Salt Lake City** State: **UT** ZIP: **84111**

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:

40.00 EP  
25.00 EP

DO NOT USE THIS SPACE

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.

**Jonathan W. Richards**  
Name of Person Signing

*Jonathan W. Richards*  
Signature

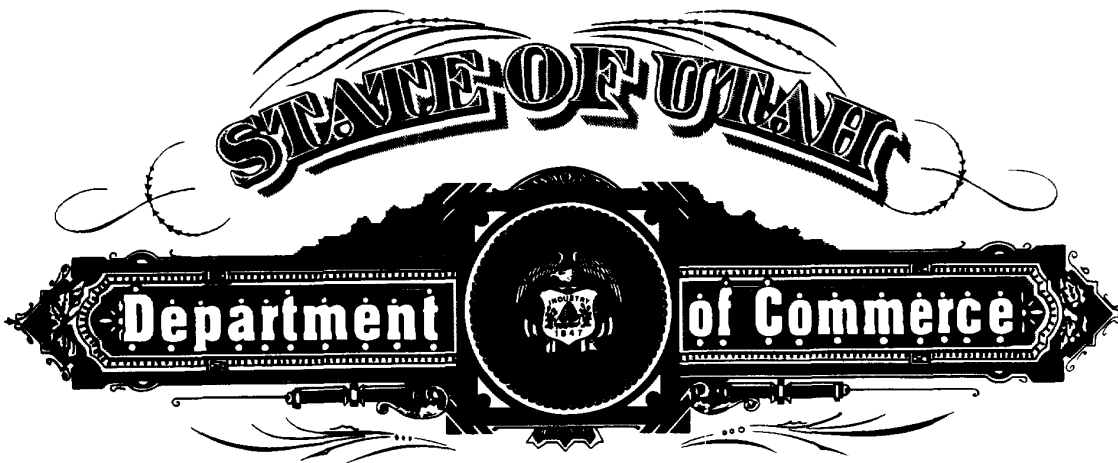
**July 20**  
Date

Total number of pages including cover sheet, attachments, and

TRADE MARK

REEL: 1758 FRAME: 0848

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01 FC: 01  
02 FC: 02



**CERTIFICATION  
OF ARTICLES OF AMENDMENT**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL  
CODE HEREBY CERTIFIES THAT Articles of Amendment  
were submitted by

*COOKIETREE, INC.*

for approval and filing by this office on

*MARCH 8, 1991,*

and that the attached is a true and correct copy of said Articles of  
Amendment,

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: *CO 094861*



Dated this 15TH day  
of July, 1998.

  
Lorena P. Rifo  
Division Director of  
Corporations and Commercial Code

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REVISED ARTICLES OF INCORPORATION  
OF COOKIETREE, INC.

1991 MAR -8 AM 9:21

Greg F. Schenk and Harold Rosemann certify that:

1. They are the President and Secretary, respectively, of Cookietree, Inc. (formerly Cookie Tree, Inc.), a Utah corporation.

2. The Articles of Incorporation of this corporation are amended and revised to read in their entirety as follows:

"ARTICLE I

Name of Corporation

The name of the corporation is Cookietree, Inc.

STATE OF UTAH  
DEPARTMENT OF COMMERCIAL  
INDUSTRY, TRADE AND LABOR  
BUREAU OF CORPORATIONS AND COMMERCE  
I hereby certify that the foregoing has been filed  
and approved on the \_\_\_\_\_ day of \_\_\_\_\_ 1991  
at \_\_\_\_\_  
RECEIVED \_\_\_\_\_ Date 3/8/91  
Peter V. [Signature]  
STATE OF UTAH  
DEPARTMENT OF COMMERCIAL  
INDUSTRY, TRADE AND LABOR

ARTICLE II

Term

The corporation shall exist perpetually unless earlier dissolved according to law.

ARTICLE III

Purpose

The corporation was organized to bake, manufacture and purchase, and sell and deal in cookies, bread, pastries, biscuits, crackers, cakes, pies, torts, and food of all kinds for human consumption, and to purchase for its own use or for speculative purposes or to sell and deal in wheat, flour, and other foodstuffs of all kinds, and to engage in any other lawful

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acts, activities and pursuits, for which a corporation may be organized under the Utah Business Corporation Act.

ARTICLE IV

Capitalization

The aggregate number of shares which the corporation shall have authority to issue is Five Million (5,000,000) shares of Common Stock, no par value per share.

Upon the effective date of these Revised Articles of Incorporation, each outstanding share of Common Stock, no par value per share, shall be split, converted, reclassified and reconstituted into two thousand four hundred (2400) shares of Common Stock, no par value per share.

ARTICLE V

No Preemptive Rights

No holder of shares of the capital stock of the corporation shall have any preemptive rights to acquire additional shares of the corporation, whether now or hereafter authorized.

ARTICLE VI

Distributions

The Board of Directors of the corporation may, from time to time, distribute to shareholders in partial liquidation, out of stated capital of the corporation, a portion of its assets, in cash or property, subject to the provisions of Section 42 of the Utah Business Corporation Act.

ARTICLE VII

Limited Liability of Directors

To the fullest extent permitted by the Utah Business Corporation Act or any other applicable law as now in effect or as it may hereafter be amended, a director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty.

ARTICLE VIII

Replacement of Original Articles of Incorporation

These Revised Articles of Incorporation supersede the corporation's original Articles of Incorporation and all previously adopted amendments thereto."

3. The foregoing amendment to and revision of the Articles of Incorporation was adopted by the unanimous written consent of the corporation's shareholders, effective as of November 23, 1990.

4. The corporation has only one class of stock outstanding, designated Common Stock and having no par value per share. 1,500 shares of Common Stock are outstanding and all such shares are entitled to vote on the amendment and revision of the Articles of Incorporation set forth above.

5. All outstanding shares of the corporation's Common Stock voted in favor of the amendment and revision of the Articles of Incorporation set forth above.

6. The amendment and revision increases the number of shares the corporation is authorized to issue, effects a 2400-

for-1 split of all outstanding shares of the corporation's Common Stock and makes certain other modifications. The amendment and revision does not effect a change in the amount of stated capital of the corporation.

IN WITNESS WHEREOF, we, the undersigned President and Secretary of Cookietree, Inc., have hereunder set our hands this 23th day of November, 1990.

*Greg F. Schenk*  
\_\_\_\_\_  
Greg F. Schenk, President

*Harold Rosemann*  
\_\_\_\_\_  
Harold Rosemann, Secretary

STATE OF UTAH            )  
                                  : ss  
COUNTY OF SALT LAKE    )

On this 23th day of November, 1990, personally appeared before me Greg F. Schenk and Harold Rosemann, being first duly sworn, declared that they signed the foregoing document and that the statements contained therein are true.

*Cheryl A. Curtis*  
\_\_\_\_\_  
NOTARY PUBLIC  
Residing at: *Salt Lake City*

My Commission Expires:  
*January 8, 1994*

