

07-29-1998

Form PTO 1504

1-31-92



U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

check original documents or copy hereof.

To the Honorable Commission

1. Name of conveying party(ies):

100779040

Name of address of receiving party(ies)

Mid-America Dairymen, Inc.

Dairy Farmers of America, Inc.

Internal Address:

Street Address:

3523 East Chestnut Expressway

City: Springfield State: MO Zip: 65802

- Individual(s)
 - General Partnership
 - Corporation-State
 - Other Cooperative marketing association organized under the cooperative marketing act of Kansas
- Additional name(s) of conveying party(ies) attached?
 Yes No

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Cooperative marketing association organized under the cooperative marketing act of Kansas

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

3. Nature of conveyance:

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

Execution Date: December 1, 1997

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)
75/362842, 75/355217, 75/362843, 75/355205

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Alfred R. Hupp, Jr., Esq.
Internal Address: Lathrop & Gage
Suite 2500

Street Address: 2345 Grand Boulevard
City: Kansas City State: MO Zip: 64108

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 115.00
 Enclosed

If enclosed fees are insufficient, authorization is hereby given to charge deposit account

8. Deposit account number:

12-0600

(Attach duplicate copy of this page if paying by deposit account)

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.

07/28/1998 DNGUYEN 00000275 75362842

01 FC:461 Alfred R. Hupp, Jr., Esq. 40.00 00
02 FC:482 Name of Person Signing 75.00 00

Signature

22 Jul 98
Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

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,
June 15, 1998



A handwritten signature in cursive script that reads "Ron Thornburgh".

RON THORNBURGH
SECRETARY OF STATE

6 pages are attached to this certification.

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
MID-AMERICA DAIRYMEN, INC.
(Incorporated July 1, 1968)

2212 01 12-04-1997 08:43:32 /
65037
53 CORPORATION CHANGE
\$20.00

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 amended and restated Articles of Incorporation attached hereto as Exhibit A shall be effective as of the date this Certificate of Amendment and Restatement is filed with the Kansas Secretary of State.

SECRETARY OF STATE
FILED

97 DEC 3 AM 10 54

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 Baumann
Carl Baumann, President

ATTEST

Michael Kaucha
Assistant Secretary

STATE OF MISSOURI

) ss.

COUNTY OF JACKSON

The foregoing instrument was acknowledged before me this 1st day of December, 1997, by CARL BAUMANN, President of Mid-America Dairymen, Inc., a Kansas cooperative marketing association, on behalf of the association.

C. Lawrence Weber
Notary Public in and for said County and State

My commission expires:

9-11-98

CLARENCE WEBER
Notary Public in and for said
STATE OF MISSOURI
My Commission Expires 09-11-1998

509498.1

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TRADEMARK
REEL: 1760 FRAME: 0659

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7 0 6 7 8

STATE OF MISSOURI

) ss.

COUNTY OF JACKSON

The foregoing instrument was acknowledged before me this 1st day of December, 1997, by MICHAEL KUTCHER, Secretary of Mid-America Dairymen, Inc., a Kansas cooperative marketing association, on behalf of the association.

C. Lorene Miller

Notary Public in and for said County and State

My commission expires:

9-11-98

My Commission Expires 9-11-98

ARTICLES OF INCORPORATION

EXHIBIT A
0 0 3 7 9

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 no less than five (5). The term of office of directors shall be as set forth in the bylaws. The bylaws may provide that directors may have more or less than one vote per director on any matter, in which case any reference in the Kansas Cooperative

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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 adopted at any time by either (i) an affirmative vote of two thirds (2/3) of the votes entitled to be 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.