

FORM PTO-1524

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

08-05-1998

R SHEET  
LYU.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Tab settings □ □ □ ▼

To the Honorable Commissioner (

100784365

a attached original documents or copy thereof.

## 1. Name of conveying party(ies):

M-K-D Distributors, Inc.

- ☐ Individual(s)                      ☐ Association  
☐ General Partnership              ☐ Limited Partnership  
☒ Corporation-State Texas  
☐ Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

## 3. Nature of conveyance:

- ☐ Assignment                              ☒ Merger  
☐ Security Agreement                      ☐ Change of Name  
☐ Other \_\_\_\_\_

Execution Date: June 26, 1998

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

Name: Dreyer's Grand Ice Cream, Inc.

Internal Address: \_\_\_\_\_

Street Address: 5929 College Avenue

City: Oakland, State: CA ZIP: 94618

- ☐ Individual(s) citizenship \_\_\_\_\_  
☐ Association \_\_\_\_\_  
☐ General Partnership \_\_\_\_\_  
☐ Limited Partnership \_\_\_\_\_  
☒ Corporation-State Delaware  
☐ Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

## 4. Application number(s) or patent number(s):

## A. Trademark Application No.(s)

None.

## B. Trademark Registration No.(s)

No. 1,396,012; No. 1,419,371; No. 1,425,865;  
No. 1,631,783Additional numbers attached? ☐ Yes ☒ No

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

Name: Mari C. Siebold, Manwell &amp; Milton

Internal Address: \_\_\_\_\_

Street Address: 20 California Street, 3rd Fl.

City: San Francisco State: CA ZIP: 94111

6. Total number of applications and registrations involved: 4

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

☒ Enclosed☐ Authorized to be charged to deposit account

## 8. Deposit account number:

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

08/03/1998 DNGUYEN 00000265 1396012

DO NOT USE THIS SPACE

01 FC:481

40.00 DP

02 FC:482

75.00 DP

## 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.

Timothy F. Kahn, CFO  
Name of Person Signing

Signature

7/6/98

Date

Total number of pages including cover sheet, attachments, and document: 8



# The State of Texas

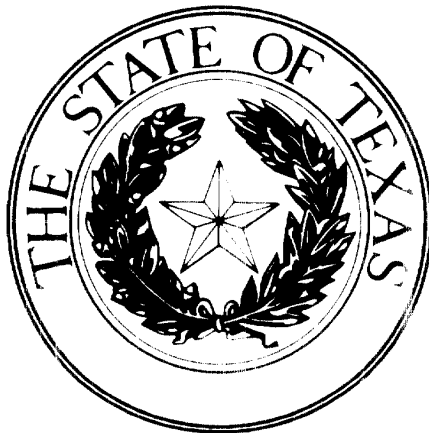
## SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

M-K-D DISTRIBUTORS, INC.  
FILE NO. 500977-0

ARTICLES OF MERGER

JUNE 24, 1998



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on July 29, 1998.*

DLM

Alberto R. Gonzales  
TRADEMARK  
Secretary of State

REEL: 1762 FRAME: 0952



## TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

JOHN SHARP - COMPTROLLER - AUSTIN, TEXAS 78774

2H17/LRS

### CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS

COUNTY OF TRAVIS

I, John Sharp, Comptroller of Public Accounts of the State of Texas, DO  
HEREBY CERTIFY that according to the records of this office

M-K-D DISTRIBUTORS INC

is, as of this date, in good standing with this office for the purpose of  
merger, withdrawal, conversion when the converting entity will no longer be  
subject to the franchise tax filing provisions, dissolution under Article 6.01  
of the Texas Business Corporation Act or dissolution under Article 6.08 of  
the Texas Limited Liability Company Act, having filed the required franchise  
tax reports and having paid the franchise tax computed to be due  
through DECEMBER 31, 1998

This certificate is not valid for the purpose of dissolution under Article 6.06  
of the Texas Business Corporation Act.

GIVEN UNDER MY HAND AND  
SEAL OF OFFICE in the City of  
Austin, this 23RD day of  
JUNE, 1998 A.D.

JOHN SHARP  
Comptroller of Public Accounts

Charter/C.O.A. number: 005009774-0

ARTICLES OF MERGER OF  
M-K-D DISTRIBUTORS, INC.

INTO

DREYER'S GRAND ICE CREAM, INC.

FILED  
In the Office of the  
Secretary of State of Texas

JUN 24 1998

CORPORATIONS SECTION

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, Dreyer's Grand Ice Cream, Inc., a corporation organized under the laws of the State of Delaware, and owning at least ninety percent of the shares of M-K-D Distributors, Inc., a corporation organized under the laws of the State of Texas, hereby executes the following articles of merger:

1. The number of outstanding shares of each class of M-K-D Distributors, Inc., the subsidiary corporation, and the number of shares of each class owned by the surviving parent corporation is:

Class	No. of Shares of Subsidiary Outstanding	No. of Shares Owned by Parent
Common Stock	10,000	10,000

2. The following is a copy of the resolutions of the Board of Directors of Dreyer's Grand Ice Cream, Inc. adopted on September 4, 1997, providing for the merger into itself of its wholly-owned subsidiary, M-K-D Distributors, Inc., with Dreyer's Grand Ice Cream, Inc. to be the surviving parent corporation:

**RESOLVED**, that this corporation merge with and into itself M-K-D Distributors, Inc., a Texas corporation ("M-K-D"), its wholly-owned subsidiary, and assume all of M-K-D's liabilities and obligations; and

**RESOLVED FURTHER**, that the merger shall be effective upon the date of filing with the Delaware Secretary of State; and

**RESOLVED FURTHER**, that the proper officer of this corporation be, and he or she is, hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said M-K-D and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Delaware Secretary of State and to do all acts and things whatsoever, whether within or

WKS

without the State of Delaware, which may be in any way necessary or proper to effect said merger; and

RESOLVED FURTHER, that any officer of this corporation, acting alone, is hereby authorized and directed to do all things deemed necessary or appropriate to more fully effectuate and carry out the intent of the foregoing resolutions.

3. The laws of the State of Delaware, the jurisdiction under which Dreyer's Grand Ice Cream, Inc., said foreign corporation, is organized, permits such a merger.

4. Dreyer's Grand Ice Cream, Inc., the surviving corporation hereby: (a) agrees that it may be served with process in the State of Texas in any proceeding for the enforcement of any obligation of any domestic corporation party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of the State of Texas as its agent to accept service of process in any such proceeding and that the post office address to which the Secretary of State may mail a copy of any process that may be served upon it is c/o CT Corporation System, 350 N. St. Paul Street, Dallas, Texas 75201; and (c) agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Texas Business Corporation Act with respect to the rights of dissenting shareholders.

5. The surviving parent corporation is organized under the laws of the State of Delaware and the address, including street number, if any, of its registered or principal office in said State is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

6. The merger is not to be effective when these articles are filed by the Secretary of State: the delayed effective date is June 26, 1998.

Dated this 16th day of June, 1998.

DREYER'S GRAND ICE CREAM, INC.

By: 

Print Name: T. Gary Rogers

Title: Chairman of the Board

*Office of the Secretary of State*

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I, EDWARD J. FREEL, 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:

"M-K-D DISTRIBUTORS, INC.", A TEXAS CORPORATION,

WITH AND INTO "DREYER'S GRAND ICE CREAM, INC." UNDER THE NAME OF "DREYER'S GRAND ICE CREAM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JUNE, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2058833 8100M

DATE: 9174864

981257446

TRADEMARK

REEL: 1762 FRAME: 0956

**CERTIFICATE OF OWNERSHIP AND MERGER**

6-26 98

**MERGING**

**M-K-D DISTRIBUTORS, INC.**

**INTO**

**DREYER'S GRAND ICE CREAM, INC.**

**\*\*\*\*\***

Dreyer's Grand Ice Cream, Inc., a corporation organized and existing under the laws of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the 8th day of April, 1985, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That this corporation owns all of the outstanding shares (of each class) of M-K-D Distributors, Inc., a corporation incorporated on the 20th day of December, 1979, pursuant to the Business Corporation Law of the State of Texas.

**THIRD:** That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 4th day of September, 1997, determined to merge into itself said M-K-D Distributors, Inc., with this corporation to be the surviving corporation:

**RESOLVED,** that this corporation merge with and into itself M-K-D Distributors, Inc., a Texas corporation ("M-K-D"), its wholly-owned subsidiary, and assume all of M-K-D's liabilities and obligations; and

**RESOLVED FURTHER,** that the merger shall be effective upon the date of filing with the Delaware Secretary of State; and

**RESOLVED FURTHER,** that the proper officer of this corporation be, and he or she is, hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said M-K-D and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Delaware Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger; and

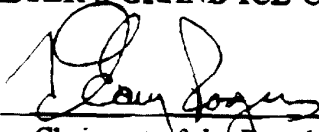
RESOLVED FURTHER, that any officer of this corporation, acting alone, is hereby authorized and directed to do all things deemed necessary or appropriate to more fully effectuate and carry out the intent of the foregoing resolutions.

FOURTH: That this corporation shall be the surviving corporation and there shall be no change in this corporation's Certificate of Incorporation.


FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Dreyer's Grand Ice Cream, Inc. at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Dreyer's Grand Ice Cream, Inc. has caused this Certificate to be signed by T. Gary Rogers, its Chairman of the Board, this 10th day of June, 1998.

DREYER'S GRAND ICE CREAM, INC.

By   
Title: Chairman of the Board

Attest:

  
William F. Cronk, III

F:\DATA\DGIC\MCS\MKD\MERGE.CRT

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TOTAL P.03

RECORDED: 08/03/1998

TRADEMARK  
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