

MRO 6-5-98

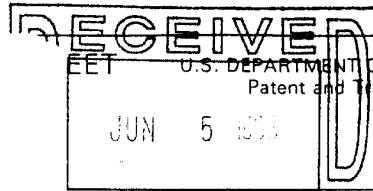
FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

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11-02-1998



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To the Honorable Commissioner of Patents and Trademarks, attached original documents or copy thereof.

1. Name of conveying party(ies):  
 APV BAKER FM INC.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State - New York  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
 Name: APV BAKER, INC.  
 Internal Address: 3200 Fruit Ridge Avenue, N.W.  
 City: Grand Rapids Michigan State: \_\_\_\_\_ ZIP: 49504

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Michigan  
 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

3. Nature of conveyance: **MRO 6-5-98**

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: December 28, 1988

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 B. Trademark registration No.(s)  
 No. 765017 for  
 "BAKER PERKINS AND DESIGN"

Additional numbers attached?  Yes  No

6. Total number of applications and registrations involved: 1

7. Total Fee (37 CFR 3.41) ..... \$ 40.00

Enclosed  
 Any additional amounts due are authorized to be charged to deposit account

8. Deposit account number: 12-1216  
 (Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: LEYDIG, VOIT & MAYER, LTD.  
 Attention: Mark J. Liss  
 Internal Address: [Case No.]  
 85315  
 Street Address: 180 North Stetson  
 Two Prudential Plaza, Suite 4900  
 City: Chicago State: IL ZIP: 60601

DO NOT USE THIS SPACE

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NO SPEC  
Fee

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.*

Mark J. Liss                      [Signature]                      June 1, 1998  
 Name of Person Signing                      Signature                      Date

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

06/16/1998 TTON11 00000204 765017 40.00 DP

Commissioner of Patents and Trademarks Box Assignments TRADEMARK Washington, D.C. 20231 1767 FRAME: 0331

*State of New York* }  
*Department of State* } *ss:*

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

MAY 27 1998



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a long horizontal line extending to the right.

*Special Deputy Secretary of State*

DOS-1266 (5/96)

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CERTIFICATE OF MERGER  
OF  
APV BAKER, INC.  
AND  
APV BAKER FM, INC.  
INTO  
APV BAKER, INC.  
UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Robert H. Rander and Robert Kullgren, being respectively the President and the Assistant Secretary of APV Baker, Inc., and Robert H. Rander and Richard W. Tatman, being respectively the President and the Secretary of APV Baker FM, Inc., hereby certify:

1. (a) The name of each Constituent Corporation is as follows:

APV Baker, Inc., (originally formed under the name of Baker Perkins Investments, Inc.) is a corporation duly organized and existing under the laws of the State of Michigan.

APV Baker FM, Inc. (originally formed under the name of Baker-Perkins Manufacturing Corporation) is a corporation duly organized and existing under the laws of the State of New York.

(b) The name of the Surviving Corporation is APV Baker, Inc. and following the merger its name shall be APV Baker, Inc. APV Baker, Inc., a Michigan corporation, incorporated on the 18th day of September, 1978, has not filed an application for authority to do business in the State of New York and it is not to do business in the State of New York until an application for such authority has been filed by the Department of State.

2. (a) As to each Constituent Corporation, the designation

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and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of Corporation	Designation and Number of Shares in Each Class or Series Outstanding	Class or Series of Shares Entitled to Vote	Shares Entitled to Vote as a Class or Series
APV Baker, Inc.	Common Stock, par value \$1.00 per share, 1000 shares Outstanding	Same	1,000
APV Baker FM, Inc.	Common Stock, par value \$1.00 per share, 1000 shares outstanding	Same	1,000

The number of outstanding shares of Common Stock of APV Baker, Inc. and the number of outstanding shares of Common Stock of APV Baker FM, Inc. is not subject to change prior to the Effective Date of the merger.

(b) APV Baker, Inc., as the surviving foreign corporation may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation, previously amenable to suit in this state, which is a constituent corporation in this merger, and for the enforcement, as provided by the New York Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving corporation.

(c) Subject to the provisions of 623 of the New York Business Corporation Law, APV Baker, Inc., as the surviving foreign corporation, will promptly pay to the shareholders of each

constituent domestic corporation to this merger the amount, if any, to which such corporation shall be entitled under the provisions of the New York Business Corporation Law relating to the rights of shareholders to receive payment for their shares.

3. The Certificate of Incorporation of APV Baker, Inc., as amended prior to the filing of this Certificate, shall continue as the Certificate of Incorporation of the Surviving Corporation.

4. The date when the Certificate of Incorporation of APV Baker FM, Inc. was filed by the Department of State is as follows:

<u>Name of Corporation</u>	<u>Date of Incorporation</u>
APV Baker FM, Inc. (formerly Baker Perkins Manufacturing Corporation)	April 17, 1920

5. The merger was adopted by each Constituent Corporation in the following manner:

(a) As to APV Baker, Inc. - the merger is permitted by the laws of the state of Michigan the jurisdiction under which APV Baker, Inc. is organized and the plan of merger was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

(b) As to APV Baker FM, Inc. - the Board of Directors of APV Baker FM, Inc. has duly adopted a Plan of Merger setting forth the terms and conditions of the merger of APV Baker FM, Inc. into APV Baker, Inc., the Surviving Corporation. The merger has been authorized

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by the consent of the sole stockholder of APV Baker FM, Inc.

6. APV Baker, Inc. agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 3200 Fruit Ridge Road, N.W., Grand Rapids, Michigan 49504. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

IN WITNESS WHEREOF, we have signed this Certificate on the 28<sup>th</sup> day of December, 1988 and we affirm the statements contained herein as true under penalties of perjury.

APV BAKER, INC.

By Robert H. Rahder  
Robert H. Rahder  
President

By Robert D. Kullgren  
Robert D. Kullgren  
Assistant Secretary

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APV BAKER FM, INC.

By

*Robert H. Rander*  
Robert H. Rander  
President

By

*R. W. Tatman*  
Richard W. Tatman  
Secretary

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PR-3631 (1/80)

State of New York - Department of Taxation and Finance - Corporation Tax  
Albany, New York 12227

To: SECRETARY OF STATE

Date: July 27, 1990

Name of Corporation

APV BAKER FM INC.

ID# 38-0322480 AAS

Pursuant to provisions of Section 907 of the Business Corporation Law, the State Tax Commissioner hereby consents to the Merger of the above named corporation, into APV BAKER, INC. (MI) if filed on or before 10/1/90.

Certificate and fee are attached.

Filed by: James Townsend  
3200 Fruit Ridge Avenue, NW  
Grand Rapids, MI 49504

Director, Processing Division

By *James Aschinger*

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APV

Baker

FW

Inc

APV

Baker

Inc

VARNUM, RIDDERING, SCHMIDT & HOWLETT  
ATTORNEYS AT LAW  
SUITE 800  
171 MONROE AVENUE, N.W.  
GRAND RAPIDS, MICHIGAN 49503

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PEN

STATE OF NEW YORK  
DEPARTMENT OF STATE  
OCT 01 1990

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