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FORM PTO-1594
1-31-92

09-21-1998

SHEET
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U.S. Department of Commerce
Patent and Trademark Office



Tab settings ⇄ ⇄ ⇄

To the Honorable Commission

100870222

attached original documents or copy thereof.

1. Name of conveying party(ies):

JP Foodservice, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State (Delaware)
☐ Other _____

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

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

Name: JP Foodservice Distributors, Inc.

Internal Address:

Street Address: 9830 Patuxent Woods Drive

Colt



09-04-1998

U.S. Patent & TMO/TM Mail Rcpt Dt. #64

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☒ Change of Name
☐ Other _____

Execution Date: October 18, 1994

- ☐ 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 registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

See attached Schedule 1

Additional numbers attached? ☒ Yes ☐ No

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

Name: Catherine L. Thornberry

Internal Address: Hogan & Hartson LLP

Street Address: 8300 Greensboro Drive

Suite 1100

City: McLean State: VA Zip 22102

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00

- ☒ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:

08-2550

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

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.

Catherine L. Thornberry
Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet: 2

09/18/1998 TTOM11

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01 FC:481
02 FC:482

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TRADEMARK
REEL: 1793 FRAME: 0578

JP FOODSERVICE DISTRIBUTORS, INC.

Schedule 1

| | |
|-----------|--|
| 1,699,045 | JP FOODNEWS |
| 1,794,471 | DIRECTCARE MEALS, MENUS & MORE (& Design) |
| 1,784,619 | JP FOODSERVICE, INC. (Stylized) |
| 1,814,564 | JP FOODSERVICE, INC. BECAUSE SERVICE MAKES A DIFFERENCE (& Design) |
| 1,859,225 | HILLTOP HEARTH (& Design) |

State of Delaware
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 RESTATED CERTIFICATE OF "JP FOODSERVICE, INC.",
CHANGING ITS NAME FROM "JP FOODSERVICE, INC." TO "JP FOODSERVICE
DISTRIBUTORS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY
OF OCTOBER, A.D. 1994, AT 3:45 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7308931

03879 8100

4223874

11-18-86 TRADEMARK

REEL: 1793 FRAME: 0580

RESTATED CERTIFICATE OF INCORPORATION

OF

JP FOODSERVICE, INC.

JP Foodservice, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name under which the corporation was originally incorporated is J. P. Monarch, Inc. and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on April 19, 1989.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the corporation and effects a change in the name of the corporation.

3. This Restated Certificate of Incorporation and the amendments to the Certificate of Incorporation contained herein were declared advisable and adopted by the Board of Directors on October 6, 1994, were approved by the written consent of the sole stockholder of the corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware, and have been duly adopted in accordance with the provisions of Sections 242(b) and 245 of the General Corporation Law of the State of Delaware.

4. The text of the Certificate of Incorporation of the corporation is hereby restated, integrated and amended to read in its entirety as follows:

ARTICLE I

The name of the corporation is JP Foodservice Distributors, Inc. (the "Company").

ARTICLE II

The address of the Company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Company's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the Company shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Dollar (\$1.00), amounting in the aggregate to One Thousand Dollars (\$1,000.00).

ARTICLE V

The board of directors of the Company is authorized to make, alter or repeal the by-laws of the Company. Election of directors need not be by written ballot.

ARTICLE VI

The affirmative vote, or consent in writing, of the holders of a majority of the outstanding shares of Class C Common Stock of JP Foodservice, Inc. ("JP Foodservice"), voting as a separate class, shall be required for JP Foodservice as a stockholder of the Company to authorize, or for the Company as a stockholder of any subsidiary to authorize, the following transactions:

- (1) amendments of the Certificate of Incorporation or By-laws of the Company or any subsidiary, other than such amendment as shall be necessary to effect an initial public offering of the common stock of JP Foodservice;
- (2) the increase or decrease in the number of directors of the Company or any subsidiary;
- (3) any merger or consolidation or sale, mortgage, lease or other transfer of any material amount of the assets of the Company;
- (4) the dissolution or liquidation of the Company;
- (5) the grant of any options, or issuance of any warrants, convertible securities or other rights to acquire shares of capital stock of the Company or any subsidiary, the effecting of any stock-split, reverse stock-split or other recapitalization or

the redemption of any class of stock (other than pursuant to the terms of such stock) by the Company or any subsidiary;

- (6) the granting of any dividends or other distributions to stockholders of the Company;
- (7) the registration by the Company or any subsidiary of any of its securities pursuant to the Securities Act of 1933 in connection with a public offering of such securities;
- (8) any material change in the general business in which the Company and its subsidiaries are engaged on the date hereof;
- (9) except for assets acquired in the ordinary course of business and for capital assets acquired in accordance with the Company's annual budget for capital expenditures as approved by the Board of Directors of the Company, acquisition, by merger, consolidation or otherwise, of the assets or stock of any other person;
- (10) the incurrence or refinancing of any material indebtedness for borrowed money, or any material obligations in respect of letters of credit or bankers acceptances, by the Company or any subsidiary after the date hereof (other than pursuant to the terms of any revolving credit facility in effect on the date hereof);
- (11) the adoption or amendment of any employee stock option, stock bonus or similar plan relating to the capital stock of the Company, or the Company or any subsidiary entering into an employment agreement with a senior executive officer of the Company or any subsidiary or into any amendment of any such agreement; or
- (12) the issuance of any equity securities of the Company which rank senior to the Common Stock as to dividends, liquidation preference or other distributions.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation, which restates and integrates and also amends the provisions of the Certificate of Incorporation of the Company and which has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law, as the Company has received payment for its capital stock, has been executed by its Senior Vice President and Assistant Secretary this 18 day of October, 1994.

JP FOODSERVICE, INC.

By: 

Name: Lewis Hay, III

Title: Senior Vice President

Attest:

By: 

Name: George T. Megaw

Title: Assistant Secretary

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