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Document ID No.: 100787330



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To the Honorable Commissioner of Patents and

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original documents or copy thereof.

1. Name of conveying party(ies):

San Giorgio-Skinner, Inc.

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

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

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

Name: Hershey Foods Corporation

Internal Address:

Street Address: 19 East Chocolate Avenue

City: Hershey State: PA ZIP: 17033

- 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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other effective January 5, 1982
- Merger
- Change of Name

Execution Date: January 29, 1982

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

128,415

Additional numbers attached?  Yes  No

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

Name: Kathryn Jennison Shultz

Internal Address: Jennison & Shultz, P.C.

Street Address: Crystal Plaza #1, Suite 1102

2001 Jefferson Davis Highway

City: Arlington State: VA ZIP: 22202

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(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.

Kathryn Jennison Shultz  
Name of Person Signing

August 7, 1998  
Date

Total number of pages comprising cover sheet:

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Mad 8-7-98

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Kathryn Jennison Shultz  
Name of Person Signing

August 7, 1998

Signature

Date

Total number of pages comprising cover sheet: 1

TRADEMARK

REEL: 1815 FRAME: 0301

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**SAN GIORGIO-SKINNER, INC.**

**INTO**

**HERSHEY FOODS CORPORATION**

**(Adopted in accordance with the provisions of  
Section 253 of the Delaware General Corporation Law)**

**HERSHEY FOODS CORPORATION, a corporation organized and  
existing under the laws of the State of Delaware,**

**DOES HEREBY CERTIFY:**

**FIRST: That the name and state of incorporation of each  
of the constituent corporations, parties to the merger, is as  
follows:**

| <u>NAME</u>               | <u>STATE OF INCORPORATION</u> |
|---------------------------|-------------------------------|
| HERSHEY FOODS CORPORATION | Delaware                      |
| SAN GIORGIO-SKINNER, INC. | Delaware                      |

**SECOND: That Hershey Foods Corporation is the holder  
of 100% of the outstanding shares of capital stock of San Giorgio-  
Skinner, Inc.;**

**THIRD: That the merger of the constituent corporations  
has been adopted and approved in accordance with the requirements  
of Section 253 of the Delaware General Corporation Law by the  
following resolutions unanimously adopted on January 5, 1982, by  
the Board of Directors of Hershey Foods Corporation, which  
resolutions are hereby certified to be true and correct and not  
subsequently amended or rescinded:**

**RESOLVED, that San Giorgio-Skinner, Inc., a Delaware  
corporation, 100% of whose outstanding capital stock is owned by  
Hershey Foods Corporation, a Delaware corporation, be liquidated  
into said sole stockholder by short-form merger pursuant to the  
provisions of Section 253 of the Delaware General Corporation  
Law and that the following plan of merger be, and hereby is,  
approved and adopted:**

1. (a) The name of the subsidiary corporation to be  
merged is San Giorgio-Skinner, Inc., incorporated under the laws  
of the State of Delaware on February 23, 1966, under the name of  
HERMAC Corporation.

(b) The name of the surviving corporation of the  
merger is Hershey Foods Corporation, incorporated under the laws  
of the State of Delaware on October 24, 1927, under the name of  
Hershey Chocolate Corporation.

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2. The number and designation of outstanding shares of each class of the subsidiary corporation to be merged is one thousand (1,000) shares, common class, One Dollar (\$1.00) par value, and the number of such shares owned by the surviving corporation is one thousand (1,000), or 100%.

3. The merger shall be upon the following terms and conditions:

(a) The corporate existence of Hershey Foods Corporation, with all its business, powers and objects, shall continue unaffected and unimpaired by the merger.

(b) The name and provisions of the stated Certificate of Incorporation, the By-Laws and the directors of Hershey Foods Corporation shall continue unaffected and unimpaired by the merger.

(c) The amount of the authorized capital stock and the outstanding capital shares of Hershey Foods Corporation, as well as any preferences and voting powers thereof and any restrictions and qualifications thereon, shall continue unaffected and unimpaired by the merger.

(d) The presently issued and outstanding shares of capital stock of San Giorgio-Skinner, Inc. shall be surrendered, cancelled and rendered of no force and effect at the time the merger is effective, and no shares of the capital stock of Hershey Foods Corporation shall be issued in exchange therefor.

(e) At the time the merger is effective, Hershey Foods Corporation shall be possessed of all right, title and interest in and to all of the assets of any and every kind of San Giorgio-Skinner, Inc. and shall assume all liabilities and obligations of San Giorgio-Skinner, Inc., known or unknown, contingent or otherwise, including any taxes owed or owing by San Giorgio-Skinner, Inc. to the State of Delaware;

RESOLVED FURTHER, that the aforesaid merger of San Giorgio-Skinner, Inc. into Hershey Foods Corporation be, and hereby is, approved and adopted and that San Giorgio-Skinner, Inc. be, and hereby is, merged into Hershey Foods Corporation effective January 1, 1982 or with the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware; and

RESOLVED FURTHER, that if any other acts, statements or representations are required under the Delaware General Corporation Law to effectuate said merger, the same are hereby undertaken or made, as the case may be.

RESOLVED, that the directors and officers of the Corporation be, and hereby are, and each of them individually hereby is, authorized, empowered and directed to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered all such further instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses, all as in their judgment they deem necessary, proper, advisable or required in order to carry into effect the purpose and intent of the foregoing resolutions, it being the purpose of this resolution to confer full power and

authority upon said directors and officers with respect to any and all such matters without the necessity of any other or further resolutions of this Board of Directors, and all persons may rely exclusively upon such instruments, documents and other and further acts and upon this resolution; and

**RESOLVED FURTHER**, that whenever any director or officer of the Corporation is authorized to take any action which he deems necessary, proper, advisable or required, the signing or execution by such director or officer of any instrument or the taking of any such action by him shall be conclusive evidence that he deems the same to be necessary, proper, advisable or required.

**FOURTH:** That the name of the surviving corporation of the merger is Hershey Foods Corporation, whose corporate existence, with all of its purposes, powers, and objects, name and other provisions of its Restated Certificate of Incorporation, By-Laws, officers, and directors shall continue unaffected and unimpaired by the merger;

**FIFTH:** That the Restated Certificate of Incorporation of Hershey Foods Corporation shall be the certificate of incorporation of the surviving corporation;

**SIXTH:** That Hershey Foods Corporation hereby assumes all of the obligations and liabilities of San Giorgio-Skinner, Inc., known or unknown, contingent or otherwise, including any taxes owed or owing by San Giorgio-Skinner, Inc. to the State of Delaware; and

**SEVENTH:** That the merger of the constituent corporations and this Certificate of Ownership and Merger shall be effective upon the filing of this Certificate with the Secretary of State of Delaware.

HERSHEY FOODS CORPORATION

By   
C. A. Smylie  
Vice President, Administration

ATTEST:

  
\*\*\*\*\* R. P. Horn  
Asst Secretary

[CORPORATE SEAL]

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TRADE MARK

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REEL: 1815 FRAME: 0304



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TRADE-MARK

# State of DELAWARE

## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Ownership  
filed in this office on January 5, 1982

*Glenn C. Kenton*  
Secretary of State

FEB 25 1982

RECORDED  
PATENT & TRADE-MARK DIVISION



*Glenn C. Kenton*  
Glenn C. Kenton, Secretary of State

BY *TM*  
DATE January 29, 1982