



100984800

Tab settings

To the Honorable Commissioner of Patents

Shed original documents or copy thereof.

1. Name of conveying party(ies): Sagebrush, Inc  
 Sagebrush, Inc  
 CORPORATION

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State North Carolina  
 Other \_\_\_\_\_

Additional names(s) of conveying party(ies)       Yes  No

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

Name: Kingsport Foods, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 3437 East Main Street  
 City: Claremont State: NC ZIP: 28610

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

If assignee is not domiciled in the United States, a domestic designation is                       Yes  N  
 (Designations must be a separate document from Additional name(s) & address(es)       Yes  N

3. Nature of conveyance: 3-11-99

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

Execution Date: September 5, 1998

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

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Registration No.(s) 1,743,755

Additional numbers                       Yes  No

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

Name: Anjanette Plichta Stinson  
 Internal Address: McGuire, Woods, Battle & Boothe LLP  
 \_\_\_\_\_  
 Street Address: 901 East Cary Street  
 \_\_\_\_\_  
 City: Richmond State: VA ZIP: 23219

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:  
13-0437

03/15/1999 JSHABAZZ 00000188 1743755 DO NOT USE THIS SPACE 40E

01 FC:481                      40.00 OP

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.*

Anjanette Plichta Stinson                      Anjanette Plichta Stinson                      March 9, 1999  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and   TRADEMARK

**Secretary of State**

**Corporations Section**

**James K. Polk Building, Suite 1800**

**Nashville, Tennessee 37243-0306**

DATE: 08/28/98  
REQUEST NUMBER: 3550-2342  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 08/28/98 1112  
EFFECTIVE DATE/TIME: 09/05/98 2357  
CONTROL NUMBER: 0258342

TO:  
CAPITAL FILING SERVICE INC  
7051 HWY 70 S  
NO 333  
NASHVILLE, TN 37221

RE:  
KINGSPORT FOODS, INC.  
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 08/28/98

FROM:  
CAPITAL FILING SERVICE, INC.  
7051 HWY 70 S  
#333  
NASHVILLE, TN 37221-0000

	FEES	
RECEIVED:	\$100.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$100.00

RECEIPT NUMBER: 00002356512  
ACCOUNT NUMBER: 00101230



RILEY C. DARNELL  
SECRETARY OF STATE

**FILED**

**ARTICLES OF MERGER**

of

**SAGEBRUSH, INC.,**

into

**KINGSPORT FOODS, INC.**

Kingsport Foods, Inc., a Tennessee corporation (the "Surviving Corporation") and Sagebrush, Inc., a North Carolina corporation (the "Merging Corporation") hereby submit these Articles of Merger for the purpose of merging the Merging Corporation into the Surviving Corporation:

I. The following Plan of Merger was duly adopted by the boards of directors of the Surviving Corporation and the Merging Corporation on August 27, 1998 in the manner prescribed by the Tennessee Business Corporation Act and the North Carolina Business Corporation Act:

**AGREEMENT AND PLAN OF MERGER**

of

**SAGEBRUSH, INC.**

into

**KINGSPORT FOODS, INC.**

**August 27, 1998**

**A. *Corporations Participating in Merger.***

1. Parties to Merger. Sagebrush, Inc., a North Carolina corporation (the "Merging Corporation"), will merge into Kingsport Foods, Inc., a Tennessee corporation (the "Surviving Corporation"), pursuant to Sections 55-11-01 and 55-11-07 of the North Carolina Business Corporation Act and Sections 48-21-102 and 48-21-109 of the Tennessee Business Corporation Act.

2. Sole Shareholder. The Merging Corporation owns all of the outstanding shares of the Surviving Corporation. Fresh Foods, Inc., a North Carolina corporation ("Fresh Foods"), owns all of the outstanding shares of the Merging Corporation.

**B. *Name of Surviving Corporation.***

After the merger contemplated by this Agreement and Plan of Merger (the "Plan of Merger"), the Surviving Corporation will have the name "Kingsport Foods, Inc."

C. *Merger.*

The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. *Conversion and Exchange of Shares.*

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. Surviving Corporation. Given that the Merging Corporation is the sole shareholder of the Surviving Corporation, each outstanding share of the Surviving Corporation will be automatically cancelled without any further act on the part of the Merging Corporation or the Surviving Corporation.

2. Merging Corporation. Given that Fresh Foods is the sole shareholder of the Merging Corporation, each outstanding share of the Merging Corporation will be converted into and exchanged for one share of the Surviving Corporation.

3. Fractional Shares. No fractional shares will be issued. Any shareholder of the Merging Corporation who would otherwise be entitled to receive five-tenths (.5) or more of a share will instead receive an additional whole share; and any shareholder who would otherwise be entitled to less than five-tenths (.5) of a share will not receive any consideration for such fractional interest.

4. Surrender and Cancellation of Share Certificates. Each holder of a certificate representing shares to be converted, exchanged or cancelled in the merger will surrender such certificate at or prior to the Effective Time. At the Effective Time, such certificate shall be marked cancelled and placed in the books and records of the Merging Corporation and the Surviving Corporation.

E. *Amendments to Articles of Incorporation.*

The Articles of Incorporation of the Surviving Corporation shall not be hereby amended.

F. *Effective Time and Filing of Articles of Merger.*

The merger of the Merging Corporation with and into the Surviving Corporation will become effective at 11:57 p.m. on Saturday, September 5, 1998 (the "Effective Time"). As soon as practicable after the date hereof, the Surviving Corporation shall deliver articles of merger setting forth this Plan of Merger to the Secretary of State of North Carolina and the Secretary of State of Tennessee for filing.

II. The Merging Corporation owns all of the outstanding voting shares of the Surviving Corporation.

III. Approval of the merger by the Merging Corporation acting as the sole shareholder of the Surviving Corporation was required under the Tennessee Business Corporation Act. The Merging Corporation, acting as the sole shareholder of the Surviving Corporation, approved the Plan of Merger on August 27, 1998 by the affirmative vote of the required percentage of all of the votes entitled to be cast.

IV. With respect to the Merging Corporation, the Plan of Merger and the performance of its terms were duly authorized by all action required by the Articles of Incorporation of said Merging Corporation and by the laws of the State of North Carolina.

V. Fresh Foods, Inc., a North Carolina corporation ("Fresh Foods"), owns all of the outstanding shares of the Merging Corporation. There is only one voting group.

VI. As to the Merging Corporation, the designation and number of shares outstanding of, and the number of votes entitled to be cast by the one voting group were as follows:

<u>Designation of Voting Group</u>	<u>No. of Outstanding Shares</u>	<u>No. of Votes Entitled to be Cast</u>
Fresh Foods	100	100

VII. As to each of the voting groups of the Merging Corporation, the total number of votes cast for and against the Plan of Merger were as follows:

<u>Voting Group</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Fresh Foods	100	0

VIII. Notwithstanding that these Articles of Merger may be filed prior to such date, the effective date and time of these Articles of Merger shall be 11:57 p.m. on Saturday, September 5, 1998.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

This the 27th day of August, 1998.

BOOK 1343C PAGE 383

**MERGING CORPORATION:**

**Sagebrush, Inc.**

By: David R Clark  
Name: David R. Clark  
Title: President

**SURVIVING CORPORATION:**

**Kingsport Foods, Inc.**

By: James C Richardson, Jr  
Name: James C. Richardson, Jr.  
Title: Vice President

MARY LOU DUNCAN  
REGISTER OF DEEDS  
SULLIVAN COUNTY, TENNESSEE  
9-2-1998 TIME 8:00  
BOOK 1343C PAGE 2 380  
TAX CCF  
FEE 5.00 TOTAL 7.00  
RECEIPT NO. 181624-001

**MCGUIREWOODS  
BATTLE & BOOTHE LLP**

One James Center  
901 East Cary Street  
Richmond, Virginia 23219-4030  
Telephone/TDD (804) 775-1000 • Fax (804) 775-1061

**ANJANETTE PLICHTA STINSON**  
Direct Dial: (804) 775-1194  
Direct Fax: (804) 698-2236  
apstinso@mwbb.com

March 9, 1999

Commissioner of Patents and Trademarks  
BOX ASSIGNMENTS  
Washington, D.C. 20231

**SAGEBRUSH STEAKHOUSE & SALOON – Registration No. 1,743,755**  
**Recordation of Mergers**  
MWBB Ref. No. 2023301-0006

Dear Sir:

Enclosed please find the following documents:

1. A Certificate of Merger evidencing the merger of Sagebrush, Inc. into Kingsport Foods, Inc. on September 5, 1998.
2. A Certificate of Merger evidencing the merger of Kingsport Foods, Inc. into Fresh Foods Acquisition, LLC on September 5, 1998.
3. A Certificate of Merger evidencing the merger of Fresh Foods Acquisition, LLC into Claremont Restaurant Group, LLC on September 5, 1998.

**PLEASE RECORD THESE DOCUMENTS IN THE ORDER INDICATED ABOVE.**

Also enclosed are two checks in the amount of \$90.00 each in satisfaction of the recording fees. Please charge our Deposit Account No. 13-0437 for any additional fees that may be required or credit our account for any overpayment.

If you have any questions or need any further information, please contact me.

Sincerely,

  
Anjanette Plichta Stinson

tmb  
Enclosures  
cc: Mr. James E. Harris (w/enclosures)

www.mwbb.com

ALMATY • ATLANTA • BALTIMORE • BRUSSELS • CHARLOTTE • CHARLOTTESVILLE • CHICAGO • JACKSONVILLE • MOSCOW • NORFOLK • RICHMOND • TYSONS CORNER • WASHINGTON • ZÜRICH (OF COUNSEL)

**RECORDED: 03/11/1999**

**TRADEMARK**  
**REEL: 1868 FRAME: 0504**