

04-27-1999



101021138

1. Name of conveying party(ies):
American Cereal Corporation

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State - Minnesota
☐ 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: December 7, 1995

4. Application number(s)
 A. Trademark Application No.(s)

2. Name and address of receiving party(ies)
 Name: Grain Millers (Iowa), Inc.
 Internal Address: Cabriolet Center, Suite 230
 Street Address: 9531 W. 78th Street
 City: Eden Prairie State: MN ZIP 55344-3894
☐ Individual(s) _____
☐ 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

B. Trademark Registration No.(s)
 1,766,866

Additional numbers attached? ☐ Yes ☒ No

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

Name: Joshua J. Burke
 Internal Address: Dorsey & Whitney LLP
Pillsbury Center South
 Street Address: 220 South Sixth Street
 City: Minneapolis State: MN ZIP 55402

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:
04-1420 (charge any insufficiency in fee to deposit account)
 (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.

Joshua J. Burke
 Name of person Signing

Signature

April 19, 1999
 Date

Total number of pages comprising cover sheet: 1

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

04/25/1999 DNGUYEN 00000292 1766866
 01 FC:481

40.00 DP

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 1888 FRAME: 0593

SECRETARY OF STATE

CERTIFICATE OF MERGER

I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: AMERICAN CEREAL CORPORATION

DE: GRAIN MILLER (IOWA), INC.

State of Formation and Name of Surviving Entity:

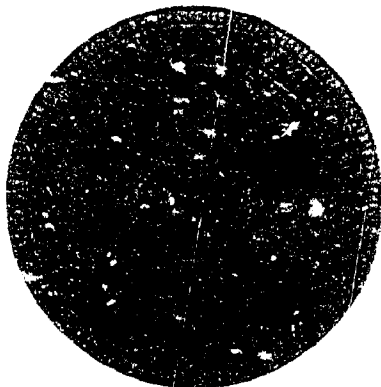
DE: GRAIN MILLERS (IOWA), INC.

Effective Date of Merger: 4-4-96

Name of Surviving Entity After Effective Date of Merger:

GRAIN MILLERS (IOWA), INC.

This certificate has been issued on: 4-4-96



Joan Anderson Grove
Secretary of State.

6X-213

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ARTICLES OF MERGER

These Articles of Merger are submitted by American Cereal Corporation, a Minnesota corporation ("American Cereal") and Grain Millers (Iowa), Inc., a Delaware corporation ("GMI Iowa") pursuant to Section 302A.615 of the Minnesota Business Corporations Act. GMI (Iowa) and American Cereal have entered into an Agreement and Plan of Merger, dated December 7, 1995, whereby GMI (Iowa) will be the surviving corporation. Under Section 302A.615 of the Minnesota Business Corporations Act, signed articles of merger must be filed with the Secretary of State for the State of Minnesota. American Cereal and GMI (Iowa) are referred to jointly as the Constituent Corporations in some sections of these Articles.

1. Plan of Merger. The Agreement and Plan of Merger (the "Plan") for the Constituent Corporations is attached here as Exhibit A.

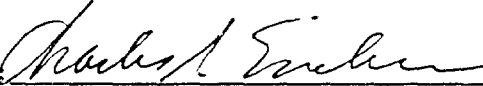
2. Approval of Plan. American Cereal has approved the Plan pursuant to Chapter 302A of the Minnesota Business Corporations Act. GMI Iowa, being a Delaware corporation, has approved the Plan pursuant to the General Corporation Law of Delaware, and has filed an Agreement of Foreign Surviving Corporation with the Secretary of State for the State of Minnesota, pursuant to Section 302A.651, subdivision 4 of the Minnesota Business Corporations Act.

EXECUTED this 7th day of December, 1995.

AMERICAN CEREAL CORPORATION

GRAIN MILLERS (IOWA), INC.

By



Charles Enderson
Its President

By



Christian F. Kongsore
Its President

AGREEMENT AND PLAN OF MERGER

Date: December 7, 1995

Parties: American Cereal Corporation ("American Cereal"), a Minnesota corporation; and Grain Millers (Iowa), Inc., a Delaware corporation ("GMI (Iowa)").

American Cereal and GMI (Iowa) are referred to jointly as the Constituent Corporations in some sections of this Agreement.

BACKGROUND

A. The Constituent Corporations desire to effect a merger upon the terms set forth in this Agreement, pursuant to the provisions of the Minnesota Business Corporations Act and the General Corporation Law of Delaware.

B. The Constituent Corporations intend the merger to be a reorganization within the meaning of IRC § 368(a)(1)(A).

C. American Cereal's registered office is located at 10925 Valley View Road, Suite 202, Eden Prairie, Minnesota 55344-3730. It does not have a registered agent at that address.

D. GMI (Iowa)'s registered office is located at 1209 Orange Street, Wilmington, Delaware 19801. Its registered agent is The Corporation Trust Company.

E. GMI (Iowa) will be the surviving corporation of the merger. The nature of the business or purposes to be conducted or promoted will be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

AGREEMENT

SECTION 1. MERGER OF CONSTITUENT CORPORATIONS

1.1 Merger. At the Effective Date, as defined in Section 1.3, American Cereal shall be merged with and into GMI (Iowa), the separate existence of American Cereal shall cease, and GMI (Iowa) shall survive as a corporation (the "Surviving Corporation"), organized under and governed by the laws of the state of Delaware. From that time, the Surviving Corporation, to the extent consistent with its Certificate of Incorporation, shall possess all the rights, privileges, immunities, and franchises of each of the Constituent Corporations. All property, real, personal, and mixed, and all debts due on whatever account belonging to or due to each of the Constituent Corporations, shall be transferred to and vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be responsible and liable for all liabilities and obligations of each of the Constituent Corporations, all in the manner and with the effect set forth in the laws of Minnesota and Delaware.

1.2 Further Assurances. From time to time after the Effective Date, the officers and directors of American Cereal last in office shall execute and deliver such deeds and other instruments and shall cause to be taken such further actions as shall reasonably be necessary in order to vest or perfect in the Surviving Corporation title to and possession of all the property, interests, assets, rights, immunities and franchises of American Cereal.

1.3 Effective Date. The merger of American Cereal and GMI (Iowa) shall become effective on the date of filing of this Agreement and Plan of Merger certified by the secretary of GMI (Iowa), prepared in accordance with Section 251 of the General Corporation Law of Delaware, with the Secretary of State of the State of Delaware, which date is herein called the Effective Date.

SECTION 2. CERTIFICATE OF INCORPORATION

2.1 Certificate of Incorporation. The Certificate of Incorporation of GMI (Iowa) shall be the Certificate of Incorporation of the Surviving Corporation.

SECTION 3. MANNER AND BASIS OF CONVERTING SHARES

3.1 Conversion of Shares.

3.1.1 American Cereal is a wholly-owned subsidiary of Grain Millers, Inc., a Delaware corporation. GMI (Iowa) is also a wholly-owned subsidiary of Grain Millers, Inc. Upon the effectiveness of this merger, each share of common stock, par value \$.01, of American Cereal that is issued and outstanding immediately prior to the Effective Date and each certificate representing such shares, shall be canceled. Because Grain Millers, Inc. is the sole shareholder of both Constituent Corporations, its rights will be unchanged by the merger of the

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two Constituent Corporations and the cancellation of its shares
in American Cereal.

EXECUTED this 7th day of December, 1995.

AMERICAN CEREAL CORPORATION

By: Charles Enderson
Name: Charles Enderson
Its: President

GRAIN MILLERS (IOWA), INC.

By: Christian F. Kongsore
Christian F. Kongsore
Its: President

The undersigned Assistant Secretary of Grain Millers (Iowa), Inc.
hereby attests to the President's signature above, and certifies
that this agreement has been adopted by the board of directors of
Grain Millers (Iowa), Inc., without action by its stockholders,
pursuant to Section 251(f) of the Delaware General Corporation
Law, and the conditions set forth in the first sentence of
Section 251(f) have been satisfied.

Attest:

By: Shirley Kittleson
Shirley Kittleson
Its: Assistant Secretary

STATE OF Washington)
COUNTY OF King) ss.

On this 7th day of December, 1995, before me, a
Notary Public in and for the State of Washington, personally

appeared Christian F. Kongsore, the president of Grain Millers (Iowa), Inc., the Delaware corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument.

WITNESS my hand and official seal hereto affixed the day and year first as above written.

Deborah Louise Kerge

Name: Deborah Louise Kerge
NOTARY PUBLIC in and for the
State of Washington
residing at Wenatchee, WA

My appointment expires: 2-28-97

[NOTARIAL SEAL]

STATE OF Idaho)
) ss.
COUNTY OF Blaine)

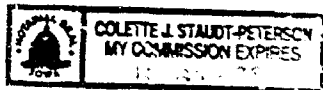
On this 14th day of March, 1995, before me, a Notary Public in and for the State of Idaho, personally appeared Shirley Kittleson, the assistant secretary of Grain Millers (Iowa), Inc., the Delaware corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that she was authorized to execute said instrument.

WITNESS my hand and official seal hereto affixed the day and year first as above written.

Colette J. Staudt-Petersen

Name: Colette J. Staudt-Petersen
NOTARY PUBLIC in and for the
State of Idaho
residing at Blaine County, Idaho

My appointment expires: 10-24-97



[NOTARIAL SEAL]

AGREEMENT OF FOREIGN SURVIVING CORPORATION

Pursuant to Section 302A.651, subdivision 4 of the Minnesota Business Corporations Act, Grain Millers (Iowa), Inc., a Delaware corporation, agrees as follows, and submits this Agreement of Foreign Surviving Corporation (the "Agreement") for filing with the Secretary of State for Minnesota.

BACKGROUND

A. Grain Millers (Iowa), Inc. and American Cereal Corporation, a Minnesota corporation, have entered into an Agreement and Plan of Merger, dated December 7, 1995, whereby Grain Millers (Iowa), Inc. will be the surviving corporation (the "Surviving Corporation").

B. Under Section 302A.651, subdivision 4, a foreign surviving corporation to a merger must file with the Secretary of State an agreement setting forth the matters addressed in this Agreement.

AGREEMENT

1. Service of Process. The Surviving Corporation agrees that it may be served with process in the State of Minnesota (a) in a proceeding for the enforcement of an obligation of American Cereal Corporation, formerly a Minnesota corporation, now merged into the Corporation; and (b) in a proceeding for the enforcement of the rights of a dissenting shareholder of American Cereal Corporation against the Surviving Corporation.

2. Appointment to Accept Service of Process. The Surviving Corporation irrevocably appoints the Secretary of State as its agent to accept service of process in any proceeding, and process may be forwarded to: Grain Millers (Iowa), Inc. C/O Grain Millers, Inc., 11100 N.E. 8th Street, Suite 710, Bellevue, Washington 98004, Attn: Craig O'Neal.

3. Payments to Dissenting Shareholders. The Surviving Corporation shall promptly pay to the dissenting shareholders of American Cereal Corporation the amount, if any, to which they are entitled under Section 302A.472 of the Minnesota Business Corporations Act.

EXECUTED this 7th day of December, 1995.

GRAIN MILLERS (IOWA), INC.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

By: Steven J. Eilertson
Name: Steven J. Eilertson
Its: Executive Vice President

APR - 4 1996

John Anderson

Secretary of State

LITN FL066202 12/6/95