

RE

10-12-1999

ER SHEET U.S. DEPARTMENT OF COMMERCE  
NLY Patent and Trademark Office

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



101166550

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Shunshine Nut Co., Inc.

10-7-99

- Individuals
- Association
- General Partnership
- Limited Partnership
- Corporation-State Texas
- Other

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

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

Name: John B. Sanfilippo & Son, Inc.

Internal Address: \_\_\_\_\_

Street Address: 2299 Busse Road

City: Elk Grove Village State: IL ZIP: 60007

- 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
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: June 21, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,195,301 1,195,302 1,802,211

Additional numbers attached? Yes  No

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

Name: Eric H. Weimers

Internal Address: \_\_\_\_\_

Street Address: Jenner & Block

One IBM Plaza

City: Chicago State: IL ZIP: 60611

6. Total number of applications and registrations involved: \_\_\_\_\_

3

7. Total fee (37 CFR 3.41)..... \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0460

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

10/08/1999 MTHAI1 00000303 100460 1195301

DO NOT USE THIS SPACE

FC:481 40.00 CH  
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.

Eric H. Weimers  
Name of Person Signing

[Signature]  
Signature

10/5/99  
Date

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

5

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

---

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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SUNSHINE NUT CO., INC.", A TEXAS CORPORATION,  
WITH AND INTO "JOHN B. SANFILIPPO & SON, INC." UNDER THE NAME OF "JOHN B. SANFILIPPO & SON, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.



0878236 8100M

991411243

  
\_\_\_\_\_  
*Edward J. Freel, Secretary of State*

AUTHENTICATION: 0000416

DATE: 09-30-99

**TRADEMARK**  
**REEL: 001972 FRAME: 0552**

CERTIFICATE OF OWNERSHIP AND MERGER

OF

SUNSHINE NUT CO., INC.

(a Texas corporation)

into

JOHN B. SANFILIPPO & SON, INC.

(a Delaware corporation)

It is hereby certified that:

1. John B. Sanfilippo & Son, Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of capital stock of Sunshine Nut Co., Inc. ("Subsidiary"), which is a business corporation of the State of Texas.
3. The laws of the jurisdiction of organization of Subsidiary permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Subsidiary with and into the Corporation and the Corporation will be the surviving corporation.
5. The following is a copy of the resolutions adopted on April 29, 1999 by the Board of Directors of the Corporation to merge Subsidiary with and into the Corporation:

**WHEREAS**, the Corporation desires to merge its wholly-owned subsidiary, Sunshine Nut Co., Inc., a Texas corporation ("Subsidiary"), with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "GCL") and Section 5.16 of the Texas Business Corporation Act (the "Texas Code");

**RESOLVED**, that Subsidiary be merged with and into the Corporation (the "Merger"), such Merger to be effective upon the filing with the Secretary of State of the State of Delaware of a Certificate of Ownership and Merger as provided pursuant to Section 253 of the GCL, and that all of the estate, property, rights, privileges, powers, and franchises of Subsidiary be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Subsidiary in its name.

**RESOLVED**, that this Corporation assume all of the obligations of Subsidiary.


**RESOLVED**, that each share of capital stock of Subsidiary owned by the Corporation immediately prior to the Merger shall be, upon consummation of the Merger, cancelled.

**RESOLVED**, that the appropriate officer or officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute and file a Certificate of Ownership and Merger as provided pursuant to Section 253 of the GCL and Articles of Merger as provided pursuant to Section 5.16 of the Texas Code and to perform any and all other acts (within the State of Delaware or any other jurisdiction) including, but not limited to, the execution, filing and/or recording of such additional documents, that he or they may, in such officers sole and absolute discretion, deem necessary or desirable to consummate the Merger.

[remainder of page intentionally left blank]

Executed on this 21<sup>ST</sup> day of June, 1999.

JOHN B. SANFILIPPO & SON, INC.

By:   
\_\_\_\_\_  
Gary P. Jensen  
*Executive Vice President Finance and  
Chief Financial Officer*

Document Number : 329238  
Version : 01