

08-27-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101823768

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

1. Name of conveying party(ies):

AMWAY CORPORATION

08/20/01

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Michigan
- 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: October 23, 2000

2. Name and address of receiving party(ies)

Name: ALTICOR INC.

Internal Address: Mail Code 78-2G

Street Address: 7575 Fulton Street East

City: Ada State: MI Zip: 49355

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of Michigan
- 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)

76/005487 75/779965
76/005486 76/004499

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Lisa Smith

Internal Address: Mail Code 78-2G

Street Address: 7575 Fulton Street East

City: Ada State: MI Zip: 49355

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

011793

(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.

Lisa A. Smith

Name of Person Signing

Lisa A. Smith
Signature

August 14, 2001

Date

9

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

08/24/2001 DBYRNE

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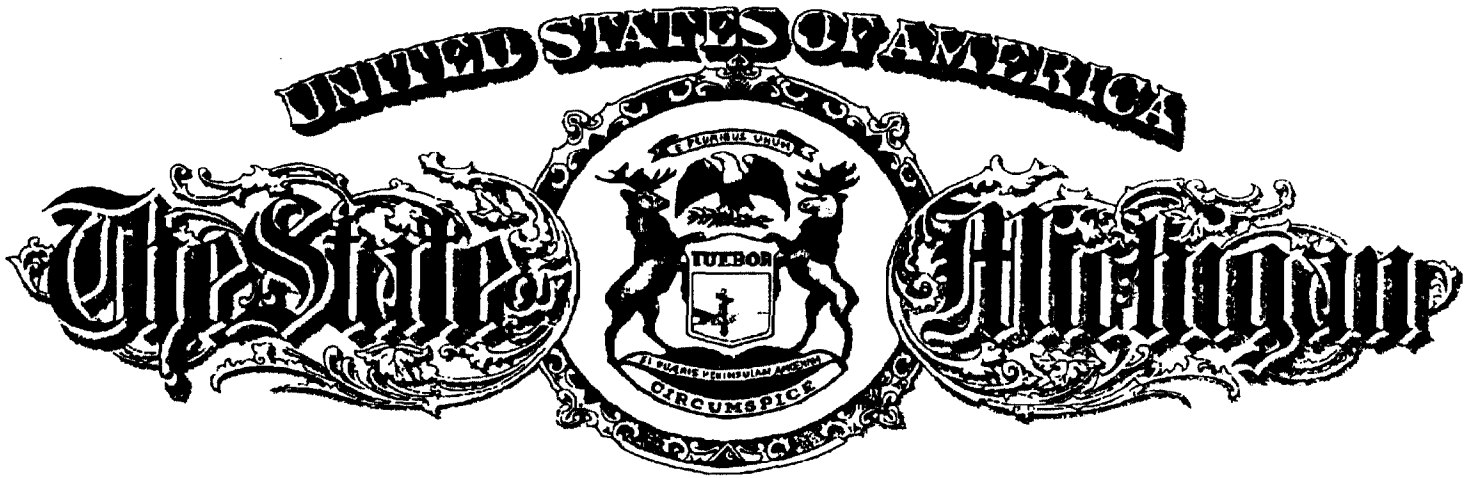
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 CH
75.00 CH

TRADEMARK
REEL: 002355 FRAME: 0648



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 12th day of June, 2001

Andrew S. Mitchell, Director

Bureau of Commercial Services

GOLD SEAL APPEARS ONLY ON ORIGINAL

TRADEMARK
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**MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION & LAND DEVELOPMENT BUREAU**

Date Received	(FOR BUREAU USE ONLY)	<p>FILED</p> <p>OCT 23 2000</p> <p>Administrator CORP. SECURITIES & LAND DEV. BUREAU</p>
OCT 23 2000	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name	BRUCE C YOUNG, WARNER NORCROSS & JUDD LLP	
Address	900 OLD KENT BLDG 111 LYON ST NW	
City	GRAND RAPIDS MI 49503-2487	Zip Code
	State	Effective Date:

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

RESTATED ARTICLES OF INCORPORATION
FOR USE BY DOMESTIC NONPROFIT CORPORATIONS
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Restated Articles:

1.	The present name of the corporation is:	AMWAY CORPORATION
2.	The identification number assigned by the Bureau is:	138-374
3.	All former names of the corporation are:	JA-RI CORPORATION
4.	The date of filing the original Articles of Incorporation was:	September 6, 1949

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is **ALTICOR INC.**

ARTICLE II

The purpose of the corporation is to engage in any lawful activity within the purposes for which corporations may be formed under the Michigan Business Corporation Act.

Handwritten signatures and initials: [Signature], [Initials], [Signature]

ARTICLE III

The total authorized capital stock is one hundred eleven million (111,000,000) shares, consisting of one million (1,000,000) shares of Class A common stock ("Class A stock") and one hundred ten million (110,000,000) shares of Class B common stock ("Class B stock").

The following provisions shall apply to the authorized stock of the corporation.

A VOTING RIGHTS

The holders of shares of Class A stock shall be entitled to one vote for each share upon each matter submitted to a vote. Except as otherwise expressly provided by law, Class B stock shall have no voting rights.

B. GENERAL

Except as provided in Section A of this Article III with respect to voting rights, the Class A stock and the Class B stock shall rank equally and be identical in all respects. The shareholders of the corporation shall have no preemptive rights to acquire the corporation's unissued shares. Any unissued shares of stock of any class herein authorized or hereafter increased or created may be issued from time to time by the corporation in such manner, amounts and proportions and for such consideration as shall be determined from time to time by the board of directors or a committee of the board of directors and as may be permitted by law.

ARTICLE IV

The address of the registered office is 30600 Telegraph Road, Bingham Farms, Michigan, 48025. The name of the resident agent at such address is The Corporation Company.

ARTICLE V

The business and affairs of the corporation shall be managed by or under the direction of its board of directors, except as otherwise provided in the Michigan Business Corporation Act or these Articles of Incorporation. As permitted by Sections 209(1)(a) and 501 of the Michigan Business Corporation Act, and in addition to any other rights, powers, and authority reserved to the shareholders by statute, the powers and authority of the board of directors are limited by the restriction that the board may not authorize, approve, or take any of the following actions without the favorable vote (either before or after the authorization, approval, or taking of such action by the board) of shares entitled to cast a majority of the total number of votes which could be cast for the

election of directors at a meeting of shareholders at which all shares are present (in person or by proxy):

- (a) any issuance of the capital stock of the corporation;
- (b) any capital expenditure (or group of related capital expenditures constituting a single project or program) in excess of \$50 million;
- (c) any business combination (whether by merger, consolidation, share exchange or otherwise) with any person, acquisition of more than twenty percent of the voting equity (whether shares, partnership interests, membership interests or other voting equity interests) of any person, or acquisition as a going business of the assets of any person, or of any operating division or line of business of any person, in which
 - (i) the annual revenues or total assets of such person (or, if an operating division or line of business is being acquired, of such division or line of business) exceed \$50 million; or
 - (ii) the total consideration to be paid or issued by the corporation (exclusive of reasonable compensation and fair market rentals under prior existing leases, but inclusive of contingent future consideration (such as earn-outs), consulting fees and payments for covenants not to compete), as determined in the reasonable judgment of the board of directors, is in excess of \$50 million; or
 - (iii) the corporation will, as the result of any such business combination, have any class of equity securities (A) registered or required to be registered under the Securities Exchange Act of 1934 or (B) listed or authorized for trading on any recognized and established domestic or foreign securities exchange or securities trading market;
- (d) any filing by the corporation or by any subsidiary of the corporation of a registration statement with the United States Securities and Exchange Commission under the Securities Act of 1933, or of an application for registration or qualification under the securities laws or regulations of any other domestic or foreign jurisdiction or under the rules and regulations of any recognized and established domestic or foreign securities exchange or securities trading market, with respect to any offering or sale of any equity securities by the corporation or such subsidiary and/or any holder of any of the corporation's or such subsidiary's equity securities;

- (e) any borrowing by the corporation from one or more banks, insurance companies or other financial institutions in a single transaction, or in a series of transactions pursuant to a single set of agreements and other documents, with a stated maturity in excess of twelve months, or renewable at the corporation's option for a term in excess of twelve months, in a principal amount in excess of \$100 million;
- (f) any borrowing by the corporation from one or more banks, insurance companies or other financial institutions that would cause the principal amount of the corporation's aggregate indebtedness for borrowed money (excluding any indebtedness that has a stated maturity of less than twelve months and that is not renewable at the corporation's option for a term in excess of twelve months) to exceed the greater of \$500 million or such other borrowing limit as may be established from time to time by resolution adopted by the shareholders; and
- (g) setting or changing the number of directors which shall constitute the whole board of directors.

Subject to the rights of the holders of any class or classes or series of stock then outstanding to elect one or more directors, any vacancy occurring in the board of directors caused by resignation, removal, death, disability, disqualification or other incapacity, and any newly created directorships resulting from an increase in the number of directors, shall be filled only by the shareholders.

ARTICLE VI

When a compromise or arrangement or a plan or reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If creditors representing 3/4 in amount of the outstanding debt of the corporation held by all of such creditors or class of creditors, or if the holders of 3/4 of the outstanding shares of the corporation held by such shareholders or class of shareholders, agree to a compromise or arrangement, or a reorganization of this corporation as a consequence of a compromise or arrangement, then the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all of such creditors or class of creditors, or on all of such shareholders or class of shareholders and also on this corporation.

ARTICLE VII

A director of the corporation shall not be liable to the corporation or its shareholders for money damages for any action taken or any failure to take any action as a director, except liability for any of the following:

- (1) The amount of a financial benefit received by a director to which he or she is not entitled;
- (2) Intentional infliction of harm on the corporation or its shareholders;
- (3) A violation of Section 551 of the Michigan Business Corporation Act; or
- (4) an intentional criminal act.

If the Michigan Business Corporation Act is amended to authorize further elimination or limitation of the liability of directors, then the liability of the directors of the corporation shall be further eliminated or limited to the fullest extent permitted by the Michigan Business Corporation Act, as so amended. No amendment to or modification or repeal of this Article shall increase the liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal.

ARTICLE VIII

These Articles of Incorporation may be amended as provided in Chapter 6 of the Michigan Business Corporation Act.

b. These Restated Articles of Incorporation were duly adopted on the 19th day of October, 2000 in accordance with the provisions of Section 642 of the Act and (check one of the following)

were duly adopted by the Board of Directors without a vote of the shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

were duly adopted by the shareholders. The necessary number of shares as required by statute were voted in favor of these Restated Articles.

were duly adopted by the written consent of the shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders is permitted only if such provision appears in the Articles of Incorporation.)

were duly adopted by the written consent of all the shareholders entitled to vote in accordance with section 407(2) of the Act.

Signed this 19th day of October, 2000

By X

(Signature of an authorized officer or agent)

Richard M. DeVos, Jr.

(Type or Print Name)