

01-31-2002

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

TYMPANUM, INC.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Massachusetts 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:

2. Name and address of receiving party(ies)

Name: Starbucks Corporation

Internal

Address:

Street Address: 2401 Utah Avenue South

City: Seattle State: WA Zip: 98134

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Washington 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)

B. Trademark Registration No.(s) 1,831,661;

1,872,842; 1,790,856;

Additional number(s) attached Yes No

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

Name: Kimberly K. Teraberry

Internal Address: Starbucks Corporation

S-LA1

Street Address: 2401 Utah Avenue South

City: Seattle State: WA Zip: 98134

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:

DO NOT USE THIS SPACE

9. Signature.

01/30/2002 DBYRME 00000089 1831661

01 FC:481 02 FC:482

Name of Person Signing

Signature

Date

01/04/2001

Total number of pages including cover sheet, attachments, and document: 10

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

TRADEMARK REEL: 002434 FRAME: 0391

# STATE of WASHINGTON



## SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

### ARTICLES OF MERGER

to

STARBUCKS CORPORATION

a Washington Profit corporation,

were filed for record in this office on the date indicated below.

Merging TYMPANUM, INC. (A Massachusetts corp. not qualified in Washington) into  
STARBUCKS CORPORATION

UBI Number: 600 611 109

Date: December 30, 1999



*Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital*

A handwritten signature in black ink, appearing to read "Ralph Munro".

Ralph Munro, Secretary of State  
2-36/126-6

ARTICLES OF MERGER

OF

TYMPANUM, INC.,  
a Massachusetts corporation

INTO

STARBUCKS CORPORATION,  
a Washington Corporation

FILED  
STATE OF WASHINGTON

DEC 30 1999

RALPH MUNRO  
SECRETARY OF STATE

To the Secretary of State  
State of Washington

Pursuant to the provisions of the Washington Business Corporation Act governing the merger of a foreign wholly-owned subsidiary business corporation into its domestic parent business corporation, the domestic parent business corporation hereinafter named does hereby submit the following Articles of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the Commonwealth of Massachusetts, is Tympanum, Inc. ("Tympanum").
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Washington, is Starbucks Corporation ("Starbucks").
3. The number of outstanding shares of Tympanum is 507 Common Voting shares and 4,599 Common Non-Voting shares, all of which are owned by Starbucks.
4. The following is the Plan of Merger for merging Tympanum into Starbucks, as approved by resolution of the Board of Directors of Starbucks:

"1. Starbucks, which is a business corporation of the State of Washington and is the owner of all of the outstanding shares of Tympanum, which is a business corporation of the State of Massachusetts, hereby merges Tympanum into Starbucks pursuant to the provisions of the Washington Business Corporation Act and pursuant to the provisions of the General Laws of Massachusetts.

2. The separate existence of Tympanum shall cease at the effective time and date of the merger, and Starbucks shall continue its existence as the surviving corporation pursuant to the provisions of the Washington Business Corporation Act.

3. The Articles of Incorporation of Starbucks are not amended in any respect by this Plan of Merger.

4. The outstanding shares of Tympanum immediately prior to the effective time and date of the merger shall not be converted or exchanged in any manner, but each said share, which is outstanding, shall, at the effective time and date of the merger, be surrendered and extinguished.

5. Each share of Starbucks outstanding at the effective time and date of the merger is to be an identical outstanding share of Starbucks.

6. No shares of Starbucks and no shares, securities or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.

7. The Board of Directors and the proper officers of Starbucks are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

8. The Merger shall be effective on the date the Articles of Merger are filed by the respective Secretary of States offices.”

5. Starbucks, in its capacity as the holder of all of the outstanding shares of Tympanum, waived the mailing of a copy of the Plan of Merger to Starbucks otherwise provided for under the provisions of Section 23B.11.040 of the Washington Business Corporation Act.

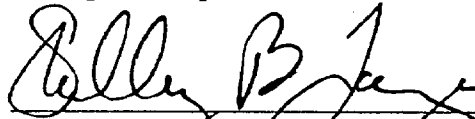
6. The laws of the jurisdiction of organization of Tympanum permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of Starbucks; and the merger of Tympanum into Starbucks is in compliance with the laws of the jurisdiction of organization of Tympanum.


7. Shareholder approval was not required.

8. The effective date of the merger herein provided for in the State of Washington shall be December 31, 1999.

DATED 12/29/99

STARBUCKS CORPORATION,  
a Washington corporation

By:   
Shelley B. Lanza, senior vice president

By:   
Jinlong Wang, assistant secretary

(S. Reg.)

081

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS

(General Laws, Chapter 156B, Section 82)

We, SHELLEY B. LANZA ~~XXXXXX~~ Vice President,

and JINLONG WANG ~~XXXXXX~~ Assistant Clerk,

of STARBUCKS CORPORATION  
(Exact name of corporation)

organized under the laws of Washington and herein called the parent corporation,

certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
TYMPANUM, INC. Federal Identification No. 04-3323113	Massachusetts (M) ✓	6/28/96 ✓

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

\*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

P.C.

05/06/93

TRADEMARK

REEL: 002434 FRAME: 0396

That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 52, Subsection (a) was duly adopted:

WHEREAS, pursuant to the purchase of all of the outstanding capital stock of Tympanum, Inc., a Massachusetts corporation ("Tympanum") in October 1999, the Company is the sole shareholder of Tympanum; and

WHEREAS, for the efficient administration and operation of the businesses of the Company and Tympanum, it is in the best interests of the Company to dissolve Tympanum through the merger of Tympanum with and into the Company (with the Company being the surviving corporation) pursuant to the Plan of Merger attached hereto as Exhibit A (the "Tympanum Plan");

NOW, THEREFORE, BE IT RESOLVED, that the merger of Tympanum with and into the Company is hereby approved in all respects and Orin Smith, John B. Richards, Michael Casey, Shelley B. Lanza and G. Scott Greenburg are hereby authorized and directed (i) to execute the Tympanum Plan and the Articles of Merger related to the Tympanum Plan, (ii) to file the Articles of Merger with the appropriate governmental offices and (iii) to take such other action as is necessary to effectuate the merger at such time as any such officer determines to be in the best interests of the Company.

*Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.*

5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing:

December 31, 1999

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws Chapter 156B, Section 82, Subsection (c), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 29<sup>th</sup> day of DECEMBER, 1999

*Shelley B. Lanza*  
SHELLEY B. LANZA

~~XXXXXXXXXX~~ Vice President,

*Jinlong Wang*  
JINLONG WANG

~~XXXXXXXXXX~~ Assistant Clerk.

\*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.



Item 4.a.

## EXHIBIT A

## PLAN OF MERGER

This Plan of Merger is made and entered into, by and between TYMPANUM, INC., a Massachusetts corporation ("Tympanum"), and STARBUCKS CORPORATION, a Washington corporation ("Starbucks").

1. Starbucks, which is a business corporation of the State of Washington and is the owner of all of the outstanding shares of Tympanum, which is a business corporation of the State of Massachusetts, hereby merges Tympanum into Starbucks pursuant to the provisions of the Washington Business Corporation Act and pursuant to the provisions of the General Laws of Massachusetts.

2. The separate existence of Tympanum shall cease at the effective time and date of the merger, and Starbucks shall continue its existence as the surviving corporation pursuant to the provisions of the Washington Business Corporation Act.

3. The Articles of Incorporation of Starbucks are not amended in any respect by this Plan of Merger.

4. The shares of capital stock of Tympanum outstanding immediately prior to the effective time and date of the merger shall not be converted or exchanged in any manner, but each such share shall, at the effective time and date of the merger, be surrendered and extinguished.

5. Each share of Starbucks capital stock outstanding at the effective time and date of the merger is to be an identical outstanding share of Starbucks capital stock.

6. No shares of Starbucks capital stock and no shares, securities or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.

7. The Board of Directors and the proper officers of Starbucks are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger provided for herein.

8. The Merger shall be effective on the date the Articles of Merger are filed by the respective Secretary of State offices.

TRADEMARK

REEL: 002434 FRAME: 0399

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02/02/27688

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS  
(General Laws, Chapter 156B, Section 82)

RECORDED  
99 DEC 30 PM 3:35

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250.00 , having been paid, said articles are deemed to have been filed with me this 30th day of December, 19 99.

Effective date: December 31, 1999

STARBUCKS CORPORATION (parent)  
TYMPANUM, INC. (subsidiary)

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 1/24/00 CLERK *[Signature]*

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

STARBUCKS CORPORATION

ATTN.: SUZIE SENDROY

2401 UTAH AVE, SOUTH, MS: LA1  
SEATTLE, WA 98134

Telephone: (206) 318-8737