

08-12-2002



102185751

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original (



1. Name of conveying party(ies):  
Nugget Distributor's Cooperative of America, Inc.

*8-5-02*

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

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

2. Name and address of receiving party:  
Name: Premier Foodservice  
Internal \_\_\_\_\_  
Address: \_\_\_\_\_

**08-05-2002**  
U.S. Patent & TMO/TM Mail Rpt Dt. #26

Street Address: 4226 Coronado Avenue  
City: Stockton State: CA Zip: 95204

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 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: March 6, 1998

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

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

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) \_\_\_\_\_  
1,994,066

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

Name: Elizabeth Ann Morgan, Esq.  
Internal Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Street Address: Powell, Goldstein, Frazer & Murphy LLP  
191 Peachtree Street NE  
City: Atlanta State: GA Zip: 30303  
08/12/2002 DBYRNE 00000004 1994066

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:  
50-1429

01 FC 401 40.00 DP DO NOT USE THIS SPACE

9. Signature.

Elizabeth Ann Morgan, Esq.                                           8-2-02  
Name of Person Signing                      Signature                      Date

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

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

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P.2

610 BUSINESS REGIO.00



Phone: (503) 832-2200  
Fax: (503) 378-4351

Secretary of State  
Corporation Division  
503 Capital St. NE, Suite 161  
Salem, OR 97313-1227

Articles of Amendment/Restatement/Dissolution—Cooperative

For office use only

FILED

MAR 11 1998

OREGON  
SECRETARY OF STATE

Registry Number: 078712-13

Attach Additional Sheet if Necessary  
Please Type or Print Legibly in Black Ink

Check the appropriate box below:

- ARTICLES OF AMENDMENT  
(Complete only 1, 2, 3, 4, 5, 9, 10)
- RESTATED ARTICLES OF INCORPORATION  
(Complete only 1, 2, 3, 6, 7, 8, 10)
- ARTICLES OF DISSOLUTION  
(Complete only 1, 2, 3, 6, 9, 10)

- 1) NAME OF COOPERATIVE Nugget Distributors' Cooperative of America, Inc.
- 2) DATE OF ADOPTION OF AMENDMENT OR RESTATED ARTICLES March 6, 1998
- 3) MEMBER VOTE Number of members voting for: 119 Number of members voting against: 9

ARTICLES OF AMENDMENT

- 4) ARTICLES AMENDED (State the article number) and set forth the substance(s) to be amended by reciting:
  - \_\_\_\_\_
  - \_\_\_\_\_
  - \_\_\_\_\_
  - \_\_\_\_\_

- 5) SHAREHOLDER VOTE (If affected shareholders had the right to vote under ORS 63.021)

Number of affected shareholders entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

RESTATED ARTICLES OF INCORPORATION

- 6) COPY OF RESTATED ARTICLES
  - Attached is a copy of the Restated Articles.
- 7) CHECK ONLY THE APPROPRIATE STATEMENT NA
  - Affected shareholders do not have the right to vote.
  - Affected shareholders have the right to vote. The shareholder vote was as follows:

Date or term of shares	Number of affected shares outstanding	Number of shares entitled to vote	Number of votes cast FOR	Number of votes cast AGAINST

ARTICLES OF DISSOLUTION

- 8) SHAREHOLDER VOTE OR RESOLUTION (If applicable)

Total number of shareholders entitled to vote	Number of votes required for resolution	Number of votes cast FOR	Number of votes cast AGAINST

Date of the vote: \_\_\_\_\_

- 9) EXECUTION

Printed Name: William P. Barulich Signature: William P. Barulich Title: Chairman of the Board of Directors

10) CONTACT NAME: William Dentino

DAYTIME PHONE NUMBER: (916) 321-4644

**FEES**

Money owed by filer to the Secretary of State "Corporate Division"

NOTE: Filing fees apply to every filing with the Secretary of State. The exact number and amount of fees should be indicated on a separate sheet for your information.

*[Handwritten signature]*  
3/11

078712-13

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of

Nugget Distributors' Cooperative of America, Inc.  
A Cooperative Corporation

FILED

MAR 11 1998

OREGON  
SECRETARY OF STATE

ARTICLE I

The name of this Cooperative is Premier Foodservice Distributors of America, Inc., a Cooperative Corporation, and its duration shall be perpetual.

ARTICLE II

The purposes for which the Cooperative is organized are: to render services to its members by utilizing their united efforts for the efficient and economical purchase, distribution and marketing of approved brand foods and non-foods sold or distributed through their various business establishments throughout the United States, Canada and other parts of North America, and generally to engage in any lawful activity for which corporations may be organized under ORS Chapter 62.

ARTICLE III

The Cooperative is organized without membership stock. The amount of the membership fee is \$10.00 and the membership fee shall not be changed without an amendment to the Articles of Incorporation. The limitations on transfer of a membership are as follows:

No member may transfer his membership in this Cooperative without first obtaining the written consent of the Board of Directors of the Cooperative. If, upon written receipt of a request for approval of a transfer, it appears to the Board of Directors

Premier Foodservice Distributors of America, Inc.  
Amended and Restated Articles of Incorporation

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TRADEMARK  
REEL: 2559 FRAME: 0866

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that the transferee is otherwise eligible for membership in this Cooperative, it shall approve the request, subject to whatever terms and conditions it shall deem necessary and appropriate.

#### ARTICLE IV

The basis of distribution of assets in the event of dissolution or liquidation shall be determined and fixed in accordance with the following rule:

The amount of property each member is to receive shall be measured by the unrefunded contribution of the member in money or property to the Cooperative's Revolving Fund or funds and shall be in the same proportion as the member's unrefunded contribution to the Revolving Fund bears to all unrefunded contributions to the Revolving Fund by all the members.

Dated: 3/6, 1998.

  
WILLIAM P. BARULICH, Chairman  
of the Board of Directors

078712-43

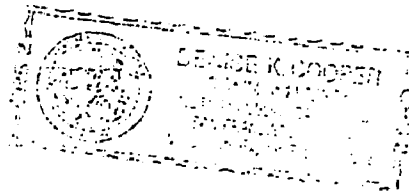
STATE OF CALIFORNIA )  
COUNTY OF San Francisco )

ss.

On 6 August 1998, before me, Thomas Cooper the undersigned notary public, personally appeared WILLIAM P. BARULICH, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Thomas Cooper



CERTIFICATE

# State of Oregon

OFFICE OF THE SECRETARY OF STATE  
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the

*Restated*

*Articles of Incorporation*

*filed on*

*March 11, 1998*

*for*

**NUGGET DISTRIBUTORS' COOPERATIVE OF AMERICA, INC.**

*An Oregon Cooperative Corporation*

*changing the name to*

**PREMIER FOODSERVICE DISTRIBUTORS OF AMERICA, INC.**

*is a true copy of the original document  
that has been filed with this office.*

*In Testimony Whereof, I have hereunto set  
my hand and affixed hereto the Seal of the  
State of Oregon.*

*PHIL KEISLING, Secretary of State*



By

*Marilyn R. Smith*

Marilyn R. Smith

March 24, 1999