

10-22-2002



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

RECORDATION TRADEMARKS ONLY

J.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): Countrymark Cooperative, Inc. 10-15-02 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other Cooperative Corporation - Ohio Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Countrymark Cooperative, LLP Internal Address: Street Address: 225 South East Street, Suite 605 City: Indianapolis State: IN Zip: 46202 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other Delaware Limited Liability Partnership 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 [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 10/24/2001 and 12/20/2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/567,557 75/566,724 B. Trademark Registration No.(s) 1,728,450 1,824,640 2,018,811 1,883,269 Additional number(s) attached [] Yes [x] No

6. Total number of applications and registrations involved: 6

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Amie Peele Carter Internal Address: Baker & Daniels Street Address: 300 North Meridian Street, Suite 2700 City: Indianapolis State: IN Zip: 46204

7. Total fee (37 CFR 3.41).....\$ 165.00 [x] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: 02-0390 (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. Amie Peele Carter Name of Person Signing [Signature] Signature October 8, 2002 Date Total number of pages including cover sheet, attachments, and document: 15

OFFICE OF THE COMMISSIONER OF PATENTS AND TRADEMARKS FINANCE SECTION 2002 OCT 15 AM 9:31

10/21/2002 6TON11 00000090 75567557 01 FC:8521 40.00 DP 02 FC:8522 125.00 DP

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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AGREEMENT AND PLAN OF MERGER AND SHARE EXCHANGE

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is dated as of October 24, 2001 between and among COUNTRYMARK COOPERATIVE MERGER CORP., a corporation organized under Delaware law (the "Merger Corporation"), and COUNTRYMARK COOPERATIVE, INC., a cooperative corporation organized under Ohio law (the "Corporation").

WITNESSETH:

WHEREAS, the Merger Corporation is or will be at the effective time a wholly-owned subsidiary of the Corporation's subsidiary, an as yet unnamed cooperative corporation to be organized under Ohio law (the "Holding Corporation"); and

WHEREAS, the Board of Directors of the Corporation and the initial Board of Directors of the Merger Corporation have each adopted a resolution approving this Plan, and each has directed that this Plan and the merger and share exchange provided for herein (the "Merger") be submitted to its respective shareholders for adoption and approval; and

WHEREAS, upon the approval of the respective shareholders as set forth above, this Plan shall become immediately effective.

NOW, THEREFORE, in consideration of the premises, and the promises and agreements contained herein, the parties hereto agree as follows:

ARTICLE I
Constituent Corporations

The Corporation and the Merger Corporation shall be referred to herein as the "Constituent Entities" with respect to the Merger.

ARTICLE II
Merger

Effective as of the time of the filing of appropriate articles of merger with the office of the Secretary of State of the State of Delaware, or such other time as specified in such articles of merger (the "Effective Time"), the Corporation shall be merged with and into the Merger Corporation, and the Merger Corporation shall be the surviving entity. The Merger Corporation is a corporation organized under Delaware law, with its principal office in Delaware at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware. The Merger Corporation consents that it shall be subject to applicable provisions of Chapter 1703 of the Ohio Revised Code. The Merger Corporation will qualify to do business in Ohio, exercising its privileges in Ohio as a foreign corporation. The Merger Corporation consents that it may be sued and served with process in the State of Ohio in any proceeding for the enforcement of any obligation of any Constituent Entity.

ARTICLE III
Certificate of Incorporation, Articles of Incorporation. By-Laws

I. At the Effective Time, the Certificate of Incorporation of the Merger Corporation, as in effect immediately prior to the Effective Time, shall continue to be the Certificate of Incorporation of the Merger Corporation.

2. At the Effective Time, the Articles and/or Bylaws of the Merger Corporation as in effect immediately prior to the Effective Time, shall continue to be the Articles and/or Bylaws of the Merger Corporation.

ARTICLE IV
Manner of Converting Stock

At the Effective Time of the Merger, Shareholders of the Corporation shall receive in place of and in exchange for their shares in the Corporation, like shares in the Holding Corporation. The manner of converting the shares of the Corporation's stock at the Effective Time shall be as follows:

1. Each share of Corporation Common Stock issued and outstanding at the Effective Time shall be converted to one share of Common Stock in the Holding Corporation.

2. Any shares of stock in the Merger Corporation which are issued and outstanding at the Effective Time shall be cancelled.

3. Each share of Corporation First Preferred stock issued and outstanding at the Effective Time shall be converted to one share of First Preferred Stock in the Holding Corporation.

4. Each share of Corporation Patron Preferred stock issued and outstanding at the Effective Time shall be converted to one share of Patron Preferred Stock in the Holding Corporation.

5. Each share of Corporation Preferred A stock issued and outstanding at the Effective Time shall be converted to one share of Preferred A Stock in the Holding Corporation.

6. Each share of Corporation Preferred B stock issued and outstanding at the Effective Time shall be converted to one share of Preferred B Stock in the Holding Corporation.

7. Each share of Corporation Preferred C stock issued and outstanding at the Effective Time shall be converted to one share of Preferred C Stock in the Holding Corporation.

8. Each share of Corporation Preferred D stock issued and outstanding at the Effective Time shall be converted to one share of Preferred D Stock in the Holding Corporation.

9. Each share of Corporation Preferred E stock issued and outstanding at the Effective Time shall be converted to one share of Preferred E Stock in the Holding Corporation.

10. Each share of Corporation Preferred F stock issued and outstanding at the Effective Time shall be converted to one share of Preferred F Stock in the Holding Corporation.

11. All equity credits in the Corporation in effect at the Effective Time shall be converted to a like number or value of equity credits in the Holding Corporation.

12. Each of the foregoing shares in the Holding Corporation shall have the same rights, powers, duties and obligations with respect to the Holding Corporation as they had or represented in the Corporation.

ARTICLE V
Effective Time

From and after the Effective Time, the Merger Corporation shall have all of the rights, privileges, powers, immunities and franchises (public and private) of each of the Constituent Entities, and all property (real, personal and mixed), all debts due on whatever account, and all other choses in action, of each of the Constituent Entities. All interests of or belonging to or due to any of the Constituent Entities thereupon shall be deemed to be transferred to and vested in the Merger Corporation without act or deed and no title to any real estate or any interest therein vested in any of the Constituent Entities shall revert or be in any way impaired because of the Merger.

ARTICLE VI
Merger Corporation as Surviving Entity

From and after the Effective Time, the Merger Corporation shall be responsible for all obligations of each of the Constituent Entities and each claim existing and each action or proceeding pending by or against any of the Constituent Entities may be prosecuted as if the Merger had not taken place, and the Merger Corporation may be substituted in the place of such Constituent Entity. No right of any creditor of any Constituent Entity and no lien upon the property of any Constituent Entity shall be impaired by the Merger. The Merger Corporation shall, without further action, succeed to any and all fiduciary duties of the Constituent Entities.

ARTICLE VII
Conditions

Consummation of the Merger shall be contingent upon (a) approval by sixty percent (60%) of the holders of the Common Stock of the Corporation, and (b) approval by necessary agencies of the State of Ohio pursuant to Section 1707.04 of the Ohio Revised Code.

ARTICLE VIII
Further Documents

If at any time the Merger Corporation or the Corporation shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to vest, perfect or confirm of record in the Merger Corporation the title to any property or rights of the Constituent Entities, or otherwise to carry out the provisions hereof, the persons who were the proper officers and directors of the Constituent Entities immediately prior to the Effective Time (or their successors in office) shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper, to vest, perfect or confirm title to such property or rights in the Merger Corporation and otherwise to carry out the provisions hereof.

ARTICLE IX
Amendment

After approval of the Merger by the stockholders of the Corporation, but before the Effective Time, this Agreement and Plan of Merger and Share Exchange may be amended by the Board of Directors of the Corporation and the Board of Directors of the Merger Corporation in such manner as may be necessary or desirable, in their judgment, to consummate the purpose and intent of the Merger of the Corporation with and into the Merger Corporation; provided, however, no such amendment shall change the rights or other property to be received, exchanged or converted in the Merger; change the Certificate of Incorporation of the Merger Corporation or change provisions with respect to voting rights of the holders of Common Stock in the Corporation or of the shareholders in the Merger Corporation in respect of the Merger. The Merger may be abandoned in the event the Board of Directors of the Corporation and the Merger Corporation determine such abandonment to be in the best interests of each of said entities. The Merger shall be abandoned in the event that the Conditions described in Article VII, above, are

not satisfied prior to February 1, 2002.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be executed on their behalf by their officers thereunto duly authorized as of the day and year first written above.

COUNTRYMARK COOPERATIVE INC.

By: /s/ Gary L. Boring

Its: President and Chief Executive Officer

COUNTRYMARK COOPERATIVE MERGER CORP.

By: /s/ Gary L. Boring

Its: President and Chief Executive Officer

DATE: 12/27/2001 DOCUMENT ID: 200136101012 DESCRIPTION: MERGED OUT OF EXISTENCE (MEX) FILING: .00 EXPED: .00 PENALTY: .00 CERT: .00 COPY: .00

Receipt

This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM
17 S. HIGH STREET
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

173961

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
COUNTRYMARK COOPERATIVE, INC.

and, that said business records show the filing and recording of:

Document(s)
MERGED OUT OF EXISTENCE

Document No(s):
200136101012



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 1st day of January, A.D. 2002.

J. Kenneth Blackwell
Ohio Secretary of State

TRADEMARK

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**CERTIFICATE OF MERGER
OF COUNTRYMARK COOPERATIVE, INC.
INTO
COUNTRYMARK COOPERATIVE MERGER CORP.**

The undersigned corporation **DOES HEREBY CERTIFY:**

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Countrymark Cooperative, Inc.	Ohio
Countrymark Cooperative Merger Corp.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Countrymark Cooperative Merger Corp., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Countrymark Cooperative Merger Corp., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 225 S. East Street, Suite 605, Indianapolis, Indiana 46202.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

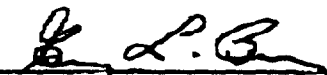
SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

Corporation	Class	Number of Share	Par value per share or statement that shares are without par value
Countrymark Cooperative, Inc.	Common	2,000	\$100
Countrymark Cooperative, Inc.	First Preferred	171,000	\$ 50
Countrymark Cooperative, Inc.	Patron Preferred	384,059	\$100
Countrymark Cooperative, Inc.	Preferred A	21,000	\$ 10
Countrymark Cooperative, Inc.	Preferred B	12,000	\$ 50
Countrymark Cooperative, Inc.	Preferred C	156,000	\$100
Countrymark Cooperative, Inc.	Preferred D	309,000	\$ 50
Countrymark Cooperative, Inc.	Preferred E	79,000	\$ 10
Countrymark Cooperative, Inc.	Preferred F	120,000	\$ 20
Countrymark Cooperative, Inc.	Preferred G	489,500	\$ 50

EIGHTH: That this Certificate of Merger shall be effective on January 1, 2002 at 12:01 a.m.

Dated: December 20, 2001

COUNTRYMARK COOPERATIVE MERGER CORP.

By: 
 Its: President Gary H. Boring

**CERTIFICATE OF MERGER
OF
COUNTRYMARK COOPERATIVE MERGER CORP.
INTO
COUNTRYMARK COOPERATIVE, LLP**

Pursuant to Sec. 15-902 of the Delaware Revised Uniform Partnership Act, the undersigned surviving limited liability partnership submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation or organization of each of the limited liability companies or other business entities which are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
Countrymark Cooperative Merger Corp.	Delaware
Countrymark Cooperative, LLP	Delaware

2. An agreement of merger has been approved and executed by each of the domestic limited liability partnerships and other business entities which are to merge.

3. The name of the surviving limited liability partnership is:
Countrymark Cooperative, LLP

4. The merger shall become effective on January 1, 2002 at 12:02 a.m.

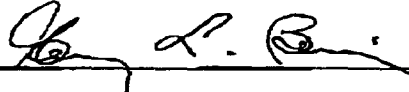
5. The agreement of merger is on file at a place of business of the surviving limited liability partnership which is located at 225 S. East Street, Suite 605, Indianapolis, Indiana 46202.

6. A copy of the agreement of merger will be furnished by the surviving limited liability partnership, on request and without cost, to any partner of any domestic limited liability partnership or any person holding an interest in any other business entity which is to merge.

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IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 20th day of December, 2001, and is being filed in accordance with Sec. 15-902 of the Act by an authorized person of the surviving limited liability partnership in the merger.

COUNTRYMARK COOPERATIVE, LLP

By: 
PRES. / CEO

Delaware

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The First State

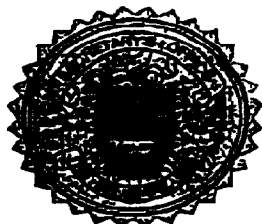
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"COUNTRYMARK COOPERATIVE MERGER CORP.", A DELAWARE CORPORATION,

WITH AND INTO "COUNTRYMARK COOPERATIVE, LLP" UNDER THE NAME OF "COUNTRYMARK COOPERATIVE, LLP", A LIMITED LIABILITY PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 1:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2002, AT 12:02 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1529057

DATE: 12-27-01

RECORDED: 10/15/2002

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