

12-04-2002



102301737

To the Honorable Commissioner of Patents and Trademarks and original documents or copy thereof.

1. Name of conveying party(ies):

Lakeview Farms - Illinois, Inc.

- 11-7-02
- Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State Illinois  
 Other \_\_\_\_\_

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

3. Nature of conveyance: (copy enclosed)

- Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: of Merger 10/8/02

2. Name and address of receiving party(ies)

Name: Lakeview Farms, Inc.

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

Street Address: P.O. Box 98

City: Delphos State: Ohio Zip: 45833

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

2,393,252 -and-  
2,393,253

Additional number(s) attached  Yes  No

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

Name: Charles R. Schaub, Esquire

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

Street Address: P.O. Box 916

City: Toledo State: Ohio Zip: 43697-0916

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

2

7. Total fee (37 CFR 3.41).....\$ 80.00

- Enclosed  
 Authorized to be charged to deposit account any deficiencies

8. Deposit account number:

15-0825

(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.

Charles R. Schaub

Name of Person Signing

*Charles R. Schaub*  
Signature

11-4-02  
Date

8

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

Refund Ref: 12/03/2002 6TOM11 0000122745

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

CHECK Refund Total: \$15.00

TRADEMARK  
REEL: 2626 FRAME: 0814

(Rev. Jan. 1999)

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961  
<http://www.sos.state.il.us>

**FILED**

OCT 08 2002

JESSE WHITE  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date 10-8-2002

Filing Fee \$ 100.<sup>00</sup>

Approved: J.D.P.

**DO NOT SEND CASH!**  
Remit payment in check or money order, payable to "Secretary of State."  
Filing Fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.

1. Names of the corporations proposing to ~~consolidate~~ <sup>merge</sup> ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
Lakeview Farms, Inc.	Ohio	724077 <u>S</u>
Lakeview Farms-Illinois, Inc.	Illinois	60223459

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ <sup>surviving</sup> ~~acquiring~~ corporation: Lakeview Farms, Inc.

(b) it shall be governed by the laws of: Ohio

**If not sufficient space to cover this point, add one or more sheets of this size.**

4. Plan of ~~consolidation~~ <sup>merger</sup> ~~exchange~~ is as follows:

See attached Agreement and Plan of Merger

5. Plan of ~~consolidation~~ <sup>merger</sup> ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

*(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)*

*(Only "X" one box for each Illinois corporation)*

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Name of Corporation			
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
Lakeview Farms-Illinois, Inc.	100	100
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, \_\_\_\_\_ (Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated September 27, 2002  
(Month & Day) (Year)

attested by Rowald S. Moening  
(Signature of Secretary or Assistant Secretary)

Rowald S. Moening ASST. SECRETARY  
(Type or Print Name and Title)

Lakeview Farms, Inc.  
(Exact Name of Corporation)

by [Signature]  
(Signature of President or Vice President)

\_\_\_\_\_  
(Type or Print Name and Title)

Dated September 27, 2002  
(Month & Day) (Year)

attested by Rowald S. Moening ASST. SECRETARY  
(Signature of Secretary or Assistant Secretary)

\_\_\_\_\_  
(Type or Print Name and Title)

Lakeview Farms-Illinois, Inc.  
(Exact Name of Corporation)

by [Signature]  
(Signature of President or Vice President)

\_\_\_\_\_  
(Type or Print Name and Title)

Dated \_\_\_\_\_, \_\_\_\_\_  
(Month & Day) (Year)

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)

\_\_\_\_\_  
(Type or Print Name and Title)

\_\_\_\_\_  
(Exact Name of Corporation)

by \_\_\_\_\_  
(Signature of President or Vice President)

\_\_\_\_\_  
(Type or Print Name and Title)

AGREEMENT AND PLAN OF MERGER

-of-

LAKEVIEW FARMS-ILLINOIS, INC.,  
an Illinois corporation

-with and into-

LAKEVIEW FARMS, INC.,  
an Ohio corporation

-under the name of-

LAKEVIEW FARMS, INC.

This Agreement and Plan of Merger ("Agreement") is entered into by and between Lakeview Farms, Inc., an Ohio corporation ("Surviving Corporation"), and Lakeview Farms-Illinois, Inc., an Illinois corporation ("Merging Corporation").

1. Plan of Merger. The Merging Corporation and the Surviving Corporation enter into the following plan of merger under the terms and conditions of R.C. §1701.80 *et seq.*, Section 805 ILCS 5/11.30 *et seq.* and of I.R.C. §368(a)(1)(A) and/or §332.

(a) The Merging Corporation shall be merged with and into the Surviving Corporation, to be incorporated under and governed by the laws of the State of Ohio.

(b) The name of the Surviving Corporation shall be "Lakeview Farms, Inc."

(c) The place in this state where the principal office of the Surviving Corporation shall be located is 1700 Gressel Drive, Delphos, Allen County, Ohio.

(d) The names and addresses of the initial directors and officers of the Surviving Corporation are:

(1) Directors:

Ernest E. Graves  
Robin E. Graves  
Gerald Fischer  
John D. Klausung  
Ronald J. Klausung  
David Kriegel  
Robert Booher

(2) Officers:

President	Ernest E. Graves
Vice President, Sales	John Kopilchak
Vice President, Administration	Ronald S. Moening
Secretary	Gerald Fischer
Assistant Secretary	Ronald S. Moening
Treasurer	Ronald J. Klausing
Chief Financial Officer	Martin T. Garlock

(e) The name and address of the statutory agent upon whom any process, notice or demand against the constituent corporation or the Surviving Corporation may be served is:

Gene Graves  
2210 Oakland Parkway  
Lima, OH 44805

(f) On the Effective Date (as defined in Section 2 below), the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed without other transfer or assignment to all the rights and property of the Merging Corporation and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of the constituent corporations shall be preserved unimpaired, limited in effect to the property affected by the liens immediately prior to the merger. The Surviving Corporation shall carry on business with both its own assets and those of the Merging Corporation.

(g) The Merging Corporation has outstanding one hundred (100) shares of common stock. The Surviving Corporation is the record holder of all one hundred (100) shares of the Merging Corporation's outstanding shares of common stock.

(h) On the Effective Date:

(1) all of the outstanding shares of any class of the Merging Corporation of which the Surviving Corporation is then a holder of record shall become void; and

(2) any shares of any class of the Merging Corporation held in its treasury will be cancelled.

(i) The Articles of Incorporation and the Code of Regulations of the Surviving Corporation, as existing on the Effective Date of the merger, shall continue in full force as the Articles of Incorporation and the Code of Regulations, respectively, of the Surviving Corporation until altered, amended or repealed as provided in the articles or as provided by law.

2. Effective Date. The effective date of the merger ("Effective Date") shall be  
September 30, 2002 *FOR ACCOUNTING PURPOSES ONLY.*

3. Representations.

(a) The Surviving Corporation hereby represents that it is duly organized, validly existing and in good standing under the laws of the State of Ohio, and is a "corporation" as that term is defined in R.C. §1701.01(A).

(b) The Merging Corporation hereby represents that it is duly organized, validly existing and in good standing under the laws of Illinois, and is a "corporation" as that term is defined in Section 805 ILCS 5/1.80.

4. Amendment; Termination. This agreement may be amended or terminated and the merger may be abandoned at any time before the Effective Date notwithstanding the approval of the Board of Directors of the constituent corporations by mutual consent of the Board of Directors of the constituent corporations.

5. Miscellaneous.

(a) Further Assurances. The constituent corporations shall execute and deliver or cause to be executed and delivered all documents and instruments necessary to or advisable in consummating the transaction contemplated by this Agreement.

(b) Entire Agreement; Counterparts. This Agreement contains the entire agreement among the parties with regard to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which together shall be deemed to be one original.

(c) Governing Law. The validity, interpretation, and performance of this Agreement shall be governed by and construed and enforced in accordance with the laws of Ohio *AND ILLINOIS.*

IN WITNESS WHEREOF, this Agreement was executed on September 27,  
2002.

Lakeview Farms, Inc.

By   
President

Lakeview Farms-Illinois, Inc.

By   
President