

08-19-2003



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

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

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

1. Name of conveying party(ies): 8.15-03 Eastern Artificial Insemination Cooperative, Inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State New York [ ] Other

2. Name and address of receiving party(ies): Name: Genex Cooperative Internal Address: Street Address: 6110 Executive Blvd. City: Rockville State: MA 20852 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State New York [ ] Other

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

3. Nature of conveyance: [ ] Assignment [ ] Merger [ ] Security Agreement [X] Change of Name [ ] Other Execution Date: March 28, 1996

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) 74/527,397

B. Trademark Registration No.(s) 2,044,133

Additional number(s) attached [ ] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name Harter, Secret & Emery LLP Internal Address: Street Address: 1600 Bausch & Lomb Place City: Rochester State NY Zip 14604

6. Total number of applications and regulations involved 1 7. Total fee (37 CFR 3.41) \$0.00 [ ] Enclosed [X] Authorized to be charged to deposit account 8. Deposit account number: 03-3875

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9. Signature: Stephen B. Salai Name of Person Signing Signature Date July 18, 2003

Total number of pages including cover sheet, attachments, and document: 6

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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*State of New York* }  
*Department of State* } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* DEC 02 1999



A handwritten signature in black ink, appearing to read "J. Clark", followed by a horizontal line extending to the right.

*Special Deputy Secretary of State*

DOS-1266 (5/96)

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**Certificate of Merger of Genex Subsidiary Cooperative into  
Eastern Artificial Insemination Cooperative, Inc.  
(under Section 904 of the Business Corporation Law)**

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each has duly adopted a plan and agreement of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the domestic constituent corporation which is to be the surviving corporation is Eastern Artificial Insemination Cooperative, Inc., hereinafter sometimes referred to as "Eastern," and the name under which it was formed is New York Artificial Breeders Cooperative, Inc. Eastern's original certificate of incorporation was filed by the Department of State on October 28, 1942.

THIRD: The name of the foreign constituent corporation which is being merged into Eastern is Genex Subsidiary Cooperative, hereinafter sometimes referred to as "Sub," which was incorporated in Minnesota on March 22, 1996. Sub has not filed with the Department of State of the State of New York an Application for Authority to transact business as a foreign corporation.

FOURTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series (Eastern: nonstock membership cooperative; Sub: nonstock membership cooperative); the specification of the classes and series entitled to vote on the plan of merger (Eastern: Member Delegates; Sub: Members); and the specification of each class and series entitled to vote as a class on the plan of merger (Eastern: None; Sub: None)

FIFTH: The merger herein certified was authorized in respect of Eastern by the vote of at least two-thirds of its member delegates entitled to vote on the plan of merger.

SIXTH: The merger herein certified was authorized in respect of Sub in accordance with the law of its jurisdiction of incorporation and is in compliance with said law.

SEVENTH: The certificate of incorporation of Eastern shall remain the certificate of incorporation of the surviving corporation except that it shall be amended as follows:

**Section 1 is entirely deleted and replaced with the following:**

The name of this corporation is "Genex Cooperative."  
A new second paragraph to Section 9 (immediately following "determined and fixed as follows:") is added to read:

This corporation shall be a non-stock, membership corporation which shall have two (2) classes of members. Cooperative Resources International, Inc., a Wisconsin cooperative corporation, shall be the sole voting class member of this corporation (the "Voting Member"). The Voting Member shall

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have the exclusive right and authority to vote on amendments of the Articles of Incorporation and Bylaws of this corporation and any other matter required by New York law to be submitted to the members or shareholders of a cooperative corporation, in the manner required by such law at the time of amendment or action, but subject to the Bylaws of this corporation, including without limitation, Article XII thereof. This corporation shall have patron class members (the "Patron Members") who shall be producers of agricultural products who patronize this corporation under uniform conditions as may be established either by the Board of Directors of this corporation (the "Board of Directors") or in its Bylaws; and are, or are eligible to be, Genex Class Members of Cooperative Resources International, Inc. Patron Members shall have no voting rights in this corporation, but rather shall exercise their voting rights as Genex Class Members as provided in the Articles of Incorporation and Bylaws of Cooperative Resources International, Inc. Only the Voting Member may approve the admission of another voting class member or terminate membership of a voting class member. The membership of Patron Members in this corporation is transferable only upon approval of the Board of Directors. The Voting Member and the Patron Members may be referred to collectively herein as the "members."

**A new Section 12 is added to read:**

In addition to those actions requiring the approval of the Voting Member under New York law, the following actions by this corporation and its Board of Directors shall require the approval of the Voting Member of this Corporation: (a) The admission of new Voting Members; (b) The annual operating and capital budgets for this corporation; (c) The manner of distributions of Annual Savings pursuant to the Bylaws; (d) The retirement, redemption or revolving of capital credits or patronage equities, except with respect to the priority provisions set forth in the Bylaws of this corporation; (e) The acquisition or disposition of assets not provided for in the annual budgets of this corporation; (f) The incurring of debt not provided for in the annual budgets of this corporation; (g) The issuance of stock or equity interests; and (g) The granting of any security interest in the assets of this corporation, or otherwise permitting any lien or encumbrance to attach to the assets of this corporation.

**A new Section 13 is added to read:**

Notwithstanding the rights and authority of the Voting Member, Article XI of the Bylaws shall only be amended in accordance with its provisions, and nothing herein shall give the Voting Member or the Patron Members the right to amend such Bylaw in contravention of its terms.

EIGHTH: The effective time of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be the 1st day of April 1996.

IN WITNESS WHEREOF, We have subscribed this document on the date set opposite each of our names below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: March 28, 1996

*Donald R. Jensen*

Donald R. Jensen, President of  
Eastern Artificial Insemination  
Cooperative, Inc.

\_\_\_\_\_, Secretary of  
Eastern Artificial Insemination  
Cooperative, Inc.

\_\_\_\_\_, President of  
Genex Subsidiary Cooperative

\_\_\_\_\_, Secretary of  
Genex Subsidiary Cooperative

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EIGHTH: The effective time of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be the 1st day of April 1996.

IN WITNESS WHEREOF, We have subscribed this document on the date set opposite each of our names below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: March 28<sup>th</sup> 1996

\_\_\_\_\_, President of  
Eastern Artificial Insemination  
Cooperative, Inc.

*Joe Pagett*

Joe Pagett, Secretary of  
Eastern Artificial Insemination  
Cooperative, Inc.

*Kenneth P. Leick*

Kenneth P. Leick, President of  
Genex Subsidiary Cooperative

*Ben M. Zweber*

Ben M. Zweber, Secretary of  
Genex Subsidiary Cooperative

BEN M. ZWEBER

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CERTIFICATE OF MERGER  
OF  
GENEX SUBSIDIARY COOPERATIVE, INC.  
INTO

EASTERN ARTIFICIAL INSEMINATION COOPERATIVE, INC.

Section 904 of the Business Corporation Law

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HANCOCK & ESTABROOK  
1500 MONY TOWER ONE  
P.O. 4976  
SYRACUSE, NY 13221-4976

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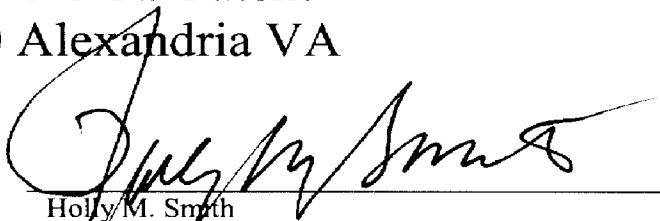
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*Tong Kim*

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I hereby certify that this  
correspondence is being deposited with  
the United States Postal Service as first  
class mail in an envelope addressed to  
Mail Stop: Assignment Recordation  
Services, Director of the US Patent  
Office, O. Box 1450 Alexandria VA  
22313

A handwritten signature in black ink, appearing to read "Holly M. Smith", is written over a horizontal line. The signature is fluid and cursive, with a large initial "H" and "S".

Holly M. Smith