

08-19-2003



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

102528774  
**TRADEMARKS ONLY**

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): 8.15.03  
 Genex Cooperative

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

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

2. Name and address of receiving party(ies):  
 Name: Genex Cooperative, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: n/a  
 City: Shawano      State: WI      Zip 54166

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State      New York  
 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: April 1, 1999

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
74/527,397

Additional number(s) attached  Yes  No

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

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name Harter, Secrest & 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)..... \$ \$40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 03-3875

OFFICE OF PATENT RECORDS  
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 FINANCE SECTION

**DO NOT USE THIS SPACE**

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

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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**TRADEMARK**  
**REEL: 002803 FRAME: 0487**

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CT-07 CERTIFICATE OF CONSOLIDATION OF CT-07  
GENEX COOPERATIVE, AND 21ST CENTURY GENETICS, AND NOBA, INC.  
INTO  
GENEX COOPERATIVE, INC.

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

THE UNDERSIGNED, Lawrence J. Romuald, being Treasurer of GENEX COOPERATIVE, an agricultural cooperative corporation duly organized and existing under and by virtue of the Cooperative Corporations Law of the consolidated laws of the State of New York, and being Treasurer of 21ST CENTURY GENETICS, a cooperative corporation duly organized and existing under and by virtue of Chapter 308A of the laws of the State of Minnesota, and being Treasurer of NOBA, INC., an Ohio cooperative organized and existing under and by virtue of Chapter 1729 of the Ohio Revised Code, does hereby certify that:

**ARTICLE ONE:** The name of each constituent corporation is as follows: 21ST CENTURY GENETICS; GENEX COOPERATIVE; and NOBA, INC.. The name under which 21ST CENTURY GENETICS was formed is MBC - MVBA Cooperative. The name under which GENEX COOPERATIVE was formed is New York Artificial Breeders' Cooperative, Inc. The name under which NOBA, INC. was formed is The Northern Ohio Breeders' Cooperative Association.

**ARTICLE TWO:** The name of the new consolidated cooperative association is GENEX COOPERATIVE, INC..

**ARTICLE THREE:** As to GENEX COOPERATIVE, Genex Cooperative has two classes of members. Cooperative Resources International, Inc., a Wisconsin cooperative association, is the sole voting class member of Genex Cooperative, and is the only member entitled to vote. Genex Cooperative also has approximately 18,600 patron class members who must be producers of agricultural products and who are or are eligible to be Genex Class Members of Cooperative Resources International, Inc. Patron class members have no voting rights in Genex Cooperative, but rather exercise their voting rights as Genex Class Members through 185 duly elected delegates as further provided in the Articles of Incorporation and Bylaws of Cooperative Resources International, Inc.

As to 21ST CENTURY GENETICS, 21st Century Genetics has two classes of members. Cooperative Resources International, Inc., a Wisconsin cooperative association, is the sole voting class member of 21st Century Genetics, and is the only member entitled to vote. 21st Century Genetics also has approximately 15,300 patron class members who must be producers of agricultural products and who are or are eligible to be 21st Century Class Members of Cooperative Resources International, Inc. Patron class members have no voting rights in 21st Century Genetics, but rather exercise their voting rights as 21st Century Class Members through 153 duly elected delegates as further provided in the Articles of Incorporation and Bylaws of Cooperative Resources International, Inc.

As to NOBA, INC., NOBA, INC. has two classes of members. Cooperative Resources International, Inc., a Wisconsin cooperative association, is the sole voting class member of NOBA, INC., and is the only member entitled to vote. NOBA, INC. also has approximately 2,200 patron class members who must be producers of agricultural products and who are or are eligible to be NOBA Class Members of Cooperative Resources International, Inc. Patron class members have no voting rights in NOBA, INC., but rather exercise their voting rights as NOBA Class Members through 22 duly elected delegates as further provided in the Articles of Incorporation and Bylaws of Cooperative Resources International, Inc.

**ARTICLE FOUR:** As provided in the Plan of Consolidation dated effective as of March 27, 1999, by and between 21st Century Genetics, Genex Cooperative and NOBA, INC., (the "Plan"), the consolidation contemplated herein and in the Plan shall be effective on April 1, 1999.

**ARTICLE FIVE:** The Consolidation was authorized with respect to Genex Cooperative by the Board of Directors of Genex Cooperative at a meeting on November 19 and 20, 1998, by vote of a majority of the directors present at the time of the vote, a quorum being present at the time. The Consolidation was approved by the sole Voting Member of Genex Cooperative on January 8, 1999. The Consolidation was also ratified and confirmed by the patron members through their duly elected delegates at the Annual Meeting of Cooperative Resources International, Inc., the sole Voting Member of Genex Cooperative, on March 27<sup>th</sup>, 1999. The Plan of Consolidation did not contain any provision which, if contained in an Amendment to the Certificate of Incorporation, would entitle the patron members to vote and to vote as a class thereon.

The Consolidation was authorized with respect to 21st Century Genetics by the Board of Directors of 21st Century Genetics at a meeting on January 5 and 6, 1999, by vote of a majority of the directors present at the time of the vote, a quorum being present at the time. The Consolidation was approved by the sole Voting Member of 21st Century Genetics on January 8, 1999. The Consolidation was also ratified and confirmed by the patron members through their duly elected delegates at the Annual Meeting of Cooperative Resources International, Inc., the sole Voting Member of 21st Century Genetics, on March 27<sup>th</sup>, 1999. The Plan of Consolidation did not contain any provision which, if contained in an

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Amendment to the Certificate of Incorporation, would entitle the patron members to vote and to vote as a class thereon.

The Consolidation was authorized with respect to NOBA, INC. by the Board of Directors of NOBA, INC. at a meeting on January 6, 1999, by vote of a majority of the directors present at the time of the vote, a quorum being present at the time. The Consolidation was approved by the sole Voting Member of NOBA, INC. on January 8, 1999. The Consolidation was also ratified and confirmed by the patron members through their duly elected delegates at the Annual Meeting of Cooperative Resources International, Inc., the sole Voting Member of NOBA, INC. on March 27<sup>th</sup>, 1999. The Plan of Consolidation did not contain any provision which, if contained in an Amendment to the Certificate of Incorporation, would entitle the patron members to vote and to vote as a class thereon.

**ARTICLE SIX:** This Consolidation is permitted by the laws of the State of Minnesota under which 21st Century Genetics was incorporated, and this Consolidation is in compliance therewith. This Consolidation is permitted by the laws of the State of Ohio under which NOBA, INC. was incorporated, and this Consolidation is in compliance therewith.

**ARTICLE SEVEN:** The jurisdiction of incorporation of Genex Cooperative, Inc., the consolidated foreign corporation, is the State of Wisconsin, and the date of its incorporation is April 1, 1999. No application by Genex Cooperative, Inc. for Authority to do Business in the State of New York has been filed by the Department of State, and Genex Cooperative, Inc. shall not do business in the State of New York until an application for such authority shall have been filed by such Department.

**ARTICLE EIGHT:** The date when the Certificate of Incorporation of Genex Cooperative was filed by the Department of State is the 28<sup>th</sup> day of October, 1942. The jurisdiction of 21st Century Genetics is the State of Minnesota, and the date of its incorporation is February 1, 1985. No Application by 21st Century Genetics for Authority to do Business in the State of New York has been filed by the Department of State. The jurisdiction of NOBA, INC. is the State of Ohio, and the date of its incorporation is February 13<sup>th</sup>, 1942. No Application by NOBA, INC. for Authority to do Business in the State of New York has been filed by the Department of State.

**ARTICLE NINE:** Genex Cooperative, Inc., as the consolidated foreign corporation, hereby agrees that it may be served with process in New York in any action or special proceeding for the enforcement of any liability or obligation of Genex Cooperative, 21st Century Genetics and NOBA, INC., and for the enforcement, as provided in the Business Cooperation Law, of the right of members of the constituent domestic corporation, Genex Cooperative, to receive payment for their membership interests against Genex Cooperative, Inc., as the consolidated foreign corporation.

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**ARTICLE TEN:** Genex Cooperative, Inc., as the consolidated foreign corporation, subject to the provisions of Section 623 of the Business Corporation Law, hereby agrees that it will promptly pay to the members of the constitute domestic corporation, Genex Cooperative, the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law relating to the right of members to receive payment for their membership interests.


**ARTICLE ELEVEN:** Genex Cooperative, Inc., as the consolidated foreign corporation, hereby agrees and designates the Secretary of State of the State of New York as the agent upon whom process against Genex Cooperativa, Inc., said consolidated foreign corporation, may be served in the manner set forth in Business Corporation Law Section 306(b) in any action or special proceeding. The Secretary of State of the State of New York shall mail a copy of any process served upon him to P.O. Box 469, 100 MBC Drive, Shawano, Wisconsin 54166-0469.


**ARTICLE TWELVE:** Genex Cooperative hereby certifies that all fees and taxes (including penalties and interest) administered by the department of taxation and finance which are due and payable as of the date of this Certificate have been paid. Genex Cooperative further certifies that, by virtue of the Tax Law, article nine, section one hundred eighty-five, subd. six, Genex Cooperative is exempt from taxation under the provisions of said article nine and of article nine-a. Genex Cooperative, Inc., as the consolidated foreign corporation, hereby agrees that it will promptly pay to the department of taxation and finance all fees and taxes (including penalties and interest), if any, due to the department of taxation and finance by Genex Cooperative.


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IN WITNESS WHEREOF, the undersigned has executed and signed this Certificate as of this 1<sup>st</sup> day of April, 1999.

  
Lawrence J. Rommald, Treasurer of Genom Cooperative

  
Lawrence J. Rommald, Treasurer of 21st Century Genetics

  
Lawrence J. Rommald, Treasurer of NOBA, INC.

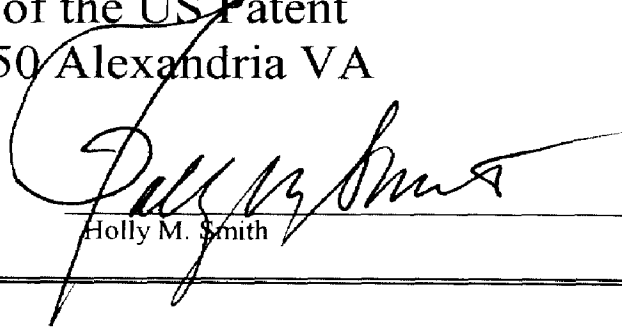
This document drafted by:

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and 11677721

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Holly M. Smith