

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cooperative Milling, Inc.		06/30/2004	Agricultural Cooperative Corporation: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Southern States Cooperative, Incorporated
Street Address:	P.O. Box 26234
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23260-6234
Entity Type:	Agricultural Cooperative Corporation: VIRGINIA

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	78437937	COOPERATIVE MILLING
Serial Number:	78437946	COOPERATIVE MILLING
Serial Number:	78437915	CM COOPERATIVE MILLING
Serial Number:	78437920	CM COOPERATIVE MILLING

CORRESPONDENCE DATA

Fax Number: (804)698-5142
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (804) 697-1278

Email: trademarks@troutmansanders.com

Correspondent Name: Robert L. Brooke

Address Line 1: 600 Peachtree Street, N.E., Suite 5200

Address Line 2: Bank of America Plaza

Address Line 4: Atlanta, GEORGIA 30308-2216

ATTORNEY DOCKET NUMBER: 201306.132

NAME OF SUBMITTER: Robert L. Brooke

TRADEMARK

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REEL: 002958 FRAME: 0388

OP \$115.00 78437937

Total Attachments: 8

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**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles/Certificate of Merger

(15 Pa.C.S.)

Entity Number

336884

- ☐ Domestic Business Corporation (§ 1926)
☐ Domestic Nonprofit Corporation (§ 5926)
☐ Limited Partnership (§ 8547)

Name

Elizabeth G. Hester

Address

 Troutman Sanders LLP
 1111 East Main Street, 19th Floor

City

Richmond

State

VA

Zip Code

23219

Document will be returned to the
name and address you enter to
the left.

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Fee: \$150 plus \$40 additional for each
Party in addition to two

Filed in the Department of State on

JUN 30 2004



Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
Southern States Cooperative, Incorporated

2. Check and complete one of the following:

☐ The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider

c/o

County

☒ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of Virginia and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County
319 Market Street Harrisonburg PA 17101 Dauphin

(b) Name of Commercial Registered Office Provider
Corporation Service Company

c/o

 County
Dauphin

☐ The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street

City

State

Zip TRADEMARK

DSCB:15-1926/5926/8547-2

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
Cooperative Milling, Inc.	1892 York Rd. Gettysburg PA 17325	N/A	Adams

4. Check, and if appropriate complete, one of the following:

☒ The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

☐ The plan of merger shall be effective on: _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
Cooperative Milling, Inc.	- Adopted by the directors and shareholders pursuant to 15 Pa. C.S. §1924(a)

6. *Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.*

The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

☐ Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

Number and street

City

State

Zip

County

DSCB: 15-1926/5926/8547-3

IN TESTIMONY WHEREOF, the undersigned
corporation/limited partnership has caused these
Articles/Certificate of Merger to be signed by a duly
authorized officer thereof this

30 day of June
2004

Cooperative Milling, Inc.

Name of Corporation/Limited Partnership

Heidi T. Newton

Signature

SECRETARY

Title

Southern States Cooperative, Incorporated

Name of Corporation/Limited Partnership

Heidi T. Newton

Signature

EXEC. VP & CFO

Title

EXHIBIT A

**Plan of Merger
of
Cooperative Milling, Inc.
with and into
Southern States Cooperative, Incorporated**

1. The names of the merging corporations are Cooperative Milling, Inc. ("CM"), a Pennsylvania agricultural cooperative corporation and Southern States Cooperative, Incorporated ("SSC"), a Virginia agricultural cooperative corporation. CM shall be merged with and into SSC and SSC shall be the surviving corporation (the "Surviving Corporation") in the merger (the "Merger").
2. Upon the effective date of the Merger of CM into SSC, all of the shares of capital stock of CM shall be cancelled and the separate existence of CM shall cease to exist.
3. The Articles of Incorporation and By-laws of SSC as in effect prior to the Merger shall continue (until amended or repealed as provided by applicable law) to be the Articles of Incorporation and By-laws of the Surviving Corporation.
4. The board of directors of the Surviving Corporation immediately after the Merger shall consist of the same individuals serving as members of the board of directors of SSC immediately prior to the Merger.

#1257845

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JUNE 30, 2004

The State Corporation Commission finds the accompanying articles submitted on behalf of

SOUTHERN STATES COOPERATIVE, INCORPORATED

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

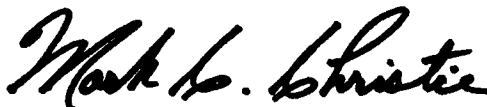
CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective June 30, 2004. Each of the following:

COOPERATIVE MILLING, INC. (A PA CORPORATION NOT QUALIFIED IN VA)

is merged into SOUTHERN STATES COOPERATIVE, INCORPORATED, which continues to exist under the laws of VIRGINIA with the name SOUTHERN STATES COOPERATIVE, INCORPORATED, the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By 

Commissioner

ARTICLES OF MERGER
of
COOPERATIVE MILLING, INC.
with and into
SOUTHERN STATES COOPERATIVE, INCORPORATED

1. **Parties to the Merger and Plan of Merger.** A copy of the Plan of Merger ("Plan") by which Cooperative Milling, Inc., a Pennsylvania agricultural cooperative corporation ("CM"), shall be merged with and into Southern States Cooperative, Incorporated, a Virginia agricultural cooperative corporation ("SSC"), with SSC to be the surviving corporation, is attached hereto as Exhibit A.

2.. **Compliance with Applicable Law.** This merger is permitted by the laws of the State of Pennsylvania, under which CM is organized, and by the laws of the Commonwealth of Virginia, under which SSC is organized. Both corporations have complied with the applicable provisions of the respective laws of the State of Pennsylvania and the Commonwealth of Virginia in effectuating the merger.

3. **Approval by Merging Corporation.** By resolutions adopted June 14, 2004, the board of directors of CM approved the Plan, and recommended and submitted the Plan to the shareholders of CM. The Plan was adopted and approved by unanimous written consent of the shareholders of CM pursuant to 15 Pa.C.S. § 1925(a) on June 30, 2004.

4. **Approval by Surviving Corporation.** The Plan was duly approved by a majority of the board of directors of SSC on May 20, 2004. Action by the holders of membership common stock of SSC on the Plan is not required by reason of the application of and satisfaction of the conditions set forth in Va. Code §13.1-718.G.

5. **Effective Time and Date.** The effective date of the Merger shall be June 30, 2004.

IN WITNESS WHEREOF, these Articles of Merger are signed by the respective duly authorized officers of each of the undersigned corporations this 30th day of June, 2004.

COOPERATIVE MILLING, INC.

By: Leslie T. Newton
Name: Leslie T. Newton
Title: Secretary

SOUTHERN STATES COOPERATIVE,
INCORPORATED

By: Leslie T. Newton
Name: Leslie T. Newton
Title: Executive VP;
Chief Financial Officer

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EXHIBIT A

**Plan of Merger
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with and into
Southern States Cooperative, Incorporated**

1. The names of the merging corporations are Cooperative Milling, Inc. ("CM"), a Pennsylvania agricultural cooperative corporation and Southern States Cooperative, Incorporated ("SSC"), a Virginia agricultural cooperative corporation. CM shall be merged with and into SSC and SSC shall be the surviving corporation (the "Surviving Corporation") in the merger (the "Merger").
2. Upon the effective date of the Merger of CM into SSC, all of the shares of capital stock of CM shall be cancelled and the separate existence of CM shall cease to exist.
3. The Articles of Incorporation and By-laws of SSC as in effect prior to the Merger shall continue (until amended or repealed as provided by applicable law) to be the Articles of Incorporation and By-laws of the Surviving Corporation.
4. The board of directors of the Surviving Corporation immediately after the Merger shall consist of the same individuals serving as members of the board of directors of SSC immediately prior to the Merger.