

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sesmark Foods, Inc.		04/20/2001	CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	Terra Harvest Foods, Incorporated		
Street Address:	2154 Harlem Road		
City:	Loves Park		
State/Country:	ILLINOIS		
Postal Code:	61111		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2187881	SESMARK	
CORRESPONDENCE DATA			
Fax Number:	(312)698-2121		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	312-861-2820		
Email:	karen.a.priebe@bakernet.com		
Correspondent Name:	Jeffrey O. Davidson		
Address Line 1:	130 E. Randolph Drive		
Address Line 2:	One Prudential Plaza		
Address Line 4:	Chicago, ILLINOIS 60601		
NAME OF SUBMITTER:	Jeffrey O. Davidson		
Signature:	/jeffrey.o.davidson/		
Date:	02/28/2005		
Total Attachments: 8			

900020443

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REEL: 003036 FRAME: 0001

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AMENDED  
AND  
RESTATED



Form **BCA-10.30**  
(Rev. Jan. 1999)

ARTICLES OF AMENDMENT

File # 5334-843-2

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1832

**FILED**

NOV 22 2002

JESSE WHITE  
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by  
Secretary of State

Date 11-22-02  
Franchise Tax \$ 100.00  
Filing Fee\* ~~\$25.00~~  
Penalty \$  
Approved KK

Remit payment in check or money  
order, payable to "Secretary of State."  
The filing fee for restated articles of  
amendment - \$100.00  
<http://www.sos.state.il.us>

1. CORPORATE NAME: TERRA HARVEST FOODS, INCORPORATED

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on April 20  
2001 in the manner indicated below. ("X" one box only)  
(Year) (Month & Day)

☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment;

(Note 3)

☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by 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 Section 7.10;

(Notes 4 & 5)

☒ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

(NEW NAME)

**PAID**

NOV 25 2002

All changes other than name, include on page 2  
(over)

**EXPEDITED**  
SECRETARY OF STATE

TRADEMARK  
REEL: 003036 FRAME: 0003

### **Text of Amendment**

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

PLEASE SEE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION.

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: *(If not applicable, insert "No change")*

NO CHANGE.

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: *(If not applicable, insert "No change")*

NO CHANGE.

- (b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: *(If not applicable, insert "No change")*

NO CHANGE.

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK.**)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated November 13, 2002  
(Month & Day) (Year)  
attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)  
\_\_\_\_\_  
(Type or Print Name and Title)

TERRA HARVEST FOODS, INCORPORATED  
(Exact Name of Corporation at date of execution)  
by Jean P. Ruthe  
(Signature of President or Vice President) Secretary  
Jean P. Ruthe, Secretary  
(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
- (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected.
- (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05,
- (g) to restate the articles of incorporation as currently amended. (§10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**TERRA HARVEST FOODS, INCORPORATED**

The original Articles of Incorporation of Sesaco Foods, Inc. (the "Corporation") were filed by the Illinois Secretary of State on January 31, 1984 (File #5334-843-2). Articles of Amendment were filed by the Illinois Secretary of State on September 27, 1984 to change the name of the Corporation from Sesaco Foods, Inc. to Sesmark Foods, Inc. Articles of Amendment were filed by the Illinois Secretary of State on December 27, 2001, to change the name of the Corporation from Sesmark Foods, Inc. to Terra Harvest Foods, Incorporated, such name change effective on January 1, 2002. \*

The Articles of Incorporation of the Corporation are amended and restated to read as follows:

**ARTICLE ONE** (RESTATED)

The name of the corporation is TERRA HARVEST FOODS, INCORPORATED. ✓

**ARTICLE TWO** (RESTATED)

The name of the registered agent and the address of the registered office in the State of Illinois on the date of the adoption of this Amended and Restated Articles of Incorporation are as follows:

Registered Agent: Joseph S. Parisi

Registered Office: One East Wacker Drive. Suite 3200  
Chicago, Cook County, IL 60601-2002 ✓

**ARTICLE THREE** (RESTATED)

The duration of the corporation is perpetual. ✓

**ARTICLE FOUR** (RESTATED)

The purposes for which the corporation is organized are the manufacture, marketing and sales of food products and to engage in any lawful activity for which corporations may be organized under the Illinois Business Corporation Act relative to the foregoing. ✓

**ARTICLE FIVE**

(AMENDED)

Paragraph 1: The class, number of shares, par value, if any, of each class of the corporation is authorized to issue, the number the corporation proposes to issue without further report to the Secretary of State and the consideration (expressed in dollars) to be received by the corporation therefor are:

<u>Class</u>	<u>Series</u>	<u>Par/No Par</u>	<u>No. of Authorized</u>	<u>No. of Shares to be Issued</u>	<u>Total Consideration Received for Shares</u>
Common		No Par	1,000,000	673,729	\$8,714,758.00
Preferred A		\$1.00	5,000,000	0	\$ 0
Total of All Classes			6,000,000	673,729	\$8,714,758.00

Paragraph 2. The preferences, qualifications, limitations, restrictions or special or relative rights in respect of the shares are as follows:

"With respect to the Class A preferred stock, the rights and preferences are:

- (1) The holders of Class A preferred stock shall be entitled to and shall be paid a guaranteed yearly dividend at the rate of nine and one-half percent (9-1/2%) per year, and no more, payable annually on December 31 of each year; each and every certificate of Class A preferred stock shall be subject to redemption, and may at the option of the directors, on any dividend date, at any time after three (3) years from the date of the issuance of such certificate, be called and retired at par value plus the amount of dividends accrued and unpaid at the date of redemption.
- (2) Notice of the intention to call and retire a certificate shall be given to the holder thereof at least thirty (30) days before the due date of the dividend at which the same is to be retired. Such notice shall be deemed given when served personally upon the owner of the certificate, or when placed in an envelope, postage prepaid, addressed to the holder of the certificate at his address as it appears upon the books of the corporation, and deposited in any United States Post Office.



- (3) In the event of any liquidation or dissolution or winding up, whether voluntary or involuntary, of the corporation, the holders of Class A preferred stock shall be entitled to be paid in full both the par amount of their shares and the unpaid dividends accrued thereon, before any amount shall be paid to the holders of other stock, and after such payment to the holders of Class A preferred stock, the remaining assets of the corporation shall be divided and paid to the holders of other classes of stock.
- (4) The holders of Class A preferred stock shall not, by reason of their ownerships of such stock alone, be entitled to any voice in the management of the corporation, or to any voting powers at any stockholders' meeting. The sole management of the corporation shall be in the hands of the holders of common stock, and they alone shall be entitled to vote at any meeting of the stockholders of the corporation.
- (5) Except as provided herein, no holder of Class A preferred stock shall be entitled as a matter of right to subscribe for or purchase from the corporation any further or other stock in the corporation, or participate in any increase in the stock of the corporation.

"Except as provided herein, each holder of common stock of this corporation shall have preemptive rights, i.e., the first right (subject to reasonable adjustment to avoid the issuance of fractional shares), to purchase shares of common stock of this corporation that may hereafter from time to time be issued (whether or not presently authorized), in the ratio that the number of shares of common stock he holds at the time of the issue bears to the total number of shares of common stock outstanding. This right shall be deemed waived by any holder of common stock who does not exercise it and pay for the stock preempted, within twenty (20) days of receipt of notice in writing from the corporation inviting him to exercise the right."

#### **ARTICLE SIX**

(RESTATED)

This corporation will not commence business until at least one thousand dollars has been received as consideration for the issuance of shares.

#### **ARTICLE SEVEN**

(RESTATED)

The number of directors to be elected at the first meeting of the shareholders is three.

**ARTICLE EIGHT**

**(AMENDED)**

This corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation or its By-Laws, provided however, that these Articles of Incorporation and/or the By-Laws of the corporation may not be amended, altered or changed or repealed without the approval of and affirmative vote of at least two-thirds (2/3) of the shareholders of this corporation.

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