

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Genex Cooperative		04/01/1999	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Genex Cooperative, Inc.		
<b>Street Address:</b>	n/a		
<b>City:</b>	Shawano		
<b>State/Country:</b>	WISCONSIN		
<b>Postal Code:</b>	54166		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1218700	GENEX	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(585)232-2152		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	585-231-1386		
<b>Email:</b>	bsalai@hselaw.com		
<b>Correspondent Name:</b>	Stephen B. Salai		
<b>Address Line 1:</b>	1600 Bausch & Lomb Place		
<b>Address Line 4:</b>	Rochester, NEW YORK 14604		
<b>ATTORNEY DOCKET NUMBER:</b>	86672.000005		
<b>NAME OF SUBMITTER:</b>	Stephen B. Salai		
<b>Signature:</b>	/stephen b. salai/		
<b>Date:</b>	03/29/2006		

**CH \$40.00 1218700**

**Total Attachments: 7**

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*State of New York* }  
*Department of State* }<sup>ss:</sup>

*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* **APR 26 1999**



A handwritten signature in black ink, appearing to read "J. Leub", written in a cursive style.

*Special Deputy Secretary of State*

DOS-1266 (5/96)

SENT BY: C. T. CORP. ALBANY : 4- 1-89 : 10:52AM : C. T. CORP. ALBANY- 518 474 8175/12/12  
APR -01 '99 (THU) 10:32 LINDQUIST AND VENNUM TEL: 612 371 3902 P. 003

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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 186 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 constituent 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.

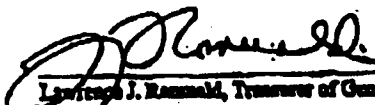
**ARTICLE ELEVEN:** Genex Cooperative, Inc., as the consolidated foreign corporation, hereby agrees and designates the Secretary of State of the State of New York as the agent upon whom process against Genex Cooperative, Inc., said consolidated foreign corporation, may be served in the manner set forth 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. Ramsdell, Treasurer of Gunn Cooperative

  
Lawrence J. Ramsdell, Treasurer of 21st Century Genetics

  
Lawrence J. Ramsdell, Treasurer of NOBA, INC.

This document drafted by:  
Michael L. Weaver, Esq.  
Lindquist & Vennum, P.L.L.P.  
4200 RD Center  
10 South Eighth Street  
Minneapolis, Minnesota 55402

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CT-07

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CERTIFICATE OF CONSOLIDATION  
OF  
GENEX COOPERATIVE, AND 21<sup>ST</sup> CENTURY GENETICS, AND NOBA, INC.  
INTO  
GENEX COOPERATIVE, INC.

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED APR 01 1999

TAX \$ \_\_\_\_\_  
BY: RLW

BILLED

LINDQUIST & VENNUM PLLP  
4200 IDS CENTER  
MINNEAPOLIS, MN 55402

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