

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
SUNRICH, INC.		11/24/2004	CORPORATION: MINNESOTA
<b>RECEIVING PARTY DATA</b>			
Name:	SUNRICH LLC		
Street Address:	3824 Southwest 93rd Street		
City:	Hope		
State/Country:	MINNESOTA		
Postal Code:	56046		
Entity Type:	LIMITED LIABILITY COMPANY: MINNESOTA		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Serial Number:	77171058	SUNRICH	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(612)370-3207		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	612/371-3211		
Email:	tmg@lindquist.com		
Correspondent Name:	LINDQUIST & VENNUM P.L.L.P.		
Address Line 1:	80 South Eighth Street, 4200 IDS Center		
Address Line 2:	Connie Heikkila		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	452767.0058		
NAME OF SUBMITTER:	CONNIE R. HEIKKILA		
Signature:	/connierheikkila/		
Date:	01/24/2008		

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Total Attachments: 3

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**ARTICLES OF CONVERSION  
OF  
SUNRICH, INC.  
(a Minnesota corporation)**

The undersigned corporation hereby adopts the following Articles of Conversion for the purpose of effecting a conversion in accordance with the provisions of Sections 302A.681 to 302A.691, Minnesota Statutes:

1. The name of the converting corporation is Sunrich, Inc.
2. Following the conversion, the name of converted entity shall be Sunrich LLC.
3. The converted entity will be a limited liability company.
4. The Plan of Conversion containing the terms and conditions of the conversion is attached to these Articles of Conversion as Exhibit A and incorporated herein by reference.
5. Articles of Organization of the limited liability company are included in the Plan of Conversion attached hereto.
6. The Plan of Conversion has been approved by the directors and shareholders of the converting corporation pursuant to Section 302A.685.
7. The effective date of conversion shall be the date on which these Articles of Conversion are filed with the Secretary of State of the State of Minnesota.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of this 24th day of November, 2004.

**SUNRICH, INC.**

By: \_\_\_\_\_

*Jeremy N. Kendall*  
Jeremy N. Kendall, Chairman

**EXHIBIT A**

**PLAN OF CONVERSION**

The Plan of Conversion to convert Sunrich, Inc., a Minnesota corporation into Sunrich LLC, a Minnesota limited liability company is as follows: (a) in exchange for all of the issued and outstanding stock of Sunrich, Inc. which is owned by SunOpta Food Group LLC ("SFG"), a Delaware limited liability company, SFG shall become the sole member of Sunrich LLC; and (b) all of the issued and outstanding shares of Sunrich, Inc. shall be cancelled. The Articles of Organization of Sunrich LLC follows:

**ARTICLES OF ORGANIZATION  
OF  
SUNRICH LLC**

1. The name of the Company is Sunrich LLC. m
2. The registered office of the Company is located at 3824 SW 93<sup>rd</sup> Street, Hope, MN 56046. /
3. Unless dissolved earlier according to law, the period of existence of the Company shall be perpetual. /
4. The Company shall not be dissolved upon the occurrence of any event which terminates the continued membership of a member in the Company, including but not limited to an event under section 322B.80, subdivision 1, clause (5).
5. Any action required or permitted to be taken at a meeting of members of the Company may be taken by written action signed by all the members entitled to vote on that action. Any action required or permitted to be taken at a meeting of the Board of Governors of this Company not needing approval by the members, may be taken by written action signed by the number of governors that would be required to take such action at a meeting of the Board of Governors at which all governors are present.
6. No governor of the Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such governor as a governor; provided, however, that this Article shall not eliminate or limit the liability of a governor to the extent provided by applicable law (i) for any breach of the governor's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 322B.56 or 80A.23 of the Minnesota Statutes, (iv) for any transaction from which the governor derived an improper personal benefit or (v) for any act or omission occurring prior to the effective date of this Article. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any governor of the Company for or with respect to any acts or omissions occurring prior to such amendment or repeal.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

NOV 30 2004

*Henry J. Hoffmann*  
Secretary of State

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State of Minnesota

SECRETARY OF STATE

Certificate of Conversion

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that the documentation required to effectuate a conversion by the entity listed below, from the law designated by the chapter listed below, has been filed in this office on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Name of Converting Entity: MN: Sunrich, Inc.

After Conversion, Entity is Governed by Minnesota Statutes, Chapter: 322B

State of Formation and Name of Entity after the Effective Date of Conversion: MN: Sunrich LLC

Effective Date of Conversion: 11/30/2004.

This certificate has been issued on 11/30/2004.



Mary Kiffmeyer Secretary of State

TRADEMARK