

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/02/1987		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HURTY-PECK & COMPANY		09/02/1987	CORPORATION: MISSOURI
RECEIVING PARTY DATA			
Name:	UNIVERSAL FLAVORS U.S.A., INCORPORATED		
Street Address:	5600 W. Raymond Street		
City:	Indianapolis		
State/Country:	INDIANA		
Postal Code:	46247		
Entity Type:	CORPORATION: INDIANA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0870556	DRI-LOK	
CORRESPONDENCE DATA			
Fax Number:	(414)277-0656		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	414-271-6560		
Email:	mkeipdocket@michaelbest.com		
Correspondent Name:	Lori S. Meddings		
Address Line 1:	100 East Wisconsin Avenue		
Address Line 2:	Suite 3300		
Address Line 4:	Milwaukee, WISCONSIN 53202		
ATTORNEY DOCKET NUMBER:	085516-9545 US00		
NAME OF SUBMITTER:	Jaime L. Trembl		
Signature:	/jaime l. trembl/		

OP \$40.00 0870556

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**TRADEMARK
 REEL: 003998 FRAME: 0523**

Date:

06/03/2009

Total Attachments: 5

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No. #00089568



STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

Certificate of Merger — Foreign Corporation Surviving

WHEREAS, Articles of Merger of the following corporations:

Name of Corporations HURTY-PECK & COMPANY (#00089568)

INTO:

UNIVERSAL FLAVORS - U.S.A., INCORPORATED (An Indiana corp not qualifie

Organized and Existing Under Laws of Missouri, Indiana

have been received, found to conform to law, and filed.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying to the foregoing and certifying that the merger of the aforementioned corporations with _____

UNIVERSAL FLAVORS - U.S.A., INCORPORATED (An Indiana corp not qualified

as the surviving corporation, shall be effective on the date on which the same becomes effective in the State of Indiana, effective date: October 8 1987.



IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 8th day of October, 1987.

Roy D. Blunt
Secretary of State

RECEIVED OF: UNIVERSAL FLAVORS - U.S.A., INCORPORATED

Twenty-five and no/100----- Dollars, \$ 25.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. #00089568

Corp. #22 (1-85)

TRADEMARK
REEL: 003998 FRAME: 0525

FILED AND CERTIFICATE
ISSUED

OCT 8 1987

Roy D. Blunt

Corporation Dept. SECRETARY OF STATE

ARTICLES OF MERGER

(SECTION 351.447, RSMo.)
(To be submitted in DUPLICATE)

HONORABLE ROY D. BLUNT
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65102

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporations certify the following:

- (1) .. Hurty-Peck & Company..... a Missouri..... corporation
(Name of Corporation) (State of Incorporation)
- (2) .. Universal Flavors-U.S.A., Incorporated Indiana..... corporation
(Name of Corporation) (State of Incorporation)
- (3) a corporation
(Name of Corporation) (State of Incorporation)

are hereby merged and .. Universal Flavors - U.S.A., Incorporated a
(Name of Corporation)

Indiana
..... corporation, is the surviving corporation.
(State of Incorporation)

- (4) On August 31, 1987..... the board of directors of Hurty-Peck & Company
..... by duly adopted resolution approved the
(Name of Corporation)

plan of merger set forth in these articles.

- (5) On August 31, 1987..... the board of directors of Universal Flavors-U.S.A.,
..... Incorporated
..... by duly adopted resolution approved the
(Name of Corporation)

plan of merger set forth in these articles.

- (6) On the board of directors of
..... by duly adopted resolution approved the
(Name of Corporation)

plan of merger set forth in these articles.

- (7) This plan of merger has been adopted pursuant to Section 351.447 RSMo.

- (8) The resolution of the board of directors of the parent corporation,
- Universal Flavors - U.S.A., Incorporated Indiana
..... a corporation,
(Name of Corporation) (State of Incorporation)

approving the plan of merger is as follows:

SEE ATTACHED

(9) That the parent corporation Universal Flavors - U.S.A., Incorporated, a
 (Name of Corporation)
 Indiana
 corporation, is in compliance with the 90 per
 (State of Incorporation)
 cent ownership requirement of Section 351.447 RSMo. and will maintain at least
 90 per cent ownership of each of the other corporations, party, to the merger,
 until the issuance of the Certificate of Merger by the Secretary of State of
 Missouri.

(10) PLAN OF MERGER

1. Universal Flavors - U.S.A., Incorporated a Indiana
 (State of
 corporation is the survivor.
 Incorporation)
2. All of the property, rights, privileges, leases and patents of ~~the~~ ^{XXXX}
 Hurty-Peck & Company a Missouri corporation
 (State of Incorporation)
 and a corporation
 (State of Incorporation)
 are to be transferred to and become the property of Universal Flavors - U.S.A.
 Incorporated
 a Indiana corporation, the survivor.
 (State of Incorporation)

The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of Universal Flavors - U.S.A., Incorporated
 Indiana
 corporation, shall continue in office until
 (State of Incorporation)
 their successors are duly elected and qualified.

~~4. (To be completed if the parent corporation does not own all of the out-
 standing shares of each of the subsidiary corporations party to the merger.)~~

~~The consideration paid by the surviving corporation upon surrender of
 each share of the subsidiary corporation(s) which is not owned by the
 parent corporation is as follows:~~

5. (To be completed if the parent corporation is not the surviving corpo-
 ration.)

~~a. The outstanding shares of parent
 corporation, shall be exchanged for shares of
 surviving corporation on the following basis:~~

~~b. The proposed merger has been approved by receiving the affirmative
 vote of at least two-thirds of the outstanding shares of
 parent corporation, entitled to vote
 thereon at a meeting thereof duly called and held on
 at~~


6. It is agreed that, upon and after the issuance of a certificate of merger
 by the Secretary of State of the State of Missouri:

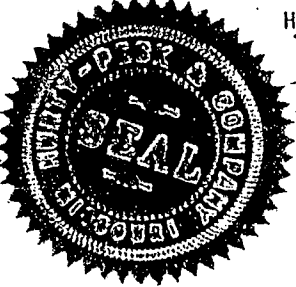
- a. The surviving corporation may be served with process in the State of
 Missouri in any proceeding for the enforcement of any obligation of
 any corporation organized under the laws of the State of Missouri
 which is a party to the merger and in any proceeding for the enforce-
 ment of the rights of a dissenting shareholder of any such corpora-
 tion organized under the laws of the State of Missouri against the
 surviving corporation;


- b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is C. T. Corporation System, 31A. North Broadway, St. Louis, MO. 63102
- c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

7. The articles of incorporation of the survivor ~~are~~/are not amended as follows:

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

(Corporate Seal) Attest:  (Secretary)

 HURTY-PECK & COMPANY
(Name of Corporation)
T. M. O'Keilly
Vice (President)

NO SEAL (Corporate Seal) Attest:  Assist. (Secretary)

UNIVERSAL FLAVORS - U.S.A., INCORPOR.
(Name of Corporation)
by T. M. O'Keilly
Vice (President)

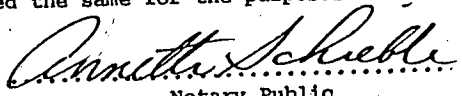
(Corporate Seal) Attest: _____ (Secretary)

(Name of Corporation)
by _____ (President)

STATE OF WISCONSIN.....)) ss.
COUNTY OF MILWAUKEE.....)

On this 2nd day of Sept in the year 19.87., before me Annette Schieple...
Terrence M. O'Keilly, Notary Public in and for said state, personally appeared
Vice President, Hurty-Peck Company.....
(Name) (Title) (Name of Corporation)

known to me to be the person who executed the within Articles of Merger in behalf of s corporation and acknowledged to me that he executed the same for the purposes therein stated.

(Notary Seal)  Notary Public
My commission expires: 10/25/87

STATE OF WISCONSIN)
) ss.
COUNTY OF MILWAUKEE)

On this 2nd day of Sept. in the year 1987, before me Annette Schieble
Terrence M. O'Reilly, Notary Public in and for said state, personally appeared
Terrence M. O'Reilly, Vice President, Universal Flavors-U.S.A., INCORPORAT
(Name) (Title) (Name of Corporation)

known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

(Notary Seal)

Annette Schieble
Notary Public
My commission expires: 10-25-87

STATE OF.....)
) ss.
COUNTY OF.....)

On this day of in the year 19....., before me
....., Notary Public in and for said state, personally appeared
.....
(Name) (Title) (Name of Corporation)

known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

(Notary Seal)

.....
Notary Public