

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                |
|-----------------------|----------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER         |
| EFFECTIVE DATE:       | 01/01/2006     |

**CONVEYING PARTY DATA**

| Name             | Formerly | Execution Date | Entity Type               |
|------------------|----------|----------------|---------------------------|
| Sonne Labs, Inc. |          | 12/28/2005     | CORPORATION: NORTH DAKOTA |

**RECEIVING PARTY DATA**

|                 |                         |
|-----------------|-------------------------|
| Name:           | SunOpta Aseptic Inc.    |
| Street Address: | 2838 Bovaird Drive West |
| City:           | Brampton, Ontario       |
| State/Country:  | CANADA                  |
| Postal Code:    | L7A 0H2                 |
| Entity Type:    | CORPORATION: MINNESOTA  |

**PROPERTY NUMBERS Total: 1**

| Property Type        | Number  | Word Mark      |
|----------------------|---------|----------------|
| Registration Number: | 1935080 | DAKOTA GOURMET |

**CORRESPONDENCE DATA**

Fax Number: (312)803-5299  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (312) 845-3430  
 Email: kalwa@chapman.com  
 Correspondent Name: Richard Kalwa  
 Address Line 1: 111 West Monroe Street  
 Address Line 2: Chapman and Cutler LLP  
 Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER: 1550193

**DOMESTIC REPRESENTATIVE**

**CH \$40.00 1935080**

**900146723**

**TRADEMARK  
 REEL: 004089 FRAME: 0460**

Name:  
Address Line 1:  
Address Line 2:  
Address Line 3:  
Address Line 4:

|                    |                 |
|--------------------|-----------------|
| NAME OF SUBMITTER: | Richard Kalwa   |
| Signature:         | /richard kalwa/ |
| Date:              | 11/02/2009      |

Total Attachments: 11  
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# *State of North Dakota*

## SECRETARY OF STATE



### CERTIFICATE OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS INTO

**SUNOPTA ASEPTIC INC.**

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that Articles of Merger of

**SONNE LABS, INC.**

a North Dakota Business Corporation, into SUNOPTA ASEPTIC INC., a Minnesota Business Corporation, duly signed and verified as required by North Dakota statutes governing a North Dakota BUSINESS CORPORATION, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger of

**SONNE LABS, INC.**

a North Dakota Business Corporation, into SUNOPTA ASEPTIC INC., a Minnesota Business Corporation.

Effective date of merger: January 1, 2006.

Issued: December 28, 2005

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger  
Secretary of State

1,987,700

264544

ARTICLES OF MERGER

OF

SONNE LABS, INC.  
(a North Dakota corporation)

1,987,700

RECEIVED

DEC 28 2005

SEC. OF STATE

INTO

SUNOPTA ASEPTIC INC.  
(a Minnesota corporation)

NOT authorized

To the Secretary of State  
State of North Dakota

Pursuant to the provisions of the North Dakota Business Corporation Act governing the merger of a domestic corporation for profit into a foreign corporation for profit, the corporations hereinafter named do hereby adopt the following Articles of Merger.

FIRST: The names of the merging corporations are Sonne Labs, Inc., which is a corporation for profit organized under the laws of the State of North Dakota, and which is subject to the provisions of the North Dakota Business Corporation Act, and SunOpta Aseptic Inc., which is a corporation for profit organized under the laws of the State of Minnesota.


SECOND: Attached hereto and made a part hereof is the Plan of Merger for merging Sonne Labs, Inc. with and into SunOpta Aseptic Inc. as set forth in a resolution approved by the affirmative vote of all of the members of the Board of Directors of SunOpta Aseptic Inc.

THIRD: The Plan of Merger has been approved by Sonne Labs, Inc. pursuant to Section 10-19.1 of the North Dakota Business Corporation Act.

FOURTH: The laws of the jurisdiction of organization of SunOpta Aseptic Inc. permit the merger of a corporation for profit of another jurisdiction with and into a corporation for profit of the jurisdiction of organization of SunOpta Aseptic Inc.; and the merger of Sonne Labs, Inc. with and into SunOpta Aseptic Inc. is in compliance with the laws of the State of North Dakota.

FIFTH: SunOpta Aseptic Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the State of Minnesota.

SIXTH: SunOpta Aseptic Inc. which is a business corporation of the State of Minnesota agrees that it may be served with process in the State of North Dakota in a proceeding for the enforcement of an obligation of a constituent corporation and in a proceeding for the enforcement of the rights of a dissenting owner of an ownership interest of a constituent corporation against SunOpta Aseptic Inc.

NORTH DAKOTA  
12-28-05  
  
Secretary of State  
p. effective 1-1-06

SEVENTH: SunOpta Aseptic Inc. irrevocably appoints the North Dakota Secretary of State as its agent to accept service of process in any proceeding, the address to which process may be forwarded is:

SunOpta Aseptic Inc.  
3915 Minnesota Street  
Alexandria, MN 56308

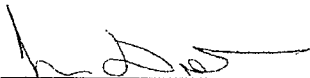
EIGHTH: The surviving corporation agrees that it will promptly pay to the dissenting shareholders, if any, of each domestic constituent corporation the amount, if any, to which they are entitled under Section 10-19.1-88 of the North Dakota Business Corporation Act.

NINTH: The merger shall become effective at 12:59 pm on December 31, 2005.

I certify that I am authorized to execute this document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as if I had signed this document under oath.

Executed on this 20<sup>th</sup> day of December, 2005.

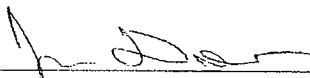
SONNE LABS, INC.

By:   
\_\_\_\_\_  
John Dietrich, Secretary/Treasurer

I certify that I am authorized to execute this document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as if I had signed this document under oath.

Executed on this 20<sup>th</sup> day of December, 2005.

SUNOPTA ASEPTIC INC.

By:   
\_\_\_\_\_  
John Dietrich, Secretary/Treasurer

PLAN OF MERGER approved on December 20, 2005 by Sonne Labs, Inc., which is a corporation for profit organized under the laws of the State of North Dakota, and which is subject to the provisions of the North Dakota Business Corporation Act, and by resolution adopted by the written consent of all of its Directors on said date, and approved on December 20, 2005 by the written consent of the Board of SunOpta Aseptic Inc., on such date, which is a corporation for profit organized under the laws of the State of Minnesota.

1. Sonne Labs, Inc. and SunOpta Aseptic Inc. shall, pursuant to the provisions of the North Dakota Business Corporation Act and the provisions of the Minnesota Business Corporation Act be merged with and into a single corporation, to wit, SunOpta Aseptic Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Minnesota Business Corporation Act. The separate existence of Sonne Labs, Inc. which is sometimes hereinafter referred to as the "merged corporation," shall cease upon the effective date of the merger in accordance with the provisions of the North Dakota Business Corporation Act.
2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger shall be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Minnesota Business Corporation Act.
3. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger shall continue to be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Minnesota Business Corporation Act.
4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the merged corporation shall, upon the effective date of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
6. In the event that the merger of the merged corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the Minnesota Business Corporation Act and in accordance with the provisions of the North Dakota Business Corporation Act, the merged corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of

Minnesota and of the State of North Dakota, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the merged corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.



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**ARTICLES OF MERGER**  
**OF**  
**SONNE LABS, INC.**  
**(a North Dakota corporation)**  
**INTO**  
**SUNOPTA ASEPTIC INC.**  
**(a Minnesota corporation)**

To the Secretary of State  
State of Minnesota

Pursuant to the provisions of the Minnesota Business Corporation Act governing the merger of a foreign corporation for profit into a domestic corporation for profit, the corporations hereinafter named do hereby adopt the following Articles of Merger.

FIRST: The names of the merging corporations are Sonne Labs, Inc., which is a corporation for profit organized under the laws of the State of North Dakota, and which is subject to the provisions of the North Dakota Business Corporation Act, and SunOpta Aseptic Inc., which is a corporation for profit organized under the laws of the State of Minnesota.

SECOND: Attached hereto and made a part hereof is the Plan of Merger for merging Sonne Labs, Inc. with and into SunOpta Aseptic Inc. as set forth in a resolution approved by the affirmative vote of all of the members of the Board of Directors of SunOpta Aseptic Inc.

THIRD: The Plan of Merger has been approved by SunOpta Aseptic Inc. pursuant to Chapter 302A, Minnesota Statutes.

FOURTH: The laws of the jurisdiction of organization of Sonne Labs, Inc. permit the merger of a corporation for profit of another jurisdiction with and into a corporation for profit of the jurisdiction of organization of SunOpta Aseptic Inc.; and the merger of Sonne Labs, Inc. with and into SunOpta Aseptic Inc. is in compliance with the laws of the State of North Dakota.

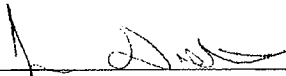
FIFTH: SunOpta Aseptic Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the State of Minnesota.

SIXTH: The merger shall become effective at 12:01 am on January 1, 2006.

I certify that I am authorized to execute the document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this document under oath.

Executed on this 20<sup>th</sup> day of December, 2005.


SUNOPTA ASEPTIC INC.

By:   
John Dietrich, Secretary/Treasurer

I certify that I am authorized to execute the document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this document under oath.

Executed on this 20<sup>th</sup> day of December, 2005.

SONNE LABS, INC.

By:   
John Dietrich, Secretary/Treasurer

PLAN OF MERGER approved on December 20, 2005 by SunOpta Aseptic Inc., which is a corporation for profit organized under the laws of the State of Minnesota, and which is subject to the provisions of the Minnesota Business Corporation Act, and by resolution adopted by the written consent of all of its Directors on said date, and approved on December 20, 2005 by the written consent of the Board of Sonne Labs, Inc., on such date, which is a corporation for profit organized under the laws of the State of North Dakota.

1. SunOpta Aseptic Inc. and Sonne Labs, Inc. shall, pursuant to the provisions of the Minnesota Business Corporation Act and the provisions of the North Dakota Business Corporation Act be merged with and into a single corporation, to wit, SunOpta Aseptic Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Minnesota Business Corporation Act. The separate existence of Sonne Labs, Inc. which is sometimes hereinafter referred to as the "merged corporation," shall cease upon the effective date of the merger in accordance with the provisions of the North Dakota Business Corporation Act.
2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger shall be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Minnesota Business Corporation Act.
3. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger shall continue to be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Minnesota Business Corporation Act.
4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the merged corporation shall, upon the effective date of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
6. In the event that the merger of the merged corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the Minnesota Business Corporation Act and in accordance with the provisions of the North Dakota Business Corporation Act, the merged corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of

Minnesota and of the State of North Dakota, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the merged corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

DEC 28 2005

*Mary Hoffmeyer*  
Secretary of State

*me*

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that this is a  
true and complete copy of the  
document as filed for record in  
this office.  
DATED Dec 28, 2005  
*[Signature]*  
*Michelle [unclear]*