

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM340406

<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>
CLIF BAR & CO.		12/18/2007	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CLIF BAR & COMPANY		
<b>Street Address:</b>	1451 66th Street		
<b>City:</b>	Emeryville		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94608		
<b>Entity Type:</b>	CORPORATION: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3592878	CRAMP BUSTER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4155760300		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	415-576-0200		
<b>Email:</b>	amalutta@kilpatricktownsend.com, aschlette@kilpatricktownsend.com		
<b>Correspondent Name:</b>	Anthony J. Malutta		
<b>Address Line 1:</b>	Two Embarcadero Center, 8th Floor		
<b>Address Line 2:</b>	Kilpatrick Townsend & Stockton LLP		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94111		
<b>ATTORNEY DOCKET NUMBER:</b>	81286-761629		
<b>NAME OF SUBMITTER:</b>	Anthony J. Malutta		
<b>SIGNATURE:</b>	/Anthony J. Malutta/		
<b>DATE SIGNED:</b>	05/05/2015		
<b>Total Attachments: 3</b>			
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ENDORSED - FILE  
in the office of the Secretary of State  
of the State of California

DEC 21 2007

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CLIF BAR & CO.

GARY J. ERICKSON and BRUCE LYMBURN certify that:

STATEMENT 1. They are the Chairman of the Board and Secretary, respectively, of CLIF BAR & CO., a California corporation.

STATEMENT 2. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I.  
NAME

The name of the corporation is CLIF BAR & COMPANY.

ARTICLE II.  
AUTHORIZED PURPOSES

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III.  
CAPITAL STOCK

A. The corporation is authorized to issue one class of stock to be designated as "Common Stock." The total number of shares which this corporation is authorized to issue is One Million (1,000,000) shares.

B. Of the authorized shares of Common Stock, two hundred thousand (200,000) shares will be designated as Series A Voting Common Stock and eight hundred thousand (800,000) shares will be designated as Series B Non-Voting Common Stock.

C. The rights, preferences, privileges and restrictions granted to or imposed upon the respective series of shares of Common Stock or holders thereof are identical except the holders of the Series A Voting Common Stock have the exclusive voting rights and power of the corporation, including the exclusive right to notice of shareholders meetings. The holders of shares of the Series B Non-Voting Common Stock, as such, are not entitled to any voting powers whatsoever,

except as may be required by law.

D. Upon the effective date of these Amended and Restated Articles of Incorporation, each outstanding share of the common stock of this corporation will be converted into twenty (20) shares of Series A Voting Common Stock and eighty (80) shares of Series B Non-Voting Common Stock.

**ARTICLE IV.  
INDEMNIFICATION OF DIRECTORS AND AGENTS**

Section IV(A) Directors. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section IV(B) Agents. The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the corporation and its shareholders, through Bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

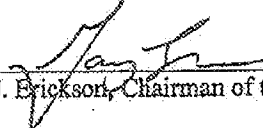
Section IV(C) Duration. Any repeal or modification of this Article IV shall only be prospective and shall not affect the rights under this Article IV in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

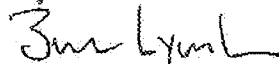
STATEMENT 3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.

STATEMENT 4. The foregoing Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the Corporations Code. The total number of outstanding shares of the corporation is 3,000 shares of Common Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%), and the vote of approval was unanimous.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to our knowledge.

Date: December 18, 2007

  
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Gary J. Erickson, Chairman of the Board

  
\_\_\_\_\_  
Bruce Lymburn, Secretary

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