

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM349229

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	02/04/2008		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Georgia Belle Plantation, Inc.		10/30/2007	CORPORATION: GEORGIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bell Plantation Holdings, Inc.		
<b>Street Address:</b>	1017 N. Central Ave.		
<b>City:</b>	Tifton		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	31794		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3665511	PB2 POWDERED PEANUT BUTTER	
<b>Registration Number:</b>	3653083	PB2	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4045273662		
<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>	4045278384		
<b>Email:</b>	alison.levasseur@dentons.com		
<b>Correspondent Name:</b>	Alison M. LeVasseur		
<b>Address Line 1:</b>	303 Peachtree St., NE		
<b>Address Line 2:</b>	Suite 5300		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30308		
<b>ATTORNEY DOCKET NUMBER:</b>	038961.00001		
<b>NAME OF SUBMITTER:</b>	Alison M. LeVasseur		
<b>SIGNATURE:</b>	/aml/		
<b>DATE SIGNED:</b>	07/24/2015		
<b>Total Attachments: 7</b>			
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# STATE OF GEORGIA

## Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

## CERTIFICATE OF MERGER

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 02/04/2008. Attached is a true and correct copy of the said filing.

Surviving Entity:

**BELL PLANTATION HOLDINGS, INC.**, a Delaware Non-Qualifying Entity

Nonsurviving Entity/Entities:

**GEORGIA BELLE PLANTATION, INC.**, a Georgia Profit Corporation

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on February 4, 2008



A handwritten signature in cursive script that reads "Karen C Handel".

Karen C Handel  
Secretary of State

**CERTIFICATE OF MERGER**  
of  
**GEORGIA BELLE PLANTATION, INC.**  
into  
**BELL PLANTATION HOLDINGS, INC.**

Pursuant to Section 14-2-1105(b) of the Georgia Business Corporation Code (the "Code"), the undersigned corporation DOES HEREBY CERTIFY:

1. That the names and state of incorporation or state of formation of the constituent entities involved in the merger are Georgia Belle Plantation, Inc., a Georgia corporation ("Georgia Belle") and Bell Plantation Holdings, Inc., a Delaware corporation ("BP Holdings") (Georgia Belle and BP Holdings are sometimes hereinafter collectively referred to as the "Constituent Entities").
2. That the name of the surviving Delaware corporation to the merger is Bell Plantation Holdings, Inc. ("Surviving Entity").
3. That the Certificate of Incorporation of BP Holdings shall be the Certificate of Incorporation of the Surviving Entity;
4. That the executed Agreement and Plan of Merger, dated October 30, 2007 (the "Plan of Merger") by and among Georgia Belle and BP Holdings, is on file at the principal place of business of the Surviving Entity. The address of the principal place of business of the Surviving Entity is 1017 North Central Avenue, Tifton, Georgia 31794.
5. That a copy of the Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any shareholder of any of the Constituent Entities.
6. That as to Georgia Belle, the Plan of Merger was duly approved by its shareholders on October 30, 2007 and as to BP Holdings, the Plan of Merger was duly approved by its shareholder on October 26, 2007.
7. That a request for publication of a notice of filing the foregoing Certificate of Merger and payment therefor will be made as required by Section 14-2-1105.1(b) of the Georgia Business Corporation Code.

**[signature appears on following page]**


State of Georgia  
Merger 7 Page(s)



T0804611506

IN WITNESS WHEREOF, I have signed my name on behalf of the Surviving Entity on the 30th day of October, 2007.

Bell Plantation Holdings, Inc.

By:   
Name: J.C. Bell  
Title: President

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** (this "Plan of Merger") is entered into as of this 30<sup>th</sup> day of October, 2007 by and among Bell Plantation Holdings, Inc., a Delaware corporation ("BP Holdings") and Georgia Belle Plantation, Inc., a Georgia corporation ("Georgia Belle") (BP Holdings and Georgia Belle are sometimes hereinafter collectively referred to as the "Constituent Corporations").

A. Georgia Belle was incorporated on April 8, 2004, under the Georgia Business Corporation Code. Georgia Belle has 1,034,258 shares of common stock issued and outstanding. Georgia Belle has no other issued and outstanding capital stock.

B. BP Holdings was incorporated on October 25, 2007 under the General Corporation Law of Delaware. Georgia Belle is the sole shareholder of BP Holdings.

C. The board of directors of Georgia Belle deem it advisable and in the best interests of the respective entities that Georgia Belle merge with and into BP Holdings, with BP Holdings as the surviving entity in the merger (hereinafter referred to as the "Surviving Entity"), and that on such merger, the separate existence of Georgia Belle shall cease.

D. The shareholders of Georgia Belle duly approved the Plan of Merger on October 30, 2007 and the Plan of Merger was duly approved by the board of directors and shareholder of BP Holdings on October 26, 2007.

NOW, THEREFORE, in accordance with the laws of the State of Delaware and the laws of the State of Georgia, and in consideration of the foregoing premises and the mutual covenants and agreements contained herein, and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Georgia Belle and BP Holdings agree as follows:

1. Merger.

(a) Names of the Constituent Corporations; Merger. The names of the entities merging pursuant to this Plan of Merger are (i) Georgia Belle Plantation, Inc., a Georgia corporation, and (ii) Bell Plantation Holdings, Inc., a Delaware corporation. On the Effective Date (as defined in Section 1(c)), Georgia Belle shall be merged with and into BP Holdings, and the separate existence of Georgia Belle shall cease. Except as otherwise specifically set forth herein, the identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Entity shall continue unaffected and unimpaired by the merger.

(b) Law of the Surviving Entity. The Surviving Entity shall be governed under the laws of the State of Delaware.

(c) Effective Date. This Plan of Merger shall become effective at 12:00 midnight on the date first written above (the "Effective Date").

2. Terms and Conditions of the Merger.

(a) Certificate of Incorporation of the Surviving Entity. On the Effective Date, the Certificate of Incorporation of BP Holdings, as in effect on the Effective Date, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Entity until amended in accordance with the laws of the State of Delaware.

(b) Bylaws of the Surviving Entity. On the Effective Date, the Bylaws of BP Holdings shall remain in effect as the Bylaws of the Surviving Entity.

(c) Property and Liabilities. The Surviving Entity, from and after the Effective Date, shall possess all the rights, privileges, immunities, powers and franchises of whatever nature and description of each of the Constituent Corporations, and shall be subject to all the restrictions, duties, obligations and liabilities of each of the Constituent Corporations. All property (real, personal and mixed) and all debts due to any of the Constituent Corporations on whatever account, including subscriptions to shares, and all other rights in action, and all and every other interest of or belonging to any of them shall be vested in the Surviving Entity on the Effective Date. All property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Entity as they were of the Constituent Corporations. Such property shall include the interest of Georgia Belle Plantation in its wholly owned subsidiaries Bell Plantation, Inc. and Bell Bio-Energy, Inc. The title to any real estate vested by deed or otherwise in any of them shall not be impaired in any way by reason of such merger. All rights of creditors and liens upon the property of the parties hereto shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the parties shall henceforth attach to and be the liabilities of the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it. Any claim existing or action or proceeding pending by or against the Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Entity may be substituted in any such action or proceeding. If at any time the Surviving Entity shall consider or be advised that any further assignments, assurances in law, or other acts or instruments are necessary or desirable to vest, perfect, or confirm in the Surviving Entity the title to any property or rights of the Constituent Corporations, the Constituent Corporations and their proper officers and directors shall and will do all such acts and things as may be necessary or proper to vest, affect, or confirm title to such property or rights in the Surviving Entity and otherwise to carry out the purposes of this Plan of Merger.

(d) Directors and Officers of the Surviving Entity. The members of the board of directors and officers of BP Holdings in office on the Effective Date shall continue in office, and each shall be the members of the board of directors and officers of the Surviving Entity for their respective terms of office, to hold office until their successors are elected or appointed and qualified.

3. Manner and Basis of Conversion of Shares.

(a) Shares of stock in Georgia Belle Plantation. On the Effective Date, each share held by the shareholders of Georgia Belle immediately before the Effective Date, by

virtue of the merger and without further action, shall be cancelled and retired and replaced with shares of stock in BP Holdings as set forth below in paragraph 3(c).

(b) Shares of stock in BP Holdings. On the Effective Date, each share held by the shareholders of BP Holdings immediately before the Effective Date, by virtue of the merger and without further action, shall be cancelled and retired.

(c) Conversion of Shares of Belle Plantation. On the Effective Date, by virtue of the merger and without further action, each of the 1,034,258 shares of common stock of Georgia Belle issued and outstanding immediately before the Effective Date shall be canceled and retired and converted into and become a right to receive 1,034,258 shares of common stock of the Surviving Entity pursuant to the detail set forth in Exhibit A. Each holder of certificate or certificates that immediately before the Effective Date represented outstanding common stock of Georgia Belle (i) shall surrender such certificate or certificates to BP Holdings, duly endorsed and executed as BP Holdings may require, for cancellation and (ii) receive in exchange therefor identical respective amounts of 1,034,258 shares of common stock of the Surviving Entity for each share of common stock of Georgia Belle and (iii) receive an amount of shares of preferred stock in the Surviving Entity equivalent in number to one tenth of the amount of shares of common stock received by the respective shareholder. Until so surrendered, the outstanding common stock of Georgia Belle to be converted into units of the Surviving Entity as provided herein may be treated by the Surviving Entity for all corporate purposes as evidencing the ownership of units of the Surviving Entity as though such surrender and conversion had taken place.

(d) Status of Shares of the Surviving Entity. All outstanding shares of the Surviving Entity following the merger and the conversion of the shares hereunder shall be validly issued, fully paid and non-assessable.

4. Miscellaneous.

The duly authorized officers of Georgia Belle and BP Holdings shall cause Certificates of Merger and such other documents as may be required under the laws of the State of Delaware and the State of Georgia to be executed and filed as may be required by the law to give effect to the merger contemplated herein, and shall cause all fees with respect thereto to be paid and all notices with respect thereto to be properly given or published. This Plan of Merger may be abandoned by the boards of directors representing the Constituent Corporations at any time prior to the filing of the Certificates of Merger as described herein.

[Signature page follows]



IN WITNESS WHEREOF, the undersigned have hereunto caused their duly authorized officers to execute and deliver this Plan and Agreement of Merger as of the day first written above.

Georgia Belle Plantation, Inc.  
a Georgia corporation

By: James C Bell  
Name: J.C. Bell  
Title: President

Bell Plantation Holdings, Inc.  
a Delaware corporation

By: James C Bell  
Name: J.C. Bell  
Title: President

2008 FEB -4 PM 2:50  
SECRETARY OF STATE  
CORPORATIONS DIVISION