

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM355807

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/09/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Verdi, LLC		09/04/2015	LIMITED LIABILITY COMPANY: WISCONSIN
RECEIVING PARTY DATA			
Name:	GLK Foods, LLC		
Street Address:	158 E. Northland Avenue		
City:	Appleton		
State/Country:	WISCONSIN		
Postal Code:	54911		
Entity Type:	LIMITED LIABILITY COMPANY: WISCONSIN		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3941784	VERDI	
CORRESPONDENCE DATA			
Fax Number:	4142735198		
<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>			
Phone:	414-273-3500		
Email:	nakees@gklaw.com		
Correspondent Name:	Nicholas A. Kees; Godfrey & Kahn, S.C.		
Address Line 1:	780 N. Water Street		
Address Line 4:	Milwaukee, WISCONSIN 53202		
ATTORNEY DOCKET NUMBER:	054545-0010		
NAME OF SUBMITTER:	Nicholas A. Kees		
SIGNATURE:	/Nicholas A. Kees/		
DATE SIGNED:	09/22/2015		
Total Attachments: 6			
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CH \$40.00 3941784

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FILING FEE \$150.00
☒ **OPTIONAL EXPEDITED SERVICE** + \$25.00

DO NOT STAPLE

Sec. 179.77,
180.1105, 181.1105,
and 183.1204
Wis. Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



ARTICLES OF MERGER

1. Non-Surviving Parties to the Merger:

Company Name: Verdi, LLC		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of Wisconsin (state or country)

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?
☐ Yes ☒ No

IMPORTANT: If you answer yes, the surviving entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the merger. **NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internet/merger.html>

Company Name:		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of (state or country)

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?
☐ Yes ☐ No

IMPORTANT: If you answer yes, the surviving entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the merger. **NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internet/merger.html>

Schedule more non-surviving parties as an additional page and indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate.

2. Surviving Entity:

Company Name: GLK Foods, LLC		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of Wisconsin (state or country)

EXCEPTION: If the merger involves only Chapter 180 business corporation
DFI/CORP/2000(05/15)

SEP - 8 2015



TRADEMARK
REEL: 005627 FRAME: 0606

3. Indicate below if the surviving entity is an indirect wholly owned subsidiary or parent:

☐ The surviving entity is a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with sec. 180.11045 and the requirements of sec. 180.11045(2) have been satisfied.

☒ The surviving entity is not a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent.

4. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104, 181.1103, 181.1104 and 183.1202, if applicable.

CONTINGENCY STATEMENT – The surviving entity of this merger is a domestic or foreign **nonstock** corporation. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable, and by a person other than the members or the board, if the approval of such person is required under s. 181.1103(2)(c).

☐ The approval of members is not required, and the Plan of Merger was approved by a sufficient vote of the board.

☒ The number of votes cast by each class of members to approve the Plan of Merger were sufficient for approval by that class.

Membership Class	Number of Memberships Outstanding	Number of Votes Entitled to be Cast	For	Against
Common	10	10	10	0

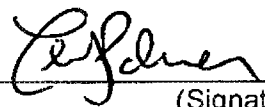
(Append or attach the **PLAN OF MERGER**, (Optional Plan of Merger template on Pages 3 & 4)

5. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on 09/09/2015 (date) at 12:00 A.M. (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

6. Executed on 09/04/2015 (date)
by the surviving entity on behalf of all parties to the merger.



(Signature)

Mark (X) below the title of the person executing the document.

For a **limited partnership**

Title: ☐ General Partner

For a **limited liability company**

Title: ☒ Member OR ☐ Manager

Thomas J. Palmer

(Printed Name)

For a **corporation**

Title: ☐ President OR ☐ Secretary
or other officer title _____

This document was drafted by: Thomas J. Palmer
(Name the individual who drafted the document)

AGREEMENT AND PLAN OF MERGER OF

VERDI, LLC

WITH AND INTO

GLK FOODS, LLC

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 4th day of September, 2015, and effective the 9th day of September, 2015 (the "Effective Date"), by and between VERDI, LLC, being a Wisconsin limited liability company, and GLK FOODS, LLC, a Wisconsin limited liability company.

WITNESSETH:

In consideration of the mutual promises hereinafter set forth, the parties hereto agree as follows:

1. The names of the limited liability companies proposing to merge are GLK Foods, LLC, a Wisconsin limited liability company, hereinafter referred to as "Foods" or the "Surviving Entity" and Verdi, LLC, a Wisconsin limited liability company, hereinafter referred to "Verdi". Verdi may also be collectively referred to herein as the Non-Surviving Entity.
2. Verdi shall merge with and into Foods and the Surviving Entity shall exist by virtue and under the laws of the State of Wisconsin. The limited liability company identity, existence, purpose, powers, franchises, rights and immunities of the Surviving Entity shall continue unaffected and unimpaired by the merger, and the limited liability company identity, existence, purpose, powers, franchises, rights and immunities of Verdi shall be merged with and into the Surviving Entity, and the Surviving Entity shall be fully vested therewith. The separate existences of the Non-Surviving Entity, except insofar as they may be continued by reason of the Wisconsin Statutes, shall cease upon the Effective Date and thereupon the Non-Surviving Entity and the Surviving Entity shall become a single entity.
3. The Articles of Organization of the Surviving Entity, as same shall exist on the Effective Date, shall be and remain the Articles of Organization of the Surviving Entity.

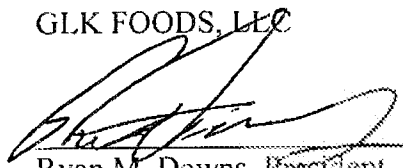
4. On the Effective Date, all of the membership interests of the Non-Surviving Entities shall be deemed to be cancelled.
5. On the effective date, Foods the sole holders of record of the membership interests of the Non-Surviving Entity shall, without further action have their membership interests cancelled due to Foods remaining as the Surviving Entity.
6. This Plan of Merger shall become effective upon the filing of Articles of Merger with the Wisconsin Department of Financial Institutions on the Effective Date (September 9, 2015). On the Effective Date, the separate existences of the Non-Surviving Entity shall cease and they shall be merged with and into the Surviving Entity in accordance with the provisions of this Plan of Merger.
7. Notwithstanding anything contained herein to the contrary, this Plan of Merger may be terminated and abandoned by the members of the Non-Surviving Entity or the Surviving Entity, at any time prior to the filing of the Articles of Merger, if the members of the Non-Surviving Entity or the Surviving Entity should decide that it would not be in the best interest of the Surviving Entity. The members of the Non-Surviving Entity and the Surviving Entity have determined that the merger would permit the Surviving Entity to realize operating economies and increased growth potential as well as other administrative and management efficiencies benefiting each limited liability company and its members.
8. Pending the completion of the merger, no distributions shall be made to the holders of the membership interests of the Non-Surviving Entity on behalf of the Non-Surviving Entity.
9. On the Effective Date, the Surviving Entity shall, without other transfer, succeed to and have all the rights, privileges, immunities and franchises, and the Surviving Entity shall be subject to all the restrictions, disabilities and duties of the Non-Surviving Entity, and all property, real, personal and mixed, and all debts due to the Non-Surviving Entity on whatever account, shall be vested in the Surviving Entity; and all property, rights, privileges, powers, franchises and each and every other interests shall effectively be thereafter the property of the Surviving Entity as said interests were of the Non-Surviving Entity.
10. The Surviving Entity shall be considered the continuation of the Non-Surviving Entities under Section 708 of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

[Signatures on the following page]

IN WITNESS WHEREOF, the Non-Surviving Entity and the Surviving Entity have executed this Agreement and Plan of Merger on the 4th day of September, 2015, which shall become effective as of the Effective Date.

SURVIVING ENTITY:

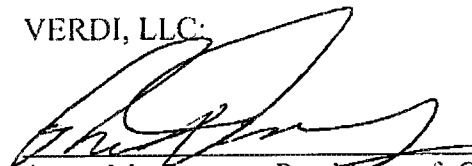
GLK FOODS, LLC



Ryan M. Downs, President

NON-SURVIVING ENTITY:

VERDI, LLC:



Ryan M. Downs, President of GLK Foods, LLC
sole member



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

ARTICLES OF MERGER - Ch. 183

GLK FOODS, LLC

Received Date: 9/4/2015

Filed Date: 9/8/2015

Filing Fee: \$150.00

Expedited Fee: \$25.00

Entity ID#: G033204

Total Fee: \$175.00

MERGING: VERDI, LLC (V023047) (WI DOMESTIC LLC) (NON-SURVIVOR)
INTO: GLK FOODS, LLC (G033204) (WI DOMESTIC LLC) (SURVIVOR)

EFFECTIVE DATE: SEPTEMBER 9, 2015
FSOI: NO

RETURN TO:
CINDY HAWLEY
FRANZOI & FRANZOI SC
514 RACINE ST
MENASHA WI 54952