

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM359113

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	08/17/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Norbest, Inc.		08/17/2015	Agricultural Cooperative Association: UTAH
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
Moroni Feed Company	08/17/2015	Agricultural Cooperative Association: UTAH	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	Moroni Feed Company		
Street Address:	15 E. 1900 S. (Feed Mill Rd.)		
City:	Moroni		
State/Country:	UTAH		
Postal Code:	84646		
Entity Type:	Agricultural Cooperative Association: UTAH		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0797869	ROAST-RITE	
CORRESPONDENCE DATA			
Fax Number:	4023461148		
<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:	(402) 231-8909		
Email:	trademarks@kutakrock.com		
Correspondent Name:	Patrick C. Stephenson		
Address Line 1:	1650 Farnam St.		
Address Line 4:	Omaha, NEBRASKA 68102		
NAME OF SUBMITTER:	Patrick C. Stephenson		
SIGNATURE:	/Patrick C. Stephenson/		
DATE SIGNED:	10/19/2015		

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Total Attachments: 6

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RECEIVED

AUG 17 2015

Utah Div. of Corp. & Comm. Code

Rept - 6105746

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into

559784-0142

ARTICLES OF MERGER

MERGER

OF

NORBEST, INC.

a Utah agricultural cooperative association

WITH AND INTO

MORONI FEED COMPANY

a Utah agricultural cooperative association

Pursuant to the provisions of Section 3-1-41 of the Utah Agricultural Cooperative Association Act (the "Utah Act"), Moroni Feed Company, a Utah agricultural cooperative association organized under Title 3 of the Utah Code ("MFC"), hereby executes the following Articles of Merger with respect to the merger of Norbest, Inc., a Utah agricultural cooperative association organized under Title 3 of the Utah Code ("Norbest") with and into MFC:

1. Attached hereto as Exhibit A, and incorporated herein by this reference, is the Agreement and Plan of Merger dated August 17, 2015 (the "**Plan of Merger**"), which sets forth the terms of the merger of Norbest with and into MFC.

2. The number of issued and outstanding shares of capital stock of Norbest consists of one (1) share of common stock (the "**Common Stock**"). MFC is the owner of the entirety of the Common Stock.

3. The Plan of Merger was mailed to the shareholder of Norbest on or before August 17, 2015.

4. This Articles of Merger was filed with the Utah Division of Corporations and Commercial Code in triplicate on August 17, 2015.

(Remainder of page intentionally left blank; signature page follows)

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
and approved on this 17 day of Aug 15
in this office of this Division and hereby issued
This Certificate thereof.

Examiner to Date 8-21-15



Kathy Berg
Kathy Berg
Division Director

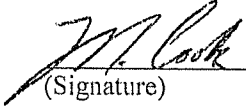
TRADEMARK

REEL: 005647 FRAME: 0962

In witness whereof, the undersigned has executed these Articles of Merger on behalf of **MORONI FEED COMPANY** on August **17**, 2015.

MORONI FEED COMPANY

By:


(Signature)

Matthew T. Cook, President & CEO
(Typed/Printed Name and Title)

AUG 17 15 PM 2:45

**EXHIBIT A
TO
ARTICLES OF MERGER**

Agreement and Plan of Merger

[see attached]

AUG 17 15 PM '45

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "**Agreement**") is entered into as of the 17th day of August, 2015 by and between Moroni Feed Company, a Utah agricultural cooperative association organized under Title 3 of the Utah Code ("**MFC**"), and Norbest, Inc., a Utah agricultural cooperative association organized under Title 3 of the Utah Code ("**Norbest**").

RECITALS

- A. MFC owns all of the issued and outstanding capital stock of Norbest.
- B. The directors of MFC and Norbest deem it advisable for good and valid business reasons and for the mutual benefit of MFC and Norbest that Norbest be merged with and into MFC (the "**Merger**") upon the terms and subject to the conditions set forth herein and in accordance with the Utah Agricultural Cooperative Association Act (as amended, the "**Utah Act**").
- C. The directors of MFC and Norbest have approved the Merger upon the terms and conditions set forth herein and in accordance with the Utah Act.
- D. It is the intention of the parties hereto that for United States federal income tax purposes the Merger be treated as a reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants, terms, and conditions contained herein, and for other good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

- 1. The Merger. At the Effective Time (as hereinafter defined), in accordance with the Utah Act, Norbest shall be merged with and into MFC, the separate existence of Norbest shall cease, and MFC shall continue as the surviving corporation (MFC, in its capacity as the corporation surviving the Merger, is sometimes referred to herein as the "**Surviving Corporation**").
- 2. Effective Time. The Merger shall become effective at 12:01 a.m. on the date Articles of Merger under the Utah Act have been filed with the Utah Division of Corporations and Commercial Code (such time is sometimes referred to herein as the "**Effective Time**").
- 3. Effect of the Merger. At the Effective Time, the Merger shall have the effect provided for in Section 3-1-37 of the Utah Act.
- 4. Articles of Incorporation and Bylaws; Directors and Officers.
 - (a) The Articles of Incorporation and Bylaws of MFC, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation at the Effective Time and shall thereafter continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation until amended as provided therein and under applicable law.

(b) The officers and directors of MFC at the Effective Time shall continue as the officers and directors of the Surviving Corporation until the first to occur of their death, resignation, removal or the election and qualification of their successors.

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any further action on the part of MFC, Norbest, or their directors or shareholders, each share of common stock of Norbest issued and outstanding immediately prior to the Effective Time will be automatically converted into one share of common stock of MFC.

6. Governing Act. Following the Merger, the Surviving Corporation shall be governed by the Utah Act.

7. Other Provisions.

(a) Governing Law. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Utah, without regard to its principles of conflicts of laws.

(b) Counterparts. This Agreement may be executed by facsimile or electronic mail, with originals to follow, and in one or more counterparts, all of which together shall constitute one and the same agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger by their duly authorized officers as of the date first above written.

Moroni Feed Company

By: *M. Cook*
Name: Matthew T. Cook
Title: President & CEO

Norbest, Inc.

By: *M. Cook*
Name: Matthew T. Cook
Title: President & CEO

AUG 17 '15 PM 3:45