

900378258 09/15/2016

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM398671

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME		
<b>EFFECTIVE DATE:</b>	12/22/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
The Malnati Organization, Inc.		12/19/2014	Corporation: ILLINOIS
<b>NEWLY MERGED ENTITY DATA</b>			
<b>Name</b>	<b>Execution Date</b>	<b>Entity Type</b>	
MOI, LLC	12/19/2014	Limited Liability Company: ILLINOIS	
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>			
<b>Name:</b>	The Malnati Organization, LLC		
<b>Street Address:</b>	3685 Woodhead Drive		
<b>City:</b>	Northbrook		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60062		
<b>Entity Type:</b>	Limited Liability Company: ILLINOIS		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1204080	MALNATI'S	
<b>Registration Number:</b>	1217915	LOU MALNATI'S	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3122366686		
<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>	312-419-8055		
<b>Email:</b>	jnoreklaw@aol.com		
<b>Correspondent Name:</b>	Joan I. Norek		
<b>Address Line 1:</b>	25 E. Washington		
<b>Address Line 2:</b>	Suite 1400		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60062		
<b>NAME OF SUBMITTER:</b>	Joan I. Norek		
<b>SIGNATURE:</b>	/jin/		
<b>DATE SIGNED:</b>	09/15/2016		

OP \$65.00 1204080

**Total Attachments: 7**

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# OFFICE OF THE SECRETARY OF STATE

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JESSE WHITE • Secretary of State

DECEMBER 22, 2014

5349-459-5

CT CORPORATION SYSTEM  
118 W EDWARDS ST  
SPRINGFIELD IL 62704

RE THE MALNATI ORGANIZATION, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND ARTICLES OF MERGER REGARDING THE ABOVE CORPORATION.

THE FILING FEE HAS BEEN RECEIVED AND CREDITED.

SINCERELY,

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

FORM **BCA 11.39** (rev. Dec. 2003)  
**ARTICLES OF MERGER**  
**BETWEEN ILLINOIS CORPORATIONS**  
**AND LIMITED LIABILITY COMPANIES**  
 Business Corporation Act

Secretary of State  
 Department of Business Services  
 Springfield, IL 62756  
 217-782-6961  
 www.cyberdriveillinois.com

**FILED**

DEC 22 2014

JESSE WHITE  
 SECRETARY OF STATE

Remit payment in the form of a check or money order payable to Secretary of State.

The filing fee is \$100, but if merger involves more than two corporations, submit \$50 for each additional corporation.

File # 5349-459-5 Filing Fee: \$ 100 Approved: [Signature]

----- Submit in duplicate ----- Type or Print clearly in black Ink ----- Do not write above this line -----

1. Names of Corporations and Limited Liability Companies proposing to merge and State or Country of organization or incorporation:

Name of Corporation Limited Liability Company	State or Country of Organization/Incorporation	Corporation File Number
<u>THE MALNATI ORGANIZATION, INC.</u>	<u>ILLINOIS</u>	<u>53494595</u>
<u>MOI, LLC</u>	<u>ILLINOIS</u>	<u>05052572</u>
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each Corporation and Limited Liability Company are organized, permit such merger.

3. a. Name of Surviving Party: MOI, LLC  
 b. Corporation or Limited Liability Company shall be governed by the laws of: ILLINOIS

For more space, attach additional sheets of this size.

4. Plan of merger is as follows:  
 SEE EXHIBIT A ATTACHED HERETO.

5. Plan of merger was approved, as to each Limited Liability Company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows

Mark an "X" in one box only for each Illinois Corporation.

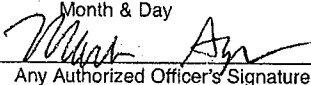
Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 (§11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
The Malnati Organization, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if survivor is an Illinois Corporation or an Illinois Limited Liability Company.

It is agreed that, upon and after the filing of Articles of Merger by the Secretary of State of the State of Illinois:

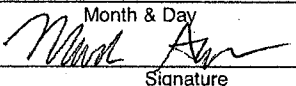
- a. The surviving Limited Liability Company may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving Limited Liability Company.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving Limited Liability Company to accept service of process in any such proceedings, and
- c. The surviving Limited Liability Company will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. a. The undersigned Corporations have caused this statement to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in **BLACK INK**.

Dated December 19, 14 THE MALNATI ORGANIZATION, INC.  
Month & Day Year Exact Name of Corporation  
  
Any Authorized Officer's Signature  
Mark Agnew, President  
Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year Exact Name of Corporation  
 \_\_\_\_\_  
Any Authorized Officer's Signature  
 \_\_\_\_\_  
Name and Title (type or print)

7. b. The undersigned Limited Liability Companies have caused this statement to be signed by their duly authorized person, who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in **BLACK INK**.

Dated December 19, 14 MOI, LLC  
Month & Day Year Exact Name of Limited Liability Company  
  
Signature  
Mark Agnew, President of Maltnati Holdings, Inc., Manager  
Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year Exact Name of Limited Liability Company  
 \_\_\_\_\_  
Signature  
 \_\_\_\_\_  
Name and Title (type or print)

**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**THE MALNATI ORGANIZATION, INC.**  
**AN ILLINOIS CORPORATION**  
**AND**  
**MOI, LLC,**  
**AN ILLINOIS LIMITED LIABILITY COMPANY**

Agreement and Plan of Merger, dated as of December 19, 2014 between The Malnati Organization, Inc., an Illinois corporation ("MOI"), and MOI, LLC, an Illinois limited liability company.

**WHEREAS**, MOI and MOI, LLC are each wholly-owned by Malnati Holdings, Inc., an Illinois corporation ("MHI"); and

**WHEREAS**, MHI has (a) determined that it is advisable and to the advantage of said entities that MOI merge with and into MOI, LLC upon the terms and conditions herein provided, and (b) approved and adopted this Agreement and Plan of Merger.

**NOW, THEREFORE**, in consideration of the premises and the mutual agreements herein contained, the parties hereto agree as follows:

**1. MERGER**

1.1 Merger. In accordance with the provisions of this Agreement and Plan of Merger, the Illinois Business Corporation Act of 1983, as amended ("IBCA"), and the Illinois Limited Liability Company Act, as amended (collectively with the IBCA, the "Illinois Acts"), MOI shall be merged (the "**Merger**") with and into MOI, LLC and MOI, LLC shall be the surviving entity after the Merger (the "**Surviving LLC**").

1.2 Filing and Effectiveness. The Merger shall be effective at the time of filing of articles of merger with the Illinois Secretary of State in accordance with the Illinois Acts (the "**Effective Time**").

1.3 Articles of Organization. The Articles of Organization of MOI, LLC as in effect at the Effective Time shall continue in full force and effect as the Articles of Organization of the Surviving LLC except that Article 1 relating to the name of the Surviving LLC is hereby amended to read as follows upon the Effective Time of the merger:

"1. Limited Liability Company Name: The Malnati Organization, LLC."

1.4 Operating Agreement. The Operating Agreement of MOI, LLC as in effect at the Effective Time shall continue in full force and effect as the Operating Agreement of the Surviving LLC.

1.5 Conversion; Cancellation of Interests. The sole stockholder of MOI, being the sole member of MOI, LLC, shall not receive any consideration in connection with the Merger, and all issued and outstanding shares of capital stock of MOI shall be cancelled at the Effective Time. The issued and outstanding units of membership interest of New LLC shall remain issued and outstanding following the Effective Time.

1.6 Manager. The manager of MOI, LLC shall remain the manager of the Surviving LLC immediately after the Effective Time.

1.7 Effect of Merger. At the Effective Time, the separate existence of MOI shall cease and MOI, LLC, as the Surviving LLC, shall (a) continue to possess all of its rights and property as constituted immediately prior to the Effective Time and shall succeed, without other transfer, to all of the rights and property of MOI and (b) continue to be subject to all of the debts and liabilities as constituted immediately prior to the Effective Time and shall succeed, without other transfer, to all of the debts and liabilities of MOI in the same manner as if MOI, LLC had itself incurred them, all as more fully provided under the applicable provisions of the Illinois Acts.

## 2. GENERAL

2.1 Amendment or Waiver. As permitted by applicable law, the parties hereto may amend, modify or supplement this Agreement and Plan of Merger, or waive any provisions thereof, in such manner as may be agreed upon by the parties in writing at any time prior to the filing of the Articles of Merger.

2.2 Abandonment. At any time before the Effective Time, this Agreement and Plan of Merger may be terminated and the Merger may be abandoned for any reason whatsoever by written consent the sole member of MOI, LLC or the sole shareholder of MOI, or both.

2.3 Conditions of Merger. The Merger will be subject to the adoption and approval of this Agreement and Plan of Merger by the sole member of MOI, LLC and the sole shareholder of MOI in accordance with the requirements of the Illinois Acts.

2.4 Agreement. Executed copies of this Agreement and Plan of Merger will be on file at the principal place of business of the Surviving LLC, 3685 Woodhead Drive, Northbrook, Illinois 60062 and copies thereof will be furnished to any member of the LLC or any shareholder of MOI, upon request and without cost.

2.5 Governing Law. This Agreement and Plan of Merger shall in all respects be construed, interpreted and enforced in accordance with and governed by the law of the State of Illinois.

2.6 Counterparts. In order to facilitate the filing and recording of this Agreement and Plan of Merger, if filed, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

*(Signatures on Following Page)*



**IN WITNESS WHEREOF**, this Agreement and Plan of Merger, having first been approved by resolution of the sole member of MOI, LLC and the sole shareholder of MOI, is hereby executed on behalf of each said entity by their respective representatives thereunto duly authorized.

THE MALNATI ORGANIZATION, INC., an Illinois corporation

By: Mark Agnew  
Mark Agnew, President

MOI, LLC, an Illinois limited liability company

By: Malnati Holdings, Inc., an Illinois corporation, its Manager

By: Mark Agnew  
Mark Agnew, President

*Signature Page to Agreement and Plan of Merger of The Malnati Organization, Inc. into MOI, LLC*