

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM400986

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/01/2016

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Trupointe Cooperative, Inc.		04/11/2016	Corporation: OHIO

RECEIVING PARTY DATA

Name:	Sunrise Cooperative, Inc.
Street Address:	2025 West State Street
City:	Fremont
State/Country:	OHIO
Postal Code:	43402
Entity Type:	Corporation: OHIO

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	86142174	PERFORMANCE FROM THE GROUND UP
Serial Number:	86374239	STANDUP
Registration Number:	4635853	CUSTOMER DRIVEN. SHARED SUCCESS.
Registration Number:	4316588	GROLAND
Registration Number:	4032182	PCT PROGRESSIVE CROP TECHNOLOGY
Registration Number:	4272268	SEASONMAX
Registration Number:	4328603	TRUPOINTE
Registration Number:	4419411	TRUSELECT
Registration Number:	4761903	YIELDASSURE

CORRESPONDENCE DATA

Fax Number: 8132291660

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.

Phone: 8132272243

Email: ttimmerman@slk-law.com

Correspondent Name: J. Todd Timmerman

Address Line 1: 101 East Kennedy Boulevard

Address Line 2: Suite 2800

Address Line 4: Tampa, FLORIDA 33602

TRADEMARK

NAME OF SUBMITTER:	J. Todd Timmerman
SIGNATURE:	/J. Todd Timmerman/
DATE SIGNED:	10/05/2016
Total Attachments: 13 source=Sunrise-Trupointe Merger#page1.tif source=Sunrise-Trupointe Merger#page2.tif source=Sunrise-Trupointe Merger#page3.tif source=Sunrise-Trupointe Merger#page4.tif source=Sunrise-Trupointe Merger#page5.tif source=Sunrise-Trupointe Merger#page6.tif source=Sunrise-Trupointe Merger#page7.tif source=Sunrise-Trupointe Merger#page8.tif source=Sunrise-Trupointe Merger#page9.tif source=Sunrise-Trupointe Merger#page10.tif source=Sunrise-Trupointe Merger#page11.tif source=Sunrise-Trupointe Merger#page12.tif source=Sunrise-Trupointe Merger#page13.tif	



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/04/2016	201612403518	Merger (MER)	1952.75	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

BECE LLP
CAROLYN ESELGROTH
7529 SAWMILL RD.
DUBLIN, OH 43016

**STATE OF OHIO
CERTIFICATE**

**Ohio Secretary of State, Jon Husted
765157**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

SUNRISE COOPERATIVE, INC.

and, that said business records show the filing and recording of:

Document(s)

Merger

Document No(s):

201612403518

Effective Date: 09/01/2016



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
4th day of May, A.D. 2016.

Ohio Secretary of State

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/04/2016	201612403518	MERGED OUT OF EXISTENCE (MEX)	0.00	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

BECE LLP
CAROLYN ESELGROTH
7529 SAWMILL RD.
DUBLIN, OH 43016

**STATE OF OHIO
CERTIFICATE**

**Ohio Secretary of State, Jon Husted
1959453**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

TRUPOINTE COOPERATIVE, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Effective Date: 09/01/2016

Document No(s):

201612403518



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
4th day of May, A.D. 2016.

Jon Husted
Ohio Secretary of State



Form 551 Prescribed by:

JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-767-3453)

Central Ohio: (614) 466-3910

www.OhioSecretaryofState.gov

busserv@OhioSecretaryofState.gov

File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)

P.O. Box 1390
Columbus, OH 43216

Certificate of Merger

Filing Fee: \$99

(154-MER)

Forms Must Be Typed

2016 APR 22 AM 8:28

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

Sunrise Cooperative, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

[Empty box for name change]

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

1. Domestic (Ohio entity) Foreign (Non-Ohio Entity)

[Empty box for jurisdiction]

Jurisdiction of formation

2. Charter/Registration/License Number

765157

(If licensed in Ohio as domestic or foreign)

3. For-Profit Corporation

Nonprofit Corporation *1729 cooperative association*

For-Profit Limited Liability Company

Nonprofit Limited Liability Company

Partnership

Limited Partnership

Limited Liability Partnership

Unincorporated Nonprofit Association

RECEIVED
MAY -2 AM 11:50
CLIENT SERVICE CENTER

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

Entity Name	Ohio Charter/License/Registration Number	Jurisdiction of Formation	Type of Entity
Trupointe Cooperative, Inc.	1959453	Ohio	1729 co-op

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

George Secor
Name

P.O. Box 870
Mailing Address

Fremont
City

OH
State

43420
Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on September 1, 2016 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.

If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served. *Required by 1729.38(A)(1)(e).*

George Secor

Name

2025 W. State Street

Mailing Address

Fremont

City

Ohio

State

43420

Zip Code

VIII. AMENDMENTS

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

 Amendments are attached No Amendments**IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE**

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing

Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552

Foreign Qualifying Limited Liability Company - Form 533B

Foreign Qualifying Limited Partnership - Form 531B

Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Sunrise Cooperative, Inc.
Name of entity

By: *Pete Hazel*
Signature

Its: Pete Hazel, Chairman
Title

Trupointe Cooperative, Inc.
Name of entity

By: *John Lowry*
Signature

Its: John Lowry, Chairman
Title

Tracy Alexander
TRACY A. ALEXANDER
NOTARY PUBLIC, STATE OF OHIO
My Commission Expires Feb. 20, 2019



Name of entity

By: Signature

Its: Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

Trupointe Cooperative, Inc.

Name of Corporation

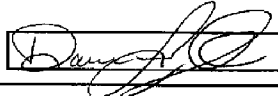
The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

1729.26

Agency	Date Notified	Agency	Date Notified
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215 *Only required for domestic for-profit corporations 1729.55 (H)	04/08/2016	Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-468-2319 Overnight: P.O. Box 182413 Columbus, OH 43218-2413 1729.55 (H)	04/05/2016 Regular: P.O. Box 182413 Columbus, OH 43218-2413
Ohio Department of Taxation Taxpayer Services Division/Tax Release Unit PO Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us *Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. [see* note below] 1729.55 (H)	04/05/2016	<input checked="" type="checkbox"/> The corporation is not required to pay or the department of taxation has not assessed any personal property tax.	

*Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature:  Title: CFO and Treasurer

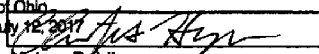
Name: Darren Langhals

Mailing Address: 215 Looney Road

City: Piqua State: OH Zip Code: 45356

Sworn to and subscribed in my presence on 04/11/16 Date



CHRISTOPHER HAGER
Notary Public, State of Ohio
My Commission Expires July 12, 2017

Notary Public

Commission Expires 07/12/17 Date

AFFIDAVIT OF PERSONAL PROPERTY

State of

County of

Name of Officer

Title of Officer

of
Name of Corporation

and that this affidavit is made in compliance with Section of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

- Has no personal property in any county in Ohio
- Is the type required to pay personal property taxes to state authorities only
- Has personal property in the following county (ies)

Darke, Warren

Signature:

Title:

Sworn to and subscribed in my presence on Date



CHRISTOPHER HAGER
Notary Public, State of Ohio
My Commission Expires July 12, 2017

Notary Public

Expiration date of Notary Public's Commission Date

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUNRISE COOPERATIVE, INC.
(THE "ASSOCIATION")

Article 1
Name

The name of the Association is Sunrise Cooperative, Inc.

Article 2
Principal Place of Business

The principal place of business of the Association is in the City of Fremont, Sandusky County, Ohio.

Article 3
Purpose, Powers

3.1 Purpose. The purpose of the Association is to associate producers and others to provide them economic benefit through joint action in procuring supplies, services and equipment and in marketing products they produce. The primary purposes of the Association and the general nature of its business are to market grain, procure crop and livestock production inputs, distribute petroleum fuels, and provide related services, supplies and equipment for its Members and other persons. The Association may engage in any other lawful business or activity for which an association may be organized under Chapter 1729 of the Ohio Revised Code (the "Ohio Cooperative Law").

3.2 Powers. The Association is a cooperative association organized under the "Ohio Cooperative Law". It has all powers and rights conferred on cooperative associations by the Ohio Cooperative Law. These powers include, without limitation, the power to form, acquire or hold an interest in any corporation or other entity; the power to enter into partnerships, joint ventures and other business relationships; and the power to act as statutory agent for any corporation, association, or limited liability company.

Articles of Incorporation

Article 4 Capital

4.1 Capital Stock. The Association is a cooperative association with capital stock, divided into shares and classes as follows:

- (a) Common -- 12,500 shares Common with par value of \$100 per share.
- (b) A Preferred -- 7,500 shares A Preferred with par value of \$50 per share.
- (c) B Preferred -- 1,000,000 shares B Preferred with a par value of \$100 per share.

4.2 Common Stock.

- (a) Eligible Holder. Common stock may be issued by the Association, or sold or transferred by the holder, only to a Producer or Cooperative who or which has been admitted to Voting Membership in the Association. "Producer" means a person engaged in the production of agricultural products for the market, including lessors of property used for the production of agricultural products for the market who receive as rent part of the agricultural product. "Cooperative" means a Producer-controlled entity that operates on a cooperative basis.
- (b) Ineligible Holder. If a person who is not a Voting Member acquires Common stock, or a holder of Common stock becomes ineligible for Voting Membership, the holder will have no vote in the affairs of the Association. The Association may purchase Common stock from an ineligible holder at the lesser of its par value or book value or convert the share(s) to Equity Credits with Stated Value equal to the par value of the Common stock. If the holder does not deliver the certificate for the Common stock, the Association may cancel the certificate in its records and issue Equity Credits in replacement.

4.3 Preferred Stock.

- (a) Eligible Holders. Shares of A Preferred and B Preferred stock may be issued or transferred to any person subject to the terms and conditions of these Articles.
- (b) B Preferred Stock in Series. B Preferred Stock may be issued in separate series of one or more shares as designated by the Board of Directors.
- (c) Evidence of Non-Voting Membership. A Preferred stock may be issued to eligible persons as evidence of Non-Voting Membership.

4.4 Equity Credits. The Association may issue Equity Credits that represent ownership of a stated portion ("Stated Value") of the Association's capital. Equity Credits have no preference over other Equity Credits. Equity Credits will not be issued for less consideration than their Stated Value. Equity Credits may be issued as evidence of Patronage Refunds or Per Unit

Articles of Incorporation

Retains as defined and provided for in the Bylaws or any other purpose for which an equity interest in the Association may be issued. Equity Credits will not be issued when, in the aggregate, the par value of capital stock and the Stated Value of Equity Credits then issued and outstanding equal or exceed the Association's net worth. Subject to the terms and restrictions of these Articles, Equity Credits may be issued or transferred to any person. Equity Credits may be subject to charges for net losses of the Association as provided in the Bylaws.

4.5 Dividends on Capital Stock and Equity Credits.

- (a) B Preferred. When the Board of Directors designates a series of B Preferred stock, the Board of Directors must establish dividend rights, if any, for the series. Dividends on B Preferred stock may be cumulative or noncumulative and may not exceed 10% of par value per annum. The right to payment of dividends on any series of B Preferred stock must have equal preference with the right to payment of dividends on other series of B Preferred stock.
- (b) Common, A Preferred, Equity Credits. The Association will not pay dividends on Common stock, A Preferred stock, or Equity Credits.
- (c) Condition of Payment of Dividend. The Association must be able to confirm the current address and status of a holder before it will pay dividends declared and payable on the Association's capital stock. If, after reasonable inquiry, the Association cannot confirm the current address and status of a holder, the Association will not pay any dividends that may be declared and payable on the capital stock held by that holder.

4.6 Transfer of Capital Stock and Equity Credits. Shares of capital stock and Equity Credits issued by the Association may not be transferred except with written consent of the Board of Directors.

4.7 Redemption of Stock and Equity Credits. Shares of capital stock and Equity Credits issued by the Association may be redeemed at such time, in such manner, and in such order as determined by the Board of Directors. Capital stock and Equity Credits must be redeemed at par value (Stated Value, in the case of Equity Credits) or book value, whichever is less, except as otherwise provided in Article 4.8 of these Articles when the Association asserts its right of lien and offset with respect to capital stock or Equity Credits. If an affected stockholder is entitled to receive fair cash value for any of the Association's capital stock or Equity Credits under the Ohio Cooperative Law, "fair cash value" will be the lesser of par value (Stated Value, in the case of Equity Credits) or book value of the stock or Equity Credits, unless otherwise expressly provided in a written subscription for the capital stock or Equity Credits.

4.8 Lien and Right of Offset. The Association has a first lien and security interest in all capital stock, dividends on capital stock, Patronage Refunds, and Equity Credits for all debts or other obligations of the respective holder or owner to the Association. At the option of the Board of Directors, the Association may offset the amount of any dividends and the present value (based on the Association's history of equity redemption) of capital stock, Patronage Refunds,

Articles of Incorporation

and Equity Credits against the debt or obligation; but nothing in these Articles gives the holder or owner any right to require an offset.

4.9 Patronage Refunds. The Net Margins (savings) of the Association in excess of "Association Net Margins" (as the term is described in the Bylaws) must be distributed annually to the Association's Patrons as Patronage Refunds on the basis of Patronage Transactions. The calculation, allocation, and distribution of Net Margins must be defined and provided for in the Bylaws.

4.10 Condition of Forfeiture. As provided and permitted in the Ohio Cooperative Law, the Association may effect forfeiture to the Association of all Patronage Refunds, capital stock, dividends on capital stock, and Equity Credits allocated, declared or issued by the Association to a person whose current address and status cannot be confirmed by the Association.

Article 5
Membership

5.1 Member Eligibility. The Association may admit as Voting Members only eligible persons.

(a) Voting Members. To be eligible for Voting Membership in the Association a person must:

- (i) Be a Producer or Cooperative as defined in these Articles,
- (ii) Agree to become and remain an active Patron of the Association,
- (iii) Be accepted to Voting Membership by the Board of Directors, and
- (iv) Acquire a share of the Association's Common stock.

(b) Non-Voting Members. The Association may admit as Non-Voting Members other persons who:

- (i) Agree to become and remain an active Patron of the Association,
- (ii) Are accepted to Non-Voting Membership by the Board of Directors, and
- (iii) Acquire a share of the Association's A Preferred stock.

5.2 Further Definition of Members. The Bylaws may further define and restrict Membership in the Association.

5.3 Voting. The Voting Members exercise the voting control of the Association. Each Voting Member is entitled to one vote on any matter submitted to a vote of the Members. Membership or ownership of capital stock or other equity interests in the Association does not

Articles of Incorporation

otherwise confer upon the holder any voting rights in the Association, except that affected stockholders are entitled to notice and participation in matters to be decided by the Members only as provided in the Ohio Cooperative Law. Absentee Votes may be cast as provided in the Bylaws. Cumulative voting and voting by proxy are not permitted.

Article 6

Board of Directors

Government of the Association and the management of its affairs are vested in a Board of Directors. The Bylaws must prescribe the number, terms and manner of selection of Directors.

Article 7

Dissolution

If the Association dissolves, liquidates or winds up its affairs, whether voluntarily or involuntarily, any property remaining after all creditors have been paid will belong to and be distributed to the Members, equity holders, and Patrons as follows:

First: to the holders of B Preferred stock, in equal preference, the par value of their shares.

Then: to the holders of Common stock, A Preferred stock, and Equity Credits, in equal preference, the par value or Stated Value, as the case maybe, of their holdings;

Then: any property remaining to the Members as Patrons on the basis of their respective aggregate Patronage Transactions over the previous 10 years as shown by the records of the Association.

Article 8

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by an affirmative vote of 60% of those Voting Members who vote on the amendment. Notice of any proposal to amend these Articles of Incorporation must include the text of the proposed amendment.

These Amended and Restated Articles of Incorporation supersede and replace all prior Articles of Incorporation of Sunrise Cooperative, Inc. and Trupointe Cooperative, Inc., the Constituent Cooperatives, and will become effective on September 1, 2016, the Effective Date of merger of the Constituent Cooperatives under a certain Agreement of Merger dated January 5, 2016, as adopted by the affirmative votes of more than 60% of the Constituent Cooperatives' members voting.