

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM423251

| | | | |
|---|---------------------------------|-----------------------|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER AND CHANGE OF NAME | | |
| EFFECTIVE DATE: | 01/01/2017 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| AMIP, LLC | | 12/22/2016 | Corporation: UTAH |
| NEWLY MERGED ENTITY DATA | | | |
| Name | Execution Date | Entity Type | |
| Albion International, Inc. | 12/22/2016 | Corporation: NEVADA | |
| MERGED ENTITY'S NEW NAME (RECEIVING PARTY) | | | |
| Name: | Albion Laboratories, Inc. | | |
| Street Address: | 67 South Main Street, Suite 100 | | |
| Internal Address: | Kylie Jones | | |
| City: | Layton | | |
| State/Country: | UTAH | | |
| Postal Code: | 84041 | | |
| Entity Type: | Corporation: NEVADA | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5178013 | NORIVANT | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | | | |
| <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: | 801-820-1128 | | |
| Email: | Kjones@balchem.com | | |
| Correspondent Name: | Albion Laboratories, Inc. | | |
| Address Line 1: | 67 South main street, Suite 100 | | |
| Address Line 2: | Kylie Jones | | |
| Address Line 4: | Layton, UTAH 84041 | | |
| NAME OF SUBMITTER: | Kylie Jones | | |
| SIGNATURE: | /Kylie Jones/ | | |
| DATE SIGNED: | 04/11/2017 | | |

OP \$40.00 5178013

Total Attachments: 7

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140105



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

| | |
|--|---|
| Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada | Document Number 20160563549-91 |
| | Filing Date and Time 12/28/2016 9:40 AM |
| | Entity Number C125-1984 |

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Articles of Merger
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

Albion Laboratories Inc.

Name of merging entity

Utah

Jurisdiction

Corporation

Entity type *

Albion Liquid Products, Inc.

Name of merging entity

Utah

Jurisdiction

Corporation

Entity type *

Albion Manufacturing Technologies, Inc.

Name of merging entity

Utah

Jurisdiction

Corporation

Entity type *

Albion Plant Nutrition, LLC

Name of merging entity

Utah

Jurisdiction

Limited liability company

Entity type *

and,

Albion International, Inc.

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1
Revised: 1-5-15



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

3) Choose one:

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2
 Revised: 1-5-15



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(b) The plan was approved by the required consent of the owners of*:

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 3
 Revised: 1-5-15



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 Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 4
 Revised: 1-5-15



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Articles of Merger
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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

Article ONE of the Articles of Incorporation of Albion International, Inc. shall be, and hereby is, amended to read as follows: "The name of the Corporation shall be Albion Laboratories, Inc."

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: Time:

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5
 Revised: 1-5-15



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Articles of Merger
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 Page 6

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

Albion Laboratories Inc. by Ted Harris
 Name of merging entity
 X Ted Harris President 12/22/16
 Signature Title Date

Albion Liquid Products, Inc. by Ted Harris
 Name of merging entity
 X Ted Harris President 12/22/16
 Signature Title Date

Albion Manufacturing Technologies, Inc. by Ted Harris
 Name of merging entity
 X Ted Harris President 12/22/16
 Signature Title Date

Albion Plant Nutrition, LLC by Ted Harris
 Name of merging entity
 X Ted Harris President 12/22/16
 Signature Title Date

and,

Albion Laboratories, Inc. by Ted Harris
 Name of surviving entity
 X Ted Harris President 12/22/16
 Signature Title Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6
 Revised: 1-5-15

Additional Sheets for Articles of Merger
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity

Name of merging entity: AMIP, LLC
Jurisdiction: Utah
Entity Type: Limited liability company

4) Owner's approval was not required from

Name of merging entity: AMIP, LLC

8) Signatures:

AMIP, LLC

By: 

Name: Ted Harris

Title: Manager