

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM436495

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	01/01/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SensoryEffects Flavor Company		12/23/2015	Corporation: DELAWARE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
Performance Chemicals & Ingredients Company	12/23/2015	Corporation: DELAWARE	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	SensoryEffects, Inc.		
Street Address:	13723 Riverport Drive, Suite 201, Suite 201		
City:	Maryland Heights		
State/Country:	MISSOURI		
Postal Code:	63043		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1727976	LEMONADE STAND	
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:	801-829-1128		
Email:	kjones@balchem.com		
Correspondent Name:	Kylie Jones		
Address Line 1:	67 S Main Street, Suite 100		
Address Line 4:	Layton, UTAH 84041		
NAME OF SUBMITTER:	Kylie Jones		
SIGNATURE:	/Kylie Jones/		
DATE SIGNED:	07/25/2017		

OP \$40.00 1727976

Total Attachments: 5

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Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SENSORYEFFECTS FLAVOR COMPANY", A DELAWARE CORPORATION,

"SENSORYEFFECTS POWDER SYSTEMS, INC.", A DELAWARE CORPORATION,

"SENSORYEFFECTS INTERNATIONAL SALES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "PERFORMANCE CHEMICALS & INGREDIENTS COMPANY" UNDER THE NAME OF "SENSORYEFFECTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2015, AT 1:13 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2016.




Jeffrey W. Bullock, Secretary of State

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SR# 20164683371

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202572467
Date: 06-28-16

TRADEMARK
REEL: 006113 FRAME: 0750

STATE OF DELAWARE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SensoryEffects Powder Systems, Inc.

SensoryEffects Flavor Company

And

SensoryEffects International Sales, Inc.

With And Into

Performance Chemicals & Ingredients Company

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Performance Chemicals & Ingredients Company, a corporation incorporated on the 13th day of April, 2006 (the "Corporation"), does hereby certify as follows:

- (1) That this Corporation owns 100% of the issued and outstanding capital stock of:
 - (i) SensoryEffects Powder Systems, Inc., a corporation incorporated on the 13th day of April, 2006, pursuant to the provisions of the General Corporation Law of the State of Delaware;
 - (ii) SensoryEffects Flavor Company, a corporation incorporated on the 31st day of January, 2008, pursuant to the provisions of the General Corporation Law of the State of Delaware; and
 - (iii) SensoryEffects International Sales, Inc., a corporation incorporated on the 23rd day of June, 2011, pursuant to the provisions of the General Corporation Law of the State of Delaware.
- (2) That this Corporation, by a Written Consent of the Sole Director dated December 22, 2015, determined to merge with and into itself said SensoryEffects Powder Systems, Inc., SensoryEffects Flavor Company and SensoryEffects International Sales, Inc., which written consent is in the following words, to wit:

WHEREAS, the Corporation owns 100% of the outstanding shares of each class of stock of (i) SensoryEffects Powder Systems, Inc., a Delaware corporation ("SEPS"), (ii) SensoryEffects Flavor Company, a Delaware corporation ("SEFC"), and (iii) SensoryEffects International Sales, Inc., a Delaware corporation ("SEIS," and each of

SEPS, SEFC and SEIS are herein sometimes referred to as a "Subsidiary" and collectively as the "Subsidiaries"); and

WHEREAS, the Board of Directors of the Corporation has determined that it is advisable and in the best interests of the Corporation that the Subsidiaries merge with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") and upon the terms and conditions herein provided.

NOW, THEREFORE, it is hereby:

RESOLVED: That each of the Subsidiaries shall be merged with and into the Corporation (the "Merger") and the separate existence of each Subsidiary shall cease. The surviving company, the Corporation, is herein sometimes referred to as the "Surviving Corporation."

RESOLVED: That the terms and conditions of the Merger are as follows:

- (a) The Merger shall become effective on January 1, 2016 (the "Effective Date").
- (b) Upon the Effective Date, the corporate name of the Corporation, as the Surviving Corporation, shall be changed to SensoryEffects, Inc.
- (c) Upon the Effective Date, the separate existence of each Subsidiary shall cease and the Corporation, as the Surviving Corporation (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date, (ii) shall be subject to all actions previously taken by its and each Subsidiary's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of each Subsidiary in the manner more fully set forth in Section 259 of the DGCL, (iv) shall continue to be subject to all of the debts, liabilities and obligations of the Corporation as constituted immediately prior to the Effective Date, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of each Subsidiary in the same manner as if the Corporation had itself incurred them, all as more fully provided under the applicable provisions of the DGCL.
- (d) Upon the Effective Date, the Certificate of Incorporation of the Corporation as in effect immediately prior to the Effective Date shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.
- (e) Upon the Effective Date, the Bylaws of the Corporation as in effect immediately prior to the Effective Date shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

(f) Upon the Effective Date, the directors and officers of the Corporation immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

(g) Upon the Effective Date, each share of the Corporation's common stock, par value \$0.01 per share, issued and outstanding or held in treasury immediately prior thereto shall remain outstanding or held in treasury as one fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation.

(h) Upon the Effective Date, each share of capital stock of each Subsidiary issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Subsidiaries, the holders of such shares or any other person, be canceled.

(i) From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of each Subsidiary such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or confirm of record or otherwise by the Surviving Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of each Subsidiary and otherwise to carry out the purposes of these resolutions, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of each Subsidiary or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

RESOLVED: That the officers of the Corporation (each an "Authorized Person") be, and each of them hereby is, authorized and empowered to prepare, execute and file such governmental filings as may be necessary or required by law in connection with the Merger, including but not limited to, the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

RESOLVED: That each Authorized Person be, and hereby is, authorized and empowered to execute and deliver such documents, and to take such actions, as such Authorized Person so acting deems necessary or appropriate to qualify the Corporation to do business as a foreign corporation in any jurisdictions and states which such Authorized person deems appropriate and necessary; to appoint all necessary agents or attorneys for service of process and to substitute new agents or attorneys for such purpose; to designate the location of all necessary statutory offices and to change the

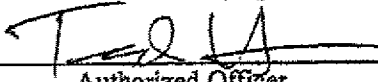
location thereof; to make and file all necessary documents and instruments in connection with any and all such qualifications, and to pay any fees associated therewith.

RESOLVED: That each Authorized Person be, and hereby is, authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation; to pay or cause to be paid all expense; and to take all such other actions as the Authorized Person shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

- (3) The effective date of the Merger shall be January 1, 2016 (the "Effective Date").
- (4) Upon the Effective Date, the corporate name of the Corporation, as the Surviving Corporation, shall be changed to SensoryEffects, Inc.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed and this certificate to be signed by an authorized officer this 23rd day of December, 2015.

Performance Chemicals & Ingredients Company

By: 
Authorized Officer

Name: TED HARRIS
Title: PRESIDENT