

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM470126

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/15/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Adams Bakery Corporation		12/15/2015	Corporation: DELAWARE
Matthew's Bread Company, Inc.		12/15/2015	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	VBC, Inc.		
Street Address:	80 Cotton Mill Hill		
City:	Brattleboro		
State/Country:	VERMONT		
Postal Code:	05301		
Entity Type:	Corporation: VERMONT		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	1208766	MATTHEW'S ALL NATURAL EST. 1979	
Registration Number:	2165741	MATTHEW'S ALL NATURAL	
Registration Number:	2272349	MATTHEW'S ALL NATURAL	
Registration Number:	1534526	THE BAKER	
CORRESPONDENCE DATA			
Fax Number:	8026581456		
<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:	8026580220		
Email:	claraeperez@gravelshea.com		
Correspondent Name:	Cassandra LaRae-Perez		
Address Line 1:	PO Box 369		
Address Line 4:	Burlington, VERMONT 05402-0369		
NAME OF SUBMITTER:	Cassandra LaRae-Perez		
SIGNATURE:	/Cassandra LaRae-Perez/		
DATE SIGNED:	04/17/2018		

OP \$115.00 1208766

Total Attachments: 7

source=DOCS-#1317073-v1-Merger of Adams Mathews Innisfree into VBC#page1.tif

source=DOCS-#1317073-v1-Merger of Adams Mathews Innisfree into VBC#page2.tif

source=DOCS-#1317073-v1-Merger of Adams Mathews Innisfree into VBC#page3.tif

source=DOCS-#1317073-v1-Merger of Adams Mathews Innisfree into VBC#page4.tif

source=DOCS-#1317073-v1-Merger of Adams Mathews Innisfree into VBC#page5.tif

source=DOCS-#1317073-v1-Merger of Adams Mathews Innisfree into VBC#page6.tif

source=DOCS-#1317073-v1-Merger of Adams Mathews Innisfree into VBC#page7.tif



**VERMONT SECRETARY OF STATE
Corporations Division**

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104
DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104
PHONE: 802-828-2386 WEBSITE: www.sec.state.vt.us

01/12/2016

MURPHY SULLIVAN KRONK
275 College Street
Burlington VT 05401

RE: Acceptance of Merger THIS IS NOT A BILL

This letter is to confirm the acceptance of the following merger:

Type of Request:
MERGER

Work Order Number	: 2013201019	Filing Number	: 2102190
Date Accepted	: 12/30/2015	Payment Received	: \$50.00
Work Order Payment Total	: \$50.00	Client ID	: 000095787

The Vermont Secretary of State
Division of Corporations
Visit us online at www.sec.state.vt.us

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

I, James C. Condos, Vermont Secretary of State, do hereby certify that according to the record of this office

MATTHEW'S BREAD COMPANY, INC.

a Delaware Company and

THE ADAMS BAKERY CORPORATION

a Delaware Company and

INNISFREE FARM LEASING COMPANY, INC.

a Vermont Company merged into

VBC, INC.

a VERMONT Company

effective in this office on December 31, 2015

The name of the surviving company after merger is:

VBC, INC.

a VERMONT Company



01/12/2016

Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital

A handwritten signature in cursive script that reads "James C. Condos".

James C. Condos
Secretary of State



**VERMONT SECRETARY OF STATE
Corporations Division**

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104
DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104
PHONE: 802-828-2386 WEBSITE: www.sec.state.vt.us

MERGER

FILING NUMBER: 0002102190
FILING DATE: 12/30/2015
EFFECTIVE DATE: 12/31/2015

BUSINESS INFORMATION	
BUSINESS ID	0077239
BUSINESS NAME	VBC, INC.
BUSINESS TYPE	Domestic Profit Corporation
BUSINESS DESCRIPTION	NONE
BUSINESS EMAIL	PGUIMOND@VERMONTBREAD.COM
ORIGIN DATE	10/3/1978



AGREEMENT AND PLAN OF MERGER
OF
MATTHEW'S BREAD COMPANY, INC., a Delaware corporation
THE ADAMS BAKERY CORPORATION, a Delaware corporation
AND
INNISFREE FARM LEASING COMPANY, INC., a Vermont corporation
WITH AND INTO
VBC, INC., a Vermont corporation

This Agreement and Plan of Merger ("Plan") is hereby adopted this 15th day of December, 2015, by VBC, INC., a Vermont corporation ("VBC" or the "Surviving Entity") and MATTHEW'S BREAD COMPANY, INC., a Delaware corporation, THE ADAMS BAKERY CORPORATION, a Delaware corporation, and INNISFREE FARM LEASING COMPANY, INC., a Vermont corporation (each a "Merging Entity" and, collectively, the "Merging Entities").

WHEREAS, the Board of Directors of VBC and the Boards of Directors of each of the Merging Entities has approved the merger of the Merging Entities with and into VBC as the Surviving Entity.

WHEREAS, VBC and each of the Merging Entities are wholly-owned subsidiaries of Koffee Kup Bakery, Inc., a Vermont corporation. Koffee Kup Bakery, Inc., as the sole shareholder of VBC and of each of the Merging Entities, has approved the merger of the Merging Entities with and into VBC as the Surviving Entity such that all of the assets and liabilities of the Merging Entities shall accrue and belong to VBC from and after the effective date of such merger.

NOW THEREFORE, in consideration of the promises and of the mutual agreements herein contained and intending to be legally bound, the parties hereto hereby agree to merge the Merging Entities into VBC, as the Surviving Entity, upon the terms and conditions below stated.

1. Parties to Merger. Each Merging Entity and Surviving Entity (which hereinafter are sometimes together referred to as the "Constituent Companies") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Plan.
2. Merger. At the Effective Time (as defined in Section 3 hereof), each Merging Entity shall be merged with and into the Surviving Entity, the separate corporate existence of each Merging Entity shall cease (except as it may be continued by operation of law) and Surviving Entity shall continue under the name "VBC, INC.", all in accordance with and subject to the terms and conditions of this Plan and pursuant to the laws of the State of Vermont and the laws of the State of Delaware.
3. Effective Time. Promptly following the execution and delivery hereof, Articles of Merger in the form of Appendix A hereto shall be properly executed and filed with the Secretary of State of the State of Vermont and with the Secretary of State of the State of Delaware, in accordance with the laws of the State of Vermont and with the laws of the State of Delaware. The Merger shall become effective at 3:00 p.m. Eastern Standard Time on December 31, 2015 (the "Effective Time").
4. Articles of Incorporation. The Articles of Incorporation of Surviving Entity shall continue be

Agreement and Plan of Merger - VBC, INC. and THE ADAMS BAKERY CORPORATION and INNISFREE FARM LEASING COMPANY, INC.



VERMONT SECRETARY OF STATE

Corporations Division

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104
DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104
PHONE: 802-828-2385 WEBSITE: www.sec.state.vt.us

FILING NUMBER:0002102190
FILING DATE:12/30/2015 12:00:00 AM

the articles of incorporation of the Surviving Entity until further amended and changed in accordance with the provisions of the laws of the State of Vermont. The Surviving Entity shall continue to be a corporation organized and governed by the laws of the State of Vermont.

5. Bylaws. The Bylaws of Surviving Entity shall continue to be the bylaws of the Surviving Entity until altered, amended or repealed in the manner therein provided and in accordance with the Articles of Incorporation of the Surviving Entity and the laws of the State of Vermont.

6. Directors and Officers. The directors and officers of Surviving Entity shall continue to be the directors and officers of the Surviving Entity; each such director and officer shall hold office until his or her resignation or removal, in accordance with the Articles of Incorporation and Bylaws of the Surviving Entity and the laws of the State of Vermont.

7. Effect of Merger. The Merger shall have the effects specified in Title 11A, Chapter 11 of the Vermont Statutes Annotated (including, without limitation, those enumerated in 11A V.S.A. § 11.06) and the effects specified in Title 8, Chapter IX of the Delaware Code and, at the Effective Time, the Surviving Entity shall possess all the rights, privileges, powers and franchises, of a public and of a private nature, and shall be subject to all the restrictions, disabilities and duties, of each of the Constituent Companies; and all and singular, the rights, privileges, powers and franchises of each Constituent Entity, and all property, real, personal and mixed, and all debts due to each Constituent Entity on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Companies shall be vested in the Surviving Entity; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the Constituent Companies, and the title to any real estate vested by deed or otherwise in any of the Constituent Companies shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of each Constituent Entity shall be preserved unimpaired and all debts, liabilities and duties of the Constituent Companies shall thenceforth attach to the Surviving Entity, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

8. Further Assurances. Each Merging Entity shall at any time, or from time to time, as and when requested by the Surviving Entity or by its successors and assigns, execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of the Surviving Entity, all such conveyances, assignments, transfers, deeds or other instruments, and shall take or cause to be taken such further or other action as the Surviving Entity or its successors or assigns may deem required or convenient in order to evidence the transfer, vesting or devolution of any property, right, privilege, power or franchise, or to vest or perfect in or confirm to the Surviving Entity or its successors and assigns title to and possession of all the properties, rights, privileges, powers and franchises referred to herein and otherwise to carry out the intents and purposes hereof.

9. Ownership Interests. At the Effective Time:

(a) Each share of capital stock of each Merging Entity issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled, retired and cease to exist and no capital stock of Surviving Entity, cash or other consideration shall be paid or delivered in exchange therefor; and

(b) Each share of capital stock of the Surviving Entity issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the



VERMONT SECRETARY OF STATE

Corporations Division

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104
DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104
PHONE: 802-226-2385 WEBSITE: www.sec.state.vt.us

FILING NUMBER:0002102190
FILING DATE:12/30/2015 12:00:00 AM

ARTICLES OF MERGER
OF
MATTHEW'S BREAD COMPANY, INC., a Delaware corporation
THE ADAMS BAKERY CORPORATION, a Delaware corporation
AND
INNISFREE FARM LEASING COMPANY, INC., a Vermont corporation
WITH AND INTO
VBC, INC., a Vermont corporation

Pursuant to Title 11A, Chapter 11 of the Vermont Statutes Annotated and pursuant to Title 8, Chapter IX of the Delaware Code, the undersigned corporations submit the following for filing:

1. A Plan of Merger has been duly adopted providing for the merger of MATTHEW'S BREAD COMPANY, INC., a Delaware corporation, THE ADAMS BAKERY CORPORATION, a Delaware corporation, and INNISFREE FARM LEASING COMPANY, INC., a Vermont corporation, with and into VBC, INC., a Vermont corporation, resulting in VBC, INC., a Vermont corporation, being the surviving entity.

2. The Plan of Merger has been approved by Koffee Kup Bakery, Inc., a Vermont corporation, being the sole shareholder of each constituent corporation, and has been approved by the board of directors of each constituent corporation.

3. The merger shall become effective at 3:00 p.m. Eastern Standard Time on December 31, 2015.

Dated: December 15, 2015.

VBC, INC.

MATTHEW'S BREAD COMPANY, INC.

By: [Signature]
Authorized Agent

By: [Signature]
Authorized Agent

THE ADAMS BAKERY CORPORATION

By: [Signature]
Authorized Agent

INNISFREE FARM LEASING COMPANY, INC.

By: [Signature]
Authorized Agent

