### TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2

ETAS ID: TM505115

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	12/31/2018

#### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Icon Group, LLC		12/31/2018	Limited Liability Company: VERMONT

#### **NEWLY MERGED ENTITY DATA**

Name	Execution Date	Entity Type
Novel Ingredient Services, LLC	12/31/2018	Corporation: NEW JERSEY

### MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Novel Ingredient Services, LLC
Street Address:	259 Prospect Plains Road, Building A
City:	Cranbury
State/Country:	NEW JERSEY
Postal Code:	08512
Entity Type:	Limited Liability Company: NEW JERSEY

#### **PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	3842199	SYNETRIM
Registration Number:	4202660	WELLTRIM

#### CORRESPONDENCE DATA

Fax Number: 8028627512

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: 802-863-2375 Email: tmip@drm.com **Correspondent Name:** Peter Kunin

Address Line 1: Downs Rachlin Martin PLLC Address Line 2: 199 Main Street, PO Box 190 Address Line 4: Burlington, VERMONT 05402-0190

NAME OF SUBMITTER: Peter Kunin

> **TRADEMARK** REEL: 006523 FRAME: 0401

900480751

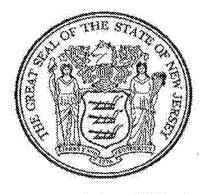
SIGNATURE:	/peter kunin/
DATE SIGNED:	01/09/2019
Total Attachments: 20	
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# STATE OF NEW JERSEY DEPARTMENT OF TREASURY FILING CERTIFICATION (CERTIFIED COPY) 0600110561

### NOVEL INGREDIENT SERVICES, LLC

I, the Treasurer of the State of New Jersey, do hereby certify, that the above named business did file and record in this department the below listed document(s) and that the foregoing is a true copy of the Certificate of Merger Filed in this office December 4, 2018 as the same is taken from and compared with the original(s) filed in this office on the date set forth on each instrument and now remaining on file and of record in my office.



Certificate Number: 141030294

Verify this certificate online at

https://www.l.state.nj.us/TYTR\_StandingCert/JSP/Verify\_Cert.jsp

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 7th day of December, 2018

Lite of Meson

Elizabeth Maher Muolo State Treasurer

Page 1 of 1.

CERTIFICATE OF MERGER

DEC - 4 2018

OF

STATE TREASURER

FILED

INNOPHOS NUTRITION, INC.

AND
TRADEWORKS GROUP, INC.

AND
ICON GROUP, LLC

AND
NUTRAGENESIS, LLC
WITH AND INTO

#### NOVEL INGREDIENT SERVICES, LLC

To the Department of the Treasury of the State of New Jersey

Pursuant to the provisions of Section 14A of the New Jersey Business Corporation Act and Title 42 of the New Jersey Revised Uniform Limited Liability Company Act, it is hereby certified that:

- 1. The names of the merging companies are Innophos Nutrition, Inc., a business corporation organized under the laws of the State of Delaware ("Innophos Nutrition"), Tradeworks Group, Inc., a business corporation organized under the laws of the State of Delaware ("Tradeworks Group"), ICON Group, LLC, a limited liability company organized under the laws of the State of Vermont ("ICON Group") and NutraGenesis, LLC, a limited liability company organized under the laws of the State of Vermont ("NutraGenesis"), collectively, the "Merging Companies", with and into Novel Ingredient Services, LLC, a limited liability company organized under the laws of the State of New Jersey (the "Merger").
- 2. The name of the surviving company is Novel Ingredient Services, LLC, a limited liability company organized under the laws of the State of New Jersey ("Surviving Company").
- 3. Annexed hereto and made a part hereof is the Agreement and Plan of Merger ("Plan of Merger") for Merging Companies with and into Novel Services as approved by the sole stockholder and Board of Directors of Innophos Nutrition and Tradeworks Group and the sole member and managers of ICON Group, NutraGenesis and Novel Services.
- 4. The number of shares of Innophos Nutrition which were entitled to vote at the time of the approval of the Plan of Merger by its sole stockholder is 100 shares of common stock, all of which are of one class.

The sole stockholder of Innophos Nutrition entitled to vote approved the Plan of Merger pursuant to its written consent without a meeting of the sole stockholder; and the number of

25397961.1

shares represented by such consent is 100 shares. The date of said consent and approval was November 21, 2018.

5. The number of shares of Tradeworks Group which were entitled to vote at the time of the approval of the Plan of Merger by the sole stockholder is 150 shares of common stock, all of which are of one class.

The sole stockholder of Tradeworks Group entitled to vote approved the Plan of Merger pursuant to its written consent without a meeting of the sole stockholder; and the number of shares represented by such consent is 150 shares. The date of said consent and approval was November 21, 2018.

- 6. The applicable provisions of the laws of the jurisdiction of organization of each of the Merging Companies and the Surviving Company regarding the Merger into Novel Services have been complied with.
- 7. Novel Services hereby agrees that it will promptly pay to the dissenting stockholder of Innophos Nutrition and/or Tradeworks Group the amount, if any, to which they are entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting stockholder.
- 8. Novel Services will continue its existence as the Surviving Company under its present name pursuant to the provisions of the laws of the State of New Jersey.

[Execution pages follows]

25397961.1

9. The effective time ("Effective Time") of the Merger herein provided for in the State of New Jersey shall be as of 11:59 P.M. on December 31, 2018.

Executed on November 21 ,2018.

INNOPHOS NUTRITION, INC.

Name: Joshua Horonstein

Title: Senior Vice President, Chief Legal and Human Resources Officer and Corporate Secretary

TRADEWORKS GROUP, INC.

Name: Joshua Horenstein

Title: Senior Vice President, Chief Legal and Human Resources Officer and Corporate Secretary

TOON GROUP, LLC

Name: Joshua Horenstein

Title: Senior Vice President, Chief Legal and Human Resources Officer and Corporate Secretary

[Signature page 1 of Certificate of Merger – New Jersey]
[Innophos Nutrition, Inc./Tradeworks Group, Inc./ICON Group, LLC/NutraGenesis, LLC/Novel
Ingredient Services, LLC]

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NUTRAGENESIS, LLC

Name: Joshua Horenstein

and the second s

Title: Senior Vice President, Chief Legal and Human Resources Officer and Corporate Secretary

NOVEL INGREDIENT SERVICES, LLC

Name: Joshua Horenstein

Title: Senior Vice President, Chief Legal and Human Resources Officer and Corporate Secretary

[Signature page 2 of Certificate of Merger – New Jersey]
[Innophos Nutrition, Inc./Tradeworks Group, Inc./ICON Group, LLC/NutraGenesis, LLC/Novel
Ingredient Services, LLC]

AGREEMENT AND PLAN OF MERGER

OF
INNOPHOS NUTRITION, INC.
AND
TRADEWORKS GROUP, INC.
AND
ICON GROUP, LLC
AND
NUTRAGENESIS, LLC
INTO
NOVEL INGREDIENT SERVICES, LLC

This AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") of Innophos Nutrition, Inc., a Delaware corporation ("Innophos Nutrition"), Tradeworks Group, Inc., a Delaware corporation ("Tradeworks Group"), ICON Group, LLC, a Vermont limited liability company ("ICON Group"), NutraGenesis, LLC, a Vermont limited liability company ("NutraGenesis") and Novel Ingredient Services, LLC, a New Jersey limited liability company ("Novel Services"), providing for the merger (the "Merger") of Innophos Nutrition, Tradeworks Group, ICON Group and NutraGenesis with and into Novel Services pursuant to Section 264(c) of the Delaware General Corporation Law (the "Delaware GCL"), Title 42 of the New Jersey Revised Uniform Limited Liability Company Act (the "New Jersey Act") and Title 11, Chapter 25 of the Vermont Statues (the "Vermont Law") is made and entered into as of the Effective Time as set forth below.

### ARTICLE I Survivor

As of 11:59 P.M. on December 31, 2018 (the "Effective Time"), Innophos Nutrition, Tradeworks Group, ICON Group and NutraGenesis (the "Merging Companies") will merge with and into Novel Services and the separate existence of each of the Merging Companies will cease. Novel Services shall continue its existence under applicable New Jersey law (the "Surviving Company").

# ARTICLE II The Merger

The effect of the Merger will be as provided in the applicable provisions of the New Jersey Act, the Delaware GCL and the Vermont Law. Without limiting the generality of the foregoing and subject thereto, upon the Merger becoming effective, Novel Services will succeed to and possess, without further act or deed, all the rights, privileges, immunities, franchises, powers and purposes of the Merging Companies and all property of every kind, whether real, personal or mixed, of the Merging Companies (including without limitation all debts and obligations due or belonging to any of the Merging Companies). From and after the Effective Time, Novel Services will be responsible and liable for all of the liabilities, debts and obligations

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of each of the Merging Companies, as if Novel Services had itself incurred them, and all rights of creditors will be preserved unimpaired.

# ARTICLE III Manner of Refecting the Merger

- 3.1 At the Effective Time, each issued and outstanding share of every class or series of capital stock of Innophos Nutrition outstanding immediately prior to the Rifective Time of the Merger shall no longer be outstanding, shall be cancelled and retired for no consideration, and shall cease to exist.
- 3.2 At the Effective Time, each issued and outstanding share of every class or series of capital stock of Tradeworks Group outstanding immediately prior to the Effective Time of the Merger shall no longer be outstanding, shall be cancelled and retired for no consideration, and shall cease to exist.
- 3.3 At the Effective Time, all of the Units of limited liability company membership interest of ICON Group outstanding immediately prior to the Effective Time of the Merger shall no longer be outstanding, shall be cancelled for no consideration, and shall cease to exist.
- 3.4 At the Effective Time, all of the Units of limited liability company membership interest of NutraGenesis outstanding immediately prior to the Effective Time of the Merger shall no longer be outstanding, shall be cancelled for no consideration, and shall cease to exist.
- 3.5 At the Effective Time, all of the Units of limited liability company membership interest of Novel Services outstanding immediately prior to the Effective Time of the Merger shall remain outstanding and unaffected by the Merger.

# ARTICLE IV Articles of Organization: Operating Agreement

- 4.1 The Articles of Organization of Novel Services in effect at the Effective Time shall continue to be the Articles of Organization of Novel Services and shall continue in full force and effect until further amended in the manner prescribed by the provisions of the New Jersey Act.
- 4,2 The Third Amended and Restated Operating Agreement (the "Operating Agreement") of Novel Services in effect at the Effective Time shall continue to be the Operating Agreement of Novel Services and shall continue in full force and effect until the same shall thereafter be altered or amended.

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# ARTICLE V Conditions Precedent to the Obligations of the Parties

The obligations of each of the Merging Companies and Novel Services, respectively, under this Plan of Merger are conditioned on the absence, as of the time of filing of this Plan of Merger and/or the Certificate of Merger or Articles of Merger as provided for in Article VII hereof, of: (i) any order or injunction of a court of competent jurisdiction that directly or indirectly precludes any of the Merging Companies or Novel Services from consummating the Merger; and (ii) any action having been taken, or any statute, rule or regulation having been enacted or adopted by any government or governmental agency, which action, statute, rule or regulation would, directly or indirectly, render illegal the consummation of the Merger.

# ARTICLE VI Post-Adoption Amendment

At any time prior to the filing pursuant to Article VII of this Plan of Merger (or Certificate of Merger or Articles of Merger in respect thereof), this Plan of Merger may be amended, to the maximum extent permitted by applicable law, or terminated by action of the sole stockholder and Board of Directors of Innophos Nutrition and Tradeworks Group and the sole member and Managers of ICON Group, NutraGenesis and Novel Services.

# ARTICLE VII <u>Effective Date of the Merger</u>

Upon approval of this Plan of Merger by the sole stockholder and Board of Directors of Innophos Nutrition and Tradeworks Group, and the sole member and Managers of ICON Group, NutraGenesis and Novel Services, and upon satisfaction of the conditions set forth in Article V hereof, this Plan of Merger, the Certificate of Merger or Articles of Merger in lieu thereof, executed in accordance with the requirements of the Delaware GCL, the New Jersey Act and Vermont Law, and shall be filled with the Scoretary of State of the State of Delaware, New Jersey State Treasurer and the Secretary of State of the State of Vermont. The Merger shall be effective as of the Effective Time.

[Execution page follows]

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## Dated as of Novemble 21, 2018

IN WITNESS WHEREOF, the parties have executed this Plan of Merger by their duly authorized representatives as of the date first written above.

INNOPHOS NUTRITION, INC.

By: MW/W/K
Name: Joshua Horenstein
Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary
TRADEWORKS GROUP, INC.
BV: [10 A/1 W//]
Name: Joshua Horenstein
Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary
ICON GROUP, LLC
By:
Name: Idelma Horenstein
Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary
NUTRAGENESIS LLC
By: 10-101/-(/) Name: Joshua Horenstein
real and the Dundlant Chief and and
Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary
NOVEL INGREDIENT, SERVICES, LLC
The same of the sa
Name: Joshua Horenatein
Title: Senior Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary

[Execution page to Plan of Merger of INNOPHOS NUTRITION, INC./TRADEWORKS GROUP, INC./ICON GROUP, LLC/NUTRAGENESIS, LLC/NOVEL SERVICES, LLC]



12/13/2018

CORPORATION SERVICE COMPANY 251 LITTLE FALLS DR WILMINGTON DE 19808

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

: 2013526972

Filing Number

: 2466039

Date Accepted

: 12/05/2018

Payment Received

: \$50.00

Work Order Payment Total

: \$50.00

Client ID

: 000000002

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

Page 1 of 11

# 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

#### INNOPHOS NUTRITION, INC.

a Delaware Company and

#### TRADEWORKS GROUP INC.

a Delaware Company and

ICON GROUP, LLC

a Vermont Company and

#### **NUTRAGENESIS, LLC**

a Vermont Company merged into

### **NOVEL INGREDIENT SERVICES, LLC**

effective in this office on December 31, 2018

The name of the surviving company after merger is:

### NOVEL INGREDIENT SERVICES, LLC

a New Jersey Company



12/13/2018

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

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James C. Condos

Page 2 of 11

Page 3 of 11



Corporations Division

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpeller, VT 05633-1104
DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpeller, VT 05633-1104
PHONE: 802-828-2286 WERSTE: Supersecond state

### **MERGER**

FILING NUMBER: 0002466039 FILING DATE: 12/5/2018

RUSINESS INFORMATION	
BUSINESS ID	0350459
BUSINESS NAME	NOVEL INGREDIENT SERVICES, LLC
BUSINESS TYPE	Foreign Limited Liability Company
BUSINESS DESCRIPTION	32-Manufacturing 5414-Biological Product (except Diagnostic) Manufacturing
BUSINESS EMAIL	COMPLIANCEMAIL@CSCGLOBAL.COM
ORIGIN DATE	11/30/2018

MATÍNIO ADDRESS: Vermoor Secretary of Siste, 128 State Street, Montpellet, VT 05055-1104. DELIVERY ADDRESS: Vermoor Secretary of Sizes, 128 State Street, Montpellet, VT 05063-1104. PHONE 801-828-2338 - WEBSITE and 1864 HERVER

> FILING NUMBER:0002466039 FILED DATE: 12/5/2018 8:09:02 AM EFFECTIVE DATE: 12/31/2018

ARTICLES OF MERGER

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INNOPHOS NUTRITION, INC. TRADEWORKS GROUP, INC. 4ND ICON GROUP, LLC AND NUTRAGENESIS, LLC WITH AND INTO

#### NOVEL INGREDIENT SERVICES, LLC

To the Secretary of the State of Vermont:

Pursuant to the provisions of Title 11, Section 4150 of the Vermont Statutes (the "Vermont Law"), it is hereby certified that:

- 1. The names of the merging companies are himophos Nutrition, Inc., a business 1. The names of the merging companies are Innophos Nutrition, Inc., a business corporation organized under the laws of the State of Delaware ("Innophos Nutrition"), Tradeworks Circup, Inc., a business corporation organized under the laws of the State of Delaware ("Tradeworks Group"), ICON Group, LLC, a limited liability company organized under the laws of the State of Vermont ("ICON Group") and NutraGenesis, LLC, a limited liability company organized under the laws of the State of Vermont ("SurraGenesis"), collectively, the "Merging Companies", with and into Novel Ingredient Services, LLC, a limited liability company organized under the laws of the State of Nam Jersey (the "Merger"). State of New Jersey (the "Merger").
- The name of the surviving company is Novel Ingredient Services, LLC, a limited liability company organized under the laws of the State of New Jersey ("Surviving Company").
- The applicable provisions of the laws of the jurisdiction of organization of each
  of the Morging Companies and the Surviving Company regarding the Merger into Novel Services have been complied with.
- 4. Novel Services will continue its existence as the Surviving Company under its present name pursuant to the provisions of the taws of the State of New Jersey.

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Page S of 11



Corporations Division
MAILING ADDRESS: Verment Secretary of Sinte, 178 Sinte Novel, Montpolier, VT 05633-1104
DELLY-ENY ADDRESS: Vertagns Secretary of Soite, 128 State Street, Montpolier, VT 05633-1104
PROME: 802-878-2888
WEBSITE Spresses Sinte National Secretary of Soite, 178 State Street, Montpolier, VT 05633-1104

FILING NUMBER:0002466039 FILED DATE:12/5/2018 8:09:02 AM EFFECTIVE DATE: 12/31/2018

 The effective time ("Effective Time") of the Merger herein provided for in the State of Vermont shall be as of 11:59 P.M. on December 31, 2018.

6. The Surviving Company hereby irrevocably appoints the Secretary of the State of Vermont as its agent to accept service of process in any such suit or proceeding. The Secretary of the State of Vermont shall mail any such process to the Surviving Company at 259 Prospect Plains Road, Building A, Cranbury, New Jersey 98512.

INNOPHOS NUTRITION, INC.

Name: Jostum Horenstein

Title: Senior Vice President, Chief Logal and Human Resources Officer and Corporate Secretary

TRADEWORKS GROUP, INC.

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Name: Joshua Horenstein

Title: Senier Vice President, Chief Logo! and Human Resources Officer and Corporate Secretary

[Signature Page 1, Additional Signature page follows]

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Page 6 of 11



Corporations Division MARLEGG ADDRESS Vermont Secretary of Sine, 112 Sine Street Monopolies, VT 05631-1104 DELD/PRY ADDRESS: Vermont Secretary of Sizes, 128 Store Street, Monopolies, VT 05633-1104 \$500ME 803-328-2388

FILING NUMBER:0002466039 FILED DATE:12/5/2018 8:09:02 AM **EFFECTIVE DATE: 12/31/2018** 

ICON GROUP, LLC

Name: Joshua Horenstein

Title: Senior Vice President, Chief Legal and Human Rescurces Officer and Corporate Secretary

NUTRAGENESIS, LLC

Name: Justina Horenstein

Title: Senior Vice President, Chief Legal and Human Resources Officer and Corporate Secretary

NOVEL INGREDIENT SERVICES, LLC

Name: Joshua Horenstein

Title: Senior Vice President, Chief Legel and Human Resources Officer and Corporate Secretary

[Signature page 2 of Cartificate of Marger -- Vermont]
[Imophos Nutrition, Inc./Tradeworks Group, Inc./ICON Group, I.I.CA utraGenesis, I.I.C/Novel
Ingredient Services, I.I.C]

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Cosporations Division
MARIJER ADDRESS Vertocts Secretary of State, 128 State Street, Mongolies, VT 05633-1194
DELINERY ADDRESS, Vertocts Secretary of State, 128 State Street, Mongolies, VT 05633-1104
FROSE, 203-828-1388
WENNIE with analyticals.

FILING NUMBER:0002466039 FILED DATE:12/5/2018 8:09:02 AM EFFECTIVE DATE: 12/31/2018

AGREEMENT AND PLAN OF MERGER OF INNOPHOS NUTRITION, INC.
AND TRADEWORKS GROUP, INC.
AND ICON GROUP, LLC
AND NUTRAGENESIS, LLC
INTO

This AGREMENT AND PLAN OF MERGER (the "Plan of Merger") of Innephos Sutsition, Inc., a Betavere corporation ("limingles Nutrition"), Tradeworks Group, Inc., a Interval occupant ("Tradeworks Group"), USB Group, LLC, a Vermont limited Bublity company ("LCON Group"), NutraGenesis, LLC, a Vermont limited Bublity company ("Novel Services") and Novel Ingredient Services, LLC, a New Jersey Hinted liability company ("Novel Services"), providing for the marger (the "Merger") of Innephos Sattifion, Tradeworks Group, ICON Group and Nutrationals with and into Novel Services pursuant to Section 208(c) of the Octower General Corporation Law (the "Delawars GCL"), Title 42 of the New Jersey Ravised Uniform Limited Liability Company Act (the "New Jersey Act") and Title 11, Chapter 25 of the Vermont Sumes (the "Vermont Law") is made and entered into as of the Bleative Time as act forth below.

## ARTICLE I

As of 31.59 P.M. on December 21, 2018 (the "Efficient Fine"), Inauphos Natition, Tradescents throm, ECO Champ and Mutablenesis (the "Merging Companies") will more with and into Mosel Services and the september existence of each of the Merging Companies will conservate Newtoness abalt continue its existence under applicable New Jursey law (the "Sarviving Company").

#### ARTICLE II The Meiger

The affect of the Marger will be as provided in the applicable provisions of the New Jersey Act, the Dalaware Citil, and the Vermont Law. Willand limiting the powerlift of the foregoing and subject therein, upon the Morger becoming effective. Novel Services will succeed to and passes, without further act as deed, all the rights, privileges, insumities, franchises, powers and purposes of the Marging Companies and all prejects of every kind, whether real, personal or mixed, of the Marging Companies (including valuest limitation all dates and obligations due to belonging to any of the Marging Companies). From sud after the Effective Time, Novel Services will be responsible and liable for all of the liabilities, steirs and obligations

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Page 8 of 11

DELIVERY APDRESS: Vermont Secretary of State, 173 State Street, Mempelier, VI 05633-1194 PRONE: 803-813-1386 WEBSITE www.ex.inne.ct.un

FILING NUMBER:0002466039 FILED DATE: 12/5/2018 8:09:02 AM EFFECTIVE DATE: 12/31/2018

of each of the Merging Companies, as it Movel Services had itself incurred them, and all rights of creditors will be preserved unimpaired.

#### ARTICLE III Manner of Effection the Morger

- 3.1 At the Effective Time, each issued and outstanding share of every class or series of capital stock of Innophos Nutrition outstanding immediately paior to the Effective Time of the Morger shall be forger be outstanding, shall be cancelled and retired for no consideration, and shall cease to exist.
- 3.2 At the Effective Time, each issued and outstanding share of every class or series of capital stock of Tradeworks Group outstanding immediately prior to the Effective Time of the Merger shall be longer be outstanding, shall be cancelled and retired for no consideration, and shall be cancelled. shall cease to exist.
- 3.3 At the Effective Time, all of the Units of limited liability company membership interest of ICON Group outstanding immediately prior to the Effective Time of the Morger shall no longer be outstanding, shall be cancelled for no consideration, and shall cease to exist.
- 3.4 At the Effective Time, all of the Units of limited liability company mombership integers of MouraGenesis outstending immediately prior to the Effective Time of the Morger shall no longer be outstanding, shall be cancelled for no consideration, and shall cease to exist.
- 3.5 At the Effective Time, all of the Units of limited liability company membership interest of Novel Services autstanding immediately prior to the Effective Time of the Merger shall remain outstanding and analysated by the Merger.

#### ARTICLE IV Articles of Organization: Operation Agreement

- 4.1 The Articles of Organization of Novel Services in effect at the Effective Time shall continue to be the Articles of Organization of Novel Services and shall continue in full force and effect until further amended in the manner prescribed by the provisions of the New Jersey Act.
- 4.2 The Third Amended and Restated Operating Agreement (the "Operating Agreement") of Novel Services in effect at the Effective Time shall continue to be the Operating Agreement of Novel Services and shall continue in full force and effect until the same shall thereafter he altered or amended.

Secret Costs

Componentians Bivision
MARIEMG ADDRESS: Vennous Secretary of Since, 136 State Screen, Monapolise, VT 05613-1104
DELIVERY ADDRESS: Vennous Secretary of Since, 138 State Screen, Monapolise, VT 05633-1104
PHONE, 802-238-2386
WEBSITE: https://doi.ofsoc.1380.1288

FILING NUMBER:0002466039 FILED DATE:12/5/2018 8:09:02 AM EFFECTIVE DATE: 12/31/2018

erson og energing. Sign. Skiptings og energing

# ARTICLE V Conditions President to the Obligations of the Parties

The obligations of each of the Merging Companies and Novel Services, respectively, under this Plan of Merger are conditioned on the absence, as of the time of filing of this Plan of Morger and/or the Certificats of Morger or Articles of Merger as provided for in Article VII hereof, of (i) any point or injunction of a court of comparing furnished in that threely as indirectly preclaptes any of the Merging Companies or Novel Services from consummating the Merger; and (ii) any action having been taken, or any surfuse, take or ragislation having been conserved or adopted by any government or governmental agency, which action, staure, rule or regulation would, directly or indirectly, render illegal the consummation of the Merger.

#### ARTICLE VI Past: Astoniou Amendment

At any time point to the filing pursuant to Article VII of this Plan of Merger (or Comificans of Merger or Articles of Merger in respect thosens), this Plan of Merger may be amended, to the maximum extent permitted by applicable law, or terminated by activated the soic stockholder and Board of Directors of Innephie Nutrition and Tradeworks Orong and the soir member and Managers of ICOM Group, Nutrationesis and Novel Services.

#### ARTICLE VII Effective Date of the Merger

Upon approval of this Plan of Merger by the sole anotherider and Board of Directors of Inscribes Natition and Tradesportes Group, and the sole member and Managers of ICON Group, NatiroGenesis and Freed Services, and upon parisflation of the conditions set forth in Artists V betreaf. Bits Plan of Merger, the Certificate of Merger at Artists of Merger in Bet thereof, accounted in accordance with the requirements of the Debawate CCL, the New Jersey Act and Nermann Law, and shall be filled with the Secretary of State of the State of Pelaware, New Jersey State Treasure and the Secretary of State of the State of Pelaware, New Jersey State Treasure and the Secretary of State of the State of Vermont. The Merger shall be effective as of the Effective Time.

(Execution page follows)

GOVEN N

Page 10 of 11



Corporations Division

MAILING ADDRESS Vermon Secretary of State, 118 State Super, Monapolies, VT 05833-1104

DELUTER ADDRESS. Vermon Secretary of State, 128 State State, Monapolies, VT 05833-1104

PROSE ROLLING STATE ADDRESS.

FILING NUMBER:0002466039 FILED DATE:12/5/2018 8:09:02 AM EFFECTIVE DATE: 12/31/2018

Dated as of  $\frac{N}{N} \approx \frac{N}{N} \frac{N}{N$ 

IN WITNESS WHEREOF, the parties have executed this Plan of Merger by their duly authorized representatives as of the date first written above.

INNOPHOS NUTRITION, INC.

By.

Name: Jashus Helenstein
Tide: Senior Vice President, Chief Legal and
Hurran Resources Officer and Corporate Secretary
TEADPWORKS OROLP, INC.

By.

Name: Jashus Horenstein
Title: Senior Vice President, Chief Legal and
Hurran Resources Officer and Corporate Secretary
ICON OROUP, L.C.

By.

Name: Jashus Horenstein
Title: Senior Vice President, Chief Legal and
Hurran Resources Officer and Corporate Secretary
NUTRACENESIS, LLC.

By.

Name: Jashus Horenstein
Title: Senior Vice President, Chief Legal and
Hurran Resources Officer and Corporate Secretary
MOVEL MOREDHENT, SERVICES, LLC.

Etc.

Name: Joshus Horenstein
Title: Senior Vice President, Chief Legal and
Hurran Resources Officer and Corporate Secretary
MOVEL MOREDHENT, SERVICES, LLC.

Etc.

Name: Joshus Horenstein
Title: Senior Vice President, Chief Legal and
Hurran Resources Officer and Corporate Secretary

Execution page to Pian of Merger of IMNOPHOS NUTTUTION, INC./TRADEWORKS GROUP, INC./ICON GROUP, T.L.C/NUTRAGENESIS, L.L.C/NGVEL SERVICES, LLC)

\$135 \$ 60. 5

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