

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM510025

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/21/2019		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Meadow Hill Corporation		01/21/2019	Corporation: ILLINOIS
RECEIVING PARTY DATA			
Name:	Dougherty Enterprises, Inc.		
Street Address:	11701 Catalpa Ln		
City:	Woodstock		
State/Country:	ILLINOIS		
Postal Code:	60098		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	87952892	THUMBIES	
Serial Number:	87823984	HERITAGE VESSEL	
Serial Number:	88070961	THUMBIES	
Registration Number:	2307228	THUMBIES	
Registration Number:	5396612	NOBLE BRONZE	
Registration Number:	5664123	THUMBIES ORGANICS	
CORRESPONDENCE DATA			
Fax Number:	3122757503		
<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:	3126349506		
Email:	TM@PartridgePartnersPC.com		
Correspondent Name:	John L Ambrogi		
Address Line 1:	321 North Clark Street		
Address Line 2:	Unit 720		
Address Line 4:	Chicago, ILLINOIS 60654		
NAME OF SUBMITTER:	John L Ambrogi		
SIGNATURE:	/John L Ambrogi/		
DATE SIGNED:	02/13/2019		

OP \$165.00 87952892

Total Attachments: 2

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AGREEMENT AND PLAN OF MERGER OF
MEADOW HILL CORPORATION WITH AND INTO
DOUGHERTY ENTERPRISES, INC.

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is entered into as of January 21, 2019, by and between MEADOW HILL CORPORATION ("MHC"), an Illinois corporation, and Dougherty Enterprises, Inc., a Delaware corporation ("Surviving Corporation").

WHEREAS, MHC and Dougherty Enterprises, Inc. desire that MHC should be merged with and into Dougherty Enterprises, Inc., with Dougherty Enterprises, Inc. thereafter to be possessed of all the estate, property, rights, privileges, and franchises of MHC;

THEREFORE, MHC, and Dougherty Enterprises, Inc. hereby agree as follows:

1. As soon as practicable after the adoption of this Plan of Merger, appropriate documents shall be filed in the offices of the Secretary of State of Illinois and the Secretary of State of the State of Delaware to effectuate the Merger contemplated hereby. The term "Effective Time" as used herein shall mean the date on which the Articles of Merger for the Merger are accepted for filing with the Secretary of State of Illinois and the Secretary of State of Delaware. The companies will seek an effective date of February 1, 2019 if possible.

2. At the Effective Time, MHC shall be merged with and into Dougherty Enterprises, Inc., and the separate corporate existence of MHC shall cease (such transaction is herein referred to as the "Merger"). Dougherty Enterprises, Inc. shall be the Surviving Corporation, and it shall be governed by the laws of the State of Delaware.

3. The Bylaws of Dougherty Enterprises, Inc. in effect immediately prior to the Effective Time shall continue as the Bylaws of the Surviving Corporation. The officers and director of MHC holding office immediately prior to the Effective Time shall hold their respective positions as officers and directors of the Surviving Corporation.

4. MHC has authorized 1,000 shares of common voting stock, of which 1,000 shares are issued and outstanding. Dougherty Enterprises, Inc. has authorized 3,000 shares of common voting stock of which 1,000 shares of common voting stock have been issued.

5. The manner and basis of dealing with the outstanding shares of stock of each of the constituent corporations shall be as follows:

- (a) The Surviving Corporation has had a valuation of the capital and interests in both companies calculated and the combined value of the Companies has also been conducted. Five hundred additional shares of the Surviving Corporation shall be issued. Bret Dougherty shall receive 20% of the issued and outstanding shares of the Surviving Corporation and Thomas J. Dougherty and April J. Dougherty through their respective revocable trusts shall each have 40% of the issued and outstanding stock once the merger is

complete. The number of shares of Surviving Corporation issued shall be increased by 500 shares to 1,500 issued shares.

(b) As soon as practical after the Effective Time, each holder of a certificate or certificates that prior thereto represented outstanding common voting stock of MHC shall surrender such certificate or certificates to the Secretary of the Surviving Corporation and shall receive in exchange therefor a certificate or certificates representing the above percentages of common stock of the Surviving Corporation provided the total issued and outstanding shares shall include shares that have already been issued to such shareholders so the final ownership percentages of all issued and outstanding shares of the Surviving corporation shall equal the percentages set out 5(a) above.

6. This Plan of Merger may be amended for any reason at any time prior to the filing of the Articles of Merger with the Secretary of State of Illinois by the officers, or directors of MHC and Dougherty Enterprises, Inc.

7. The officers of MHC and officers of Dougherty Enterprises, Inc. shall make and execute, Articles of Merger and shall file them in the office of their respective Secretary of State.

8. The officers of MHC and officers of Dougherty Enterprises, Inc. shall do all acts and things whatsoever, whether within or without the State of Illinois, that may be in any way necessary or proper to effect said Merger.


9. The Surviving Corporation shall take on all assets and liabilities of MHC.


10. Following the effective date of the Merger DEI shall amend its articles of incorporation to name it Thumbies, Inc.

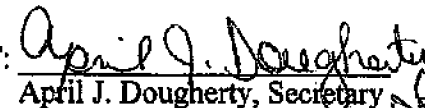
IN WITNESS WHEREOF, MHC and Dougherty Enterprises, Inc. have caused this Agreement and Plan of Merger to be signed and attested by their respective officers, as indicated below, as of the date first written above.


Meadow Hill Corporation

Dougherty Enterprises, Inc.

By: 
Thomas J. Dougherty, Chairman

By: 
Thomas J. Dougherty, Chairman

ATTEST: 
April J. Dougherty, Secretary

ATTEST: 
April J. Dougherty, Secretary