

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM528523

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/31/2018
<b>RESUBMIT DOCUMENT ID:</b>	900500501

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Innophos Nutrition, Inc.		11/21/2018	Corporation: DELAWARE
Tradeworks Group, Inc.		11/21/2018	Corporation: DELAWARE
ICON Group, LLC		11/21/2018	Limited Liability Company: VERMONT
NutraGenesis, LLC		11/21/2018	Limited Liability Company: VERMONT

## RECEIVING PARTY DATA

<b>Name:</b>	Novel Ingredient Services, LLC
<b>Street Address:</b>	72 Deforest Avenue
<b>City:</b>	East Hanover
<b>State/Country:</b>	NEW JERSEY
<b>Postal Code:</b>	07936
<b>Entity Type:</b>	Limited Liability Company: NEW JERSEY

## PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
<b>Registration Number:</b>	1816343	AMINOGEN
<b>Registration Number:</b>	1820411	CARBOGEN
<b>Registration Number:</b>	5141739	CRANSMART

## CORRESPONDENCE DATA

**Fax Number:** 5032284373  
*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:** 503-227-5631  
**Email:** sdp.docket@chernofflaw.com  
**Correspondent Name:** Susan D. Pitchford  
**Address Line 1:** 111 SW COLUMBIA STREET  
**Address Line 2:** Suite 725  
**Address Line 4:** PORTLAND, OREGON 97201

<b>ATTORNEY DOCKET NUMBER:</b>	8850.0040
<b>NAME OF SUBMITTER:</b>	Susan D. Pitchford
<b>SIGNATURE:</b>	/s/
<b>DATE SIGNED:</b>	06/20/2019

**Total Attachments: 34**

source=Innophos merger#page1.tif  
source=Innophos merger#page2.tif  
source=Innophos merger#page3.tif  
source=Innophos merger#page4.tif  
source=Innophos merger#page5.tif  
source=Innophos merger#page6.tif  
source=Innophos merger#page7.tif  
source=Innophos merger#page8.tif  
source=Innophos merger#page9.tif  
source=Innophos merger#page10.tif  
source=Innophos merger#page11.tif  
source=Innophos merger#page12.tif  
source=Innophos merger#page13.tif  
source=Innophos merger#page14.tif  
source=Innophos merger#page15.tif  
source=Innophos merger#page16.tif  
source=Innophos merger#page17.tif  
source=Innophos merger#page18.tif  
source=Innophos merger#page19.tif  
source=Innophos merger#page20.tif  
source=Innophos merger#page21.tif  
source=Innophos merger#page22.tif  
source=Innophos merger#page23.tif  
source=Innophos merger#page24.tif  
source=Innophos merger#page25.tif  
source=Innophos merger#page26.tif  
source=Innophos merger#page27.tif  
source=Innophos merger#page28.tif  
source=Innophos merger#page29.tif  
source=Innophos merger#page30.tif  
source=Innophos merger#page31.tif  
source=Innophos merger#page32.tif  
source=Innophos merger#page33.tif  
source=Innophos merger#page34.tif

## MERGER DOCUMENTS

1. Agreement and Plan of Merger
2. Certificates of Merger (Delaware)
3. Certificates of Merger (New Jersey)
4. Certificates of Merger (Vermont)

**1**

**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 Statutes (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

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 Effecting 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 Effective 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.

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  
Effective Date of the Merger

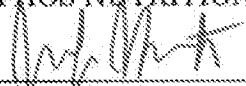
Upon approval of this Plan of Merger by the sole stockholder and Board of Directors of Innophos Nutrition and Tradeworks Group, and the sole member and Managers of ICON Group, NutraGenesis and Novel Services, and upon satisfaction of the conditions set forth in Article V hereof, this Plan of Merger, 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 filed with the Secretary 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]


Dated as of November 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.


INNOFOS NUTRITION, INC.

By:   
Name: Joshua Horenstein  
Title: Senior Vice President, Chief Legal and  
Human Resources Officer and Corporate Secretary


TRADEWORKS GROUP, INC.

By:   
Name: Joshua Horenstein  
Title: Senior Vice President, Chief Legal and  
Human Resources Officer and Corporate Secretary


ICON GROUP, LLC

By:   
Name: Joshua Horenstein  
Title: Senior Vice President, Chief Legal and  
Human Resources Officer and Corporate Secretary

NUTRAGENESIS, LLC

By:   
Name: Joshua Horenstein  
Title: Senior Vice President, Chief Legal and  
Human Resources Officer and Corporate Secretary

NOVEL INGREDIENT SERVICES, LLC

By:   
Name: Joshua Horenstein  
Title: Senior Vice President, Chief Legal and  
Human Resources Officer and Corporate Secretary

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





# Delaware

The First State

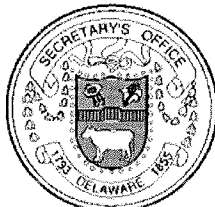
Page 1

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 MERGER, WHICH MERGES:

"NUTRAGENESIS, LLC", A VERMONT LIMITED LIABILITY COMPANY,  
"INNOPHOS NUTRITION, INC.", A DELAWARE CORPORATION,  
"TRADEWORKS GROUP, INC.", A DELAWARE CORPORATION,  
"ICON GROUP, LLC", A VERMONT LIMITED LIABILITY COMPANY,  
WITH AND INTO "NOVEL INGREDIENT SERVICES, LLC" UNDER THE NAME OF "NOVEL INGREDIENT SERVICES, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE ON THE FOURTH DAY OF DECEMBER, A.D. 2018, AT 1:48 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2018 AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

7178548 8100M  
SR# 20187951178

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204021437  
Date: 12-04-18

**TRADEMARK**  
**REEL: 006674 FRAME: 0363**

**STATE OF DELAWARE**  
**CERTIFICATE OF MERGER**  
**OF**  
**INNOPHOS NUTRITION, INC.**  
**AND**  
**TRADEWORKS GROUP, INC.**  
**AND**  
**ICON GROUP, LLC**  
**AND**  
**NUTRAGENESIS, LLC**  
**INTO**

**NOVEL INGREDIENT SERVICES, LLC**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned limited liability company hereby certifies as follows and has executed the following Certificate of Merger:

**FIRST:** The name of each constituent corporation and/or limited liability company is 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").

**SECOND:** The Agreement and Plan of Merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and each merging entity.

**THIRD:** The name of the surviving company is Novel Ingredient Services, LLC, a New Jersey limited liability company ("Surviving Company").

**FOURTH:** The Articles of Organization of the Surviving Company shall, at the Effective Time (as defined below), continue to be the Articles of Organization of the Surviving Company.

FIFTH: The Third Amended and Restated Operating Agreement (the "Operating Agreement") of the Surviving Company shall, at the Effective Time, continue to be the Operating Agreement of the Surviving Company.

SIXTH: The officers and managers of the Surviving Company, immediately prior to the Effective Time shall, from and after the Effective Time, continue to be the officers and managers of the Surviving Company.

SEVENTH: The executed Plan of Merger is on file at 259 Prospect Plains Road, Building A, Cranbury, NJ 08512, the principal place of business of the Surviving Company.

EIGHTH: A copy of the Plan of Merger will be furnished by the Surviving Company on request, without cost, to any stockholder of Innophos Nutrition and Tradeworks Group or to the member of ICON Group, NutraGenesis and the Surviving Company.


NINTH: The merger shall be effective as of 11:59 P.M. on December 31, 2018 (the "Effective Time").

TENTH: The Surviving Company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Surviving Company arising from the Merger including any suit or other proceeding to enforce the rights of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of the State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of the State of Delaware shall mail any such process to the Surviving Company at 259 Prospect Plains Road, Building A, Cranbury, New Jersey 08512.

(Execution page to follow)

IN WITNESS WHEREOF, the Surviving Company has caused this Certificate of Merger to be executed with the intent it be effective as of the Effective Time set forth above as of November 21, 2018.

NOVEL INGREDIENT SERVICES, LLC  
(a New Jersey limited liability company)

By: 

Name: Joshua Horenstein

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

[Signature Page to Certificate of Merger - Delaware]

3

CSC  
www.cscglobal.com

CSC- Wilmington  
251 Little Falls Drive  
Wilmington, DE 19808  
800-927-9800  
302-636-5454 (Fax)

**Matter#** NOT PROVIDED  
**Project Id :**

**Order#** 513335-15  
**Order Date** 12/04/2018

**Entity Name :** NOVEL INGREDIENT SERVICES, LLC  
**Jurisdiction :** NJ-State of New Jersey  
**Request for :** Domestic Merger Filing  
**File# :** 0600110561  
**File date :** 12/04/2018  
**Result :** Filed

Ordered by CHRISTINA CARRY at SAUL EWING ARNSTEIN & LEHR LLP

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at [www.cscglobal.com](http://www.cscglobal.com).

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Tracy Manganelli  
[tmangane@cscinfo.com](mailto:tmangane@cscinfo.com)

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

**TRADEMARK**  
**REEL: 006674 FRAME: 0368**

**FILED**  
DEC - 4 2018  
STATE TREASURER

**CERTIFICATE OF MERGER**  
**OF**  
**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



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.

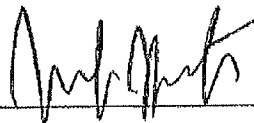
8. Novel Services will continue its existence as the Surviving Company under its present name pursuant to the provisions of the laws of the State of New Jersey.

[Execution pages follows]

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.

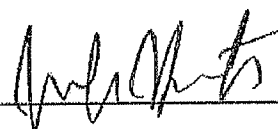
**INNOPHOS NUTRITION, INC.**

By: 

Name: Joshua Horenstein

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

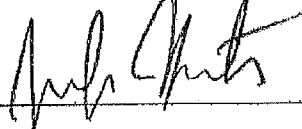
**TRADEWORKS GROUP, INC.**

By: 

Name: Joshua Horenstein

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

**ICON GROUP, LLC**

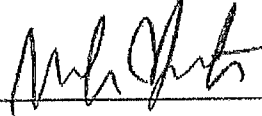
By: 

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]

**NUTRAGENESIS, LLC**

By: 

Name: Joshua Horenstein

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

**NOVEL INGREDIENT SERVICES, LLC**

By: 

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 Statutes (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

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 Effecting 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 Effective 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.

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  
Effective Date of the Merger

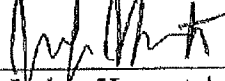
Upon approval of this Plan of Merger by the sole stockholder and Board of Directors of Innophos Nutrition and Tradeworks Group, and the sole member and Managers of ICON Group, NutraGenesis and Novel Services, and upon satisfaction of the conditions set forth in Article V hereof, this Plan of Merger, 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 filed with the Secretary 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]

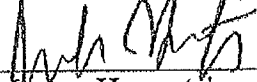
Dated as of November 21, 2018

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

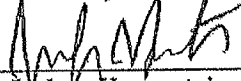
INNOPHOS NUTRITION, INC.

By:   
Name: Joshua Horenstein  
Title: Senior Vice President, Chief Legal and  
Human Resources Officer and Corporate Secretary


TRADEWORKS GROUP, INC.

By:   
Name: Joshua Horenstein  
Title: Senior Vice President, Chief Legal and  
Human Resources Officer and Corporate Secretary


ICON GROUP, LLC

By:   
Name: Joshua Horenstein  
Title: Senior Vice President, Chief Legal and  
Human Resources Officer and Corporate Secretary

NUTRAGENESIS, LLC

By:   
Name: Joshua Horenstein  
Title: Senior Vice President, Chief Legal and  
Human Resources Officer and Corporate Secretary

NOVEL INGREDIENT SERVICES, LLC

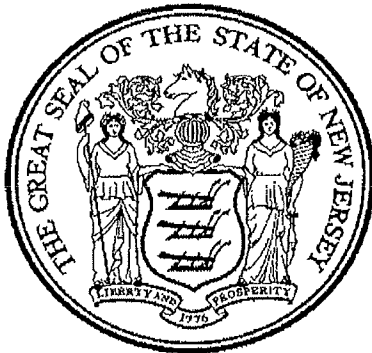
By:   
Name: Joshua Horenstein  
Title: Senior Vice President, Chief Legal and  
Human Resources Officer and Corporate Secretary

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

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://www1.state.nj.us/TYTR\\_StandingCert/JSP/Verify\\_Cert.jsp](https://www1.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*

Elizabeth Maher Muoio  
State Treasurer







**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](http://www.sec.state.vt.us)

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](http://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

**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

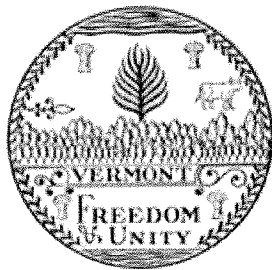
**NOVEL INGREDIENT SERVICES, LLC**

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

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](http://www.sec.state.vt.us)

**MERGER**

FILING NUMBER: 0002466039

FILING DATE: 12/5/2018

<b>BUSINESS INFORMATION</b>	
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



**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

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

**ARTICLES OF MERGER**

VTSES-CORP. DIV.  
DEC 5 2018 PM 5:06

**OF  
INNOFOS NUTRITION, INC.  
AND  
TRADEWORKS GROUP, INC.  
AND  
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 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. 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.

4. 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.

25401570.1



**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

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

WV005-CORPS, JNL  
DEC 5 2018 11 08 AM

5. 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 08512.

Executed on December 31, 2018.

**INNOPHOS NUTRITION, INC.**

By: [Signature]

Name: Joshua Horenstein

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

**TRADEWORKS GROUP, INC.**

By: [Signature]

Name: Joshua Horenstein

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

[Signature Page 1, Additional Signature page follows]

25403529.1



**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

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

00005-CORPDS, DVL  
02/05/2018 09:07

**ICON GROUP, LLC**

By: *Joshua Horenstein*

Name: Joshua Horenstein

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

**NUTRAGENESIS, LLC**

By: *Joshua Horenstein*

Name: Joshua Horenstein

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

**NOVEL INGREDIENT SERVICES, LLC**

By: *Joshua Horenstein*

Name: Joshua Horenstein

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

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

25403529.1





**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

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

VTSSS-CORPFS, DJU,  
DEC 5 2018 8:09:07

**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(e) 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 Statutes (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

24805169.2



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

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

VTSDS-CORPS. DIV.  
DEC 5 2018 8:07

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 Effecting 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 Effective 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.

24868160.2

2



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

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

VTSOS-CORPS. DIV.  
DEC 5 2018 PM 8:07

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  
Effective Date of the Merger

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 filed with the Secretary 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]



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

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

VTSOS-CORPS. DIV.  
DEC 5 2018 PM 5:07

Dated as of November 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: [Signature]  
Name: Joshua Horenstein  
Title: Senior Vice President, Chief Legal and Human Resources Officer and Corporate Secretary

TRADEWORKS GROUP, INC.

By: [Signature]  
Name: Joshua Horenstein  
Title: Senior Vice President, Chief Legal and Human Resources Officer and Corporate Secretary

ICON GROUP, LLC

By: [Signature]  
Name: Joshua Horenstein  
Title: Senior Vice President, Chief Legal and Human Resources Officer and Corporate Secretary

NUTRAGENESIS, LLC

By: [Signature]  
Name: Joshua Horenstein  
Title: Senior Vice President, Chief Legal and Human Resources Officer and Corporate Secretary

NOVEL INGREDIENT SERVICES, LLC

By: [Signature]  
Name: Joshua Horenstein  
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]

2018-11-21