

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM561656

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2017
RESUBMIT DOCUMENT ID:	900521125

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ROMER Labs Technology, Inc.		09/01/2017	Corporation:

RECEIVING PARTY DATA

Name:	Romer Labs, Inc.
Street Address:	1301 Stylemaster Dr.
City:	Union
State/Country:	MISSOURI
Postal Code:	63084
Entity Type:	Corporation: MISSOURI

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2896245	FEEDCHEK
Registration Number:	2017074	RAPIDCHEK
Registration Number:	1550643	RAPIDCHEK
Registration Number:	3617678	RAPIDCHEK SELECT
Registration Number:	2407235	TRAIT

CORRESPONDENCE DATA

Fax Number: 3146121301

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: 314-444-7600

Email: ipdept@lewisrice.com

Correspondent Name: Frank B. Janoski

Address Line 1: Lewis Rice LLC, 600 Washington Ave.

Address Line 2: Ste. 2500

Address Line 4: St. Louis, MISSOURI 63101

NAME OF SUBMITTER:	Elizabeth Holtmann
SIGNATURE:	/Elizabeth Holtmann/

DATE SIGNED:	02/11/2020
---------------------	------------

Total Attachments: 5

source=Agreement of Merger#page1.tif

source=Agreement of Merger#page2.tif

source=Agreement of Merger#page3.tif

source=DE Certificate of Merger#page1.tif

source=DE Certificate of Merger#page2.tif

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER, effective as of 11:59 p.m. on the 30th day of September, is made pursuant to Section 351.447 of the General and Business Corporation Law of the State of Missouri and Sections 252 and 253 of the Delaware General Corporation Law, by and between Romer Labs Technology, Inc., a Delaware corporation, and Romer Labs, Inc., a Missouri corporation.

- A. The constituent entities desire to merge into a single entity, as hereinafter specified.
- (1) (a) The names of the corporations proposing to merge are:
- Romer Labs, Inc. ("Parent" or "Surviving Corporation")
Romer Labs Technology, Inc. ("Subsidiary" or "Merging Corporation")
- (b) The name of the corporation into which such corporations propose to merge is Romer Labs, Inc.
- (2) The terms and conditions of the proposed merger and the mode of carrying it into effect are as follows:
- (a) The Surviving Corporation will possess all the rights, privileges, immunities, and franchises, as well of a public as a private nature, of the Merging Corporation; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to the Merging Corporation will be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, under the laws of this state vested in any of such corporations will not revert or be in any way impaired by reason of such merger. The officers and directors of the corporations are hereby authorized to execute all deeds, assignments and other documents of every nature which may be needed to effectuate a full and complete transfer of ownership as herein authorized.
- (b) The Surviving Corporation will be responsible and liable for all the liabilities and obligations of the Merging Corporation; and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted to judgment as if such merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merging Corporation will be impaired by such merger.

- (c) The officers and directors of Parent are to continue in office until their successors are duly elected and qualified under the provisions of the bylaws of Parent.
 - (d) The effective date of the merger shall be September 30, 2017 at 11:59 p.m.
 - (3) Since Parent owns all of the issued and outstanding stock of Subsidiary, no additional stock or securities of Parent will be issued in the merger.
 - (4) The articles of incorporation, as amended, and the bylaws, as amended, of Parent shall be the articles of incorporation and bylaws of the Surviving Corporation.
- B. The Plan of Merger has been adopted pursuant to Section 351.447 of The General and Business Corporation Law of Missouri by the board of directors of Parent on _____, 2017.
- C. The Plan of Merger has been adopted pursuant to Sections 252 and 253 of the Delaware General Corporation Law by the board of directors of Subsidiary on _____, 2017.
- D. Parent is in compliance with the 90% ownership requirement of such Sections and will maintain at least 90% ownership until the issuance of the certificate of merger by the Missouri Secretary of State.
- E. Parent owns all of the outstanding shares of Subsidiary.
- F. Parent is the surviving corporation.

Signatures appear on the following page

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by the board of directors of the Subsidiary and the board of directors of the Parent have caused this Agreement of Merger to be executed by an authorized officer of the Subsidiary and of the Parent as the respective act, deed and agreement of each constituent entity as of the 1st day of September, 2017, but effective September 30, 2017 at 11:59 p.m.

ROMER LABS TECHNOLOGY, INC.

By: Michael Prinster
Michael Prinster, Vice President

By: Christie Mathews
Christie Mathews, Treasurer

ROMER LABS, INC.

By: Michael Prinster
Michael Prinster, Vice President

By: Christie Mathews
Christie Mathews, Treasurer

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is Romer Labs, Inc.
....., a Missouri corporation,
and Romer Labs Technology, Inc.
.....
a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is Romer Labs, Inc.
....., a Missouri corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on September 30, 2017 at 11:59 p.m.

SIXTH: The Agreement of Merger is on file at 1301 Stylemaster Drive
Union, MO 63084....., the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.


EIGHT: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 1301 Stylemaster Drive, Union, MO 63084
.....

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 1st day of September, A.D., 2017

By: 
Authorized Officer

Name: Christie Mathews
Print or Type

Title: Treasurer

By: 

Name: Michael Prinster

Title: Vice President