

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM621464

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2016
RESUBMIT DOCUMENT ID:	900581121

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Agri-Carriers Group, Inc.		12/29/2016	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	KAG Leasing, Inc.
Street Address:	4366 Mt. Pleasant Street
City:	North Canton
State/Country:	OHIO
Postal Code:	44720
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	4809500	AGRI-CARRIERS GROUP, INC.

CORRESPONDENCE DATA

Fax Number: 2123108007
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: 2123108000
Email: juan.arias@weil.com
Correspondent Name: David St. Bernard
Address Line 1: Weil, Gotshal & Manges LLP
Address Line 2: 767 Fifth Avenue
Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER:	D. ST. BERNARD-66301.0062
NAME OF SUBMITTER:	DAVID ST. BERNARD
SIGNATURE:	/DAVID ST. BERNARD/
DATE SIGNED:	01/21/2021

Total Attachments: 5

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Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "KAG LEASING, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTIETH DAY OF JUNE, A.D. 2005, AT 4:35 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2016, AT 5:27 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. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "KAG LEASING, INC.".




Jeffrey W. Bullock, Secretary of State

3994042 8100H
SR# 20207542529

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203756800
Date: 09-29-20

TRADEMARK
REEL: 007153 FRAME: 0073

CERTIFICATE OF INCORPORATION

OF

KAG LEASING, INC.

* * * * *

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the corporation is **KAG LEASING, INC.**

SECOND: The address of the registered office of the corporation in the State of Delaware shall be at 1209 Orange Street, Wilmington, Delaware, 19801, County of New Castle; and the name of its registered agent at such address shall be The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware as set forth in Title 8 of the Delaware Code 1953, as amended (the "GCL").

FOURTH: The total number of shares of stock which the corporation shall have the authority to issue is One Hundred (100) shares, having a par value of \$.01 per share.

FIFTH: The name and mailing address of the incorporator is Amy Lowdermilk, The Kenan Advantage Group, Inc., 4895 Dressler Rd NW, Canton, Ohio 44718.

SIXTH: The corporation is to have perpetual existence.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision of the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

*State of Delaware
Secretary of State
Division of Corporations
Delivered 04:39 PM 06/30/2005
FILED 04:35 PM 06/30/2005
SRV 050548292 - 3994042 FILE*

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NINTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of the GCL or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of the GCL, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

TENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or thereafter prescribed by statute, and all rights conferred on the stockholders herein are granted subject to this reservation.

ELEVENTH: The corporation shall indemnify each person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or is or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or another enterprise at the request of the predecessor corporation to the fullest extent permitted by Section 145 of the GCL, as amended. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and such indemnification shall continue as to a person who has ceased to be such a person and shall inure to the benefit of the heirs, executors and administrators of such a person.

Any amendment, repeal or modification of the foregoing provisions of this paragraph Eleventh shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

TWELFTH: A director of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for the breach of any fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to

the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the GCL, as the same exists or hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit. If the GCL is amended after the date of incorporation of the corporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

I, THE UNDERSIGNED, being the sole incorporator as named above, for the purpose of forming a corporation pursuant to the GCL, make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 30th day of June, 2005.

This Certificate of Incorporation of KAG Leasing, Inc. is effective June 30, 2005.

/s/ Amy Lowdermilk
Amy Lowdermilk
The Kenan Advantage Group, Inc.
4895 Dressler Rd NW
Canton, Ohio 44718

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

- FIRST:** The name of the surviving corporation is KAG Leasing, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Agri-Carriers Group, Inc., a Delaware corporation.
- SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.
- THIRD:** The name of the surviving corporation is KAG Leasing, Inc., a Delaware corporation.
- FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.
- FIFTH:** The merger is to become effective on December 31, 2016.
- SIXTH:** The Agreement of Merger is on file at 4366 Mt Pleasant Rd, North Canton, OH 44720, 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.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 29 day of December, A.D., 2016.

KAG Leasing, Inc.

By: 

Jacqueline A. Musacchia, Vice President

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