

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM622878

| | | | |
|---|---|------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER AND CHANGE OF NAME | | |
| EFFECTIVE DATE: | 12/28/2020 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Prince Castle LLC | | 12/28/2020 | Limited Liability Company: DELAWARE |
| NEWLY MERGED ENTITY DATA | | | |
| Name | Execution Date | Entity Type | |
| Cornelius, Inc. | 12/28/2020 | Corporation: MINNESOTA | |
| MERGED ENTITY'S NEW NAME (RECEIVING PARTY) | | | |
| Name: | Marmon Foodservice Technologies, Inc. | | |
| Street Address: | 101 Regency Drive | | |
| City: | Glendale Heights | | |
| State/Country: | ILLINOIS | | |
| Postal Code: | 60139 | | |
| Entity Type: | Corporation: MINNESOTA | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 1033672 | SILVER KING KUTLETT | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2029425999 | | |
| <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: | 2029425000 | | |
| Email: | trademarkdocketing@arnoldporter.com, helen.minsker@arnoldporter.com, stacy.knight@arnoldporter.com | | |
| Correspondent Name: | Helen Hill Minsker | | |
| Address Line 1: | 601 Massachusetts Ave., NW | | |
| Address Line 2: | IP Docketing | | |
| Address Line 4: | Washington, D.C. 20001 | | |
| NAME OF SUBMITTER: | Helen Hill Minsker | | |
| SIGNATURE: | /Helen Hill Minsker/ | | |

OP \$40.00 1033672

DATE SIGNED:

01/28/2021

Total Attachments: 13

source=Certificate of Merger and Change of Name documents#page1.tif

source=Certificate of Merger and Change of Name documents#page2.tif

source=Certificate of Merger and Change of Name documents#page3.tif

source=Certificate of Merger and Change of Name documents#page4.tif

source=Certificate of Merger and Change of Name documents#page5.tif

source=Certificate of Merger and Change of Name documents#page6.tif

source=Certificate of Merger and Change of Name documents#page7.tif

source=Certificate of Merger and Change of Name documents#page8.tif

source=Certificate of Merger and Change of Name documents#page9.tif

source=Certificate of Merger and Change of Name documents#page10.tif

source=Certificate of Merger and Change of Name documents#page11.tif

source=Certificate of Merger and Change of Name documents#page12.tif

source=Certificate of Merger and Change of Name documents#page13.tif

Office of the Minnesota Secretary of State
Certificate of Merger

I, Steve Simon, Secretary of State of Minnesota, certify that the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Names of Merging Entities:

MINNESOTA: CORNELIUS, INC.
DELAWARE: PRINCE CASTLE LLC
DELAWARE: DISPLAY TECHNOLOGIES, LLC
DELAWARE: MARMON FOODSERVICE TECHNOLOGIES LLC

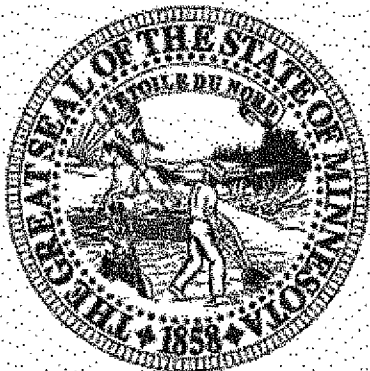
Home Jurisdiction and Name of Surviving Entity:

MINNESOTA: CORNELIUS, INC.

Name of Surviving Entity after Effective Date of Merger:

MARMON FOODSERVICE TECHNOLOGIES, INC.

This certificate has been issued on: 12/28/2020



Steve Simon

Steve Simon
Secretary of State
State of Minnesota



ARTICLES OF MERGER

DATED AS OF DECEMBER 28, 2020

Pursuant to the applicable provisions of the Minnesota Business Corporation Act ("BCA"), the undersigned, desiring to effect a merger (the "Merger"), hereby state that:

1. *Parties.* The following entities are the parties to the Merger (the "Parties"):

(a) Cornelius, Inc. is a corporation incorporated under the laws of the State of Minnesota and has an authorized capital stock of 5,000 shares, par value \$1.00, all of which are designated "Common Stock," 1,001 of which are issued and outstanding.

(b) Marmon Foodservice Technologies LLC is a limited liability company organized under the laws of the State of Delaware and has 1,000 units of membership interest issued and outstanding.

(c) Display Technologies, LLC is a limited liability company organized under the laws of the State of Delaware and has 1,000 units of membership interest issued and outstanding.

(d) Prince Castle LLC is a limited liability company organized under the laws of the State of Delaware and has 1,451 units of membership interest issued and outstanding.

2. *Plan of Merger.* The plan of merger (the "Plan") is attached hereto as Exhibit A and is fully incorporated into these Articles of Merger.

3. *Terms and Conditions.* Pursuant to the terms and conditions set forth in the Plan, Marmon Foodservice Technologies LLC, Display Technologies, LLC and Prince Castle LLC will merge with and into Cornelius, Inc., with Cornelius, Inc. being the sole surviving entity.

4. *Surviving Entity.* The surviving entity is Cornelius, Inc., a corporation incorporated under the laws of Minnesota (the "Surviving Entity").

5. *Approval of the Plan of Merger.*

(a) The Plan was authorized, adopted and approved by Cornelius, Inc. by a vote of its board of directors and its shareholders in accordance with Minnesota Statutes Section 302A.613.

(b) The Plan was authorized, adopted and approved by Marmon Foodservice Technologies LLC in accordance with the applicable provisions of the laws of Delaware.

(c) The Plan was authorized, adopted and approved by Display Technologies, LLC in accordance with the applicable provisions of the laws of Delaware.

(d) The Plan was authorized, adopted and approved by Prince Castle LLC in accordance with the applicable provisions of the laws of Delaware.

6. *Amendments to Articles of Incorporation of Surviving Entity.* The Articles of Incorporation of the Surviving Entity are amended pursuant to the Plan, and the amendments (the "*Articles of Incorporation Amendment*") are set forth below:

(a) Article I of the Surviving Entity's articles of incorporation is amended by deleting the text thereof and replacing it with the following:

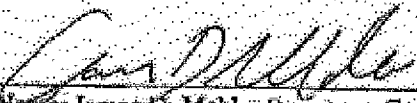
"The name of the corporation is Marmon Foodservice Technologies, Inc."

7. *Effective Date.* The Plan, the Merger and the Articles of Incorporation Amendment shall be effective at 12:02 a.m. Eastern Time on January 1, 2021.

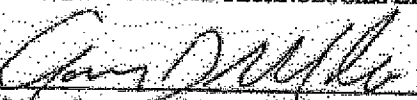
[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, each of the Parties has caused these Articles of Merger to be signed by an authorized person as of the date first set forth above.


CORNELIUS, INC.

By: 
Name: James D. Mahlo, Secretary, General Counsel
Title: Authorized Person

MARMON FOODSERVICE TECHNOLOGIES LLC

By: 
Name: James D. Mahlo, Secretary, General Counsel
Title: Authorized Person

DISPLAY TECHNOLOGIES, LLC

By: 
Name: James D. Mahlo, Secretary, General Counsel
Title: Authorized Person

PRINCE CASTLE LLC

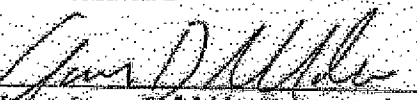
By: 
Name: James D. Mahlo, Secretary, General Counsel
Title: Authorized Person

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (this "*Plan of Merger*") applies to the merger (the "*Merger*") of MARMON FOODSERVICE TECHNOLOGIES LLC, a Delaware limited liability company ("*Marmon Foodservice*"), DISPLAY TECHNOLOGIES, LLC, a Delaware limited liability company ("*Display Technologies*"), PRINCE CASTLE LLC, a Delaware limited liability company ("*Prince Castle*" and, together with Marmon Foodservice and Display Technologies, the "*Non-Surviving Companies*" and each individually, a "*Non-Surviving Company*"), with and into CORNELIUS, INC., a Minnesota corporation ("*Cornelius*"), with Cornelius as the surviving organization, pursuant to that certain Agreement and Plan of Merger by and among the Non-Surviving Companies and Cornelius, dated as of December 28, 2020 (the "*Agreement*").

Section 1. The Merger. Upon the terms and subject to the conditions set forth in the Agreement and in accordance with the applicable provisions of the Delaware Limited Liability Company Act and the Minnesota Business Corporation Act, the Non-Surviving Companies shall be merged with and into Cornelius and Cornelius shall be the surviving organization (the "*Surviving Corporation*"). The Merger shall become effective (the "*Effective Time*") at 12:02 a.m. Eastern time on January 1, 2021.

Section 2. Effects of Merger. At the Effective Time, each of the Non-Surviving Companies shall be merged with and into the Surviving Corporation and the separate existence of each of the Non-Surviving Companies shall cease. The consummation of the Merger will have the effects provided under applicable law, including the Delaware Limited Liability Company Act and the Minnesota Business Corporation Act, with respect to the merger of Delaware limited liability companies with and into a Minnesota Corporation.

Section 3. Articles of Incorporation and By-Laws of the Surviving Corporation.

(a) Except as provided in (i) below, the Articles of Incorporation of Cornelius in effect immediately prior to the Effective Time, as theretofore amended and/or restated, shall be the articles of incorporation of the Surviving Corporation at and after the Effective Time until amended in accordance with the applicable provisions thereof and the Minnesota Business Corporation Act.

(i) Article I of Cornelius' articles of incorporation is amended by deleting the text thereof and replacing it with the following:

"The name of the corporation is Marmon Foodservice Technologies, Inc."

(b) The bylaws of Cornelius in effect immediately prior to the Effective Time, as theretofore amended and/or restated, shall be the bylaws of the Surviving Corporation at and after the Effective Time until altered, amended or repealed as provided therein.

Section 4. Board of Directors and Officers. The board of directors and officers of Cornelius in office immediately prior to the Effective Time shall be the Board of Directors and officers of the Surviving Corporation at and after the Effective Time until the election or

appointment and qualification of their respective successors or until their earlier removal, resignation or death in accordance with the bylaws of the Surviving Corporation.

Section 5. Conversion of Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof:

(a) Each share of common stock, \$1.00 par value per share, of Cornelius that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall become and continue as an issued and outstanding share of common stock, \$1.00 par value per share, of the Surviving Corporation ("*Surviving Corporation Common Stock*") and no additional shares of Surviving Corporation Common Stock shall be issued in respect thereof.

(b) Each unit of membership interest and any other equity interest of each Non-Surviving Company that is issued and outstanding immediately prior to the Effective Time shall be cancelled and shall no longer be outstanding and shall cease to exist and no additional shares of Surviving Corporation Common Stock or other consideration shall be issued to or received by the holder thereof in connection with the cancellation thereof.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]



File Numbers

120387940006

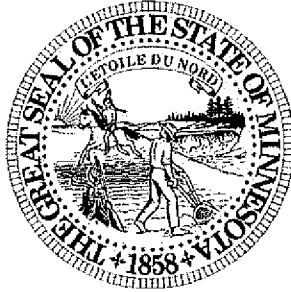
B-281

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

12/28/2020 11:59:00 PM

Steve Simon

Steve Simon
Secretary of State



File Numbers

120387940006

B-281

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

12/28/2020 11:59:00 PM

Steve Simon

Steve Simon
Secretary of State

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:

"DISPLAY TECHNOLOGIES, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"MARMON FOODSERVICE TECHNOLOGIES LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"PRINCE CASTLE LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "MARMON FOODSERVICE TECHNOLOGIES, INC." UNDER THE NAME OF "MARMON FOODSERVICE TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MINNESOTA, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2020, AT 10:56 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2021 AT 12:02 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

4549012 8100M
SR# 20208764146

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

Authentication: 204421137
Date: 12-28-20

TRADEMARK
REEL: 007178 FRAME: 0916

CERTIFICATE OF MERGER
MERGING
MARMON FOODSERVICE TECHNOLOGIES LLC,
A DELAWARE LIMITED LIABILITY COMPANY,
DISPLAY TECHNOLOGIES, LLC,
A DELAWARE LIMITED LIABILITY COMPANY,
AND
PRINCE CASTLE LLC,
A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO

CORNELIUS, INC.,
A MINNESOTA CORPORATION

DATED AS OF DECEMBER 28, 2020

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act

Cornelius, Inc., a Minnesota corporation (the "*Surviving Corporation*"), does hereby certify as follows:

FIRST: The name of the Surviving Corporation is "Cornelius, Inc."

SECOND: The jurisdiction in which the Surviving Corporation was formed is Minnesota.

THIRD: The name of the limited liability companies being merged with and into the Surviving Corporation are "Marmon Foodservice Technologies LLC," a Delaware limited liability company, "Display Technologies, LLC," a Delaware limited liability company, and "Prince Castle LLC," a Delaware limited liability company (the "*Non-Surviving Companies*").

FOURTH: The Agreement and Plan of Merger, dated as of December 28, 2020, by and among the Surviving Corporation and the Non-Surviving Companies (the "*Merger Agreement*"), setting forth the terms and conditions of the merger of the Non-Surviving Companies with and into the Surviving Corporation, with the Surviving Corporation surviving (the "*Merger*"), has been approved, adopted, certified, executed and acknowledged by the Non-Surviving Companies and the Surviving Corporation in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

FIFTH: The name of the Surviving Corporation is Cornelius, Inc., which shall be amended to "Marmon Foodservice Technologies, Inc." in connection with the merger by amendment to the Surviving Corporation's Articles of Incorporation.

SIXTH: The executed Merger Agreement is on file at 101 Broadway Street West, Suite 200, Osseo, Minnesota 55369, the place of business of the Surviving Corporation.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation on request, without cost, to any member of the Non-Surviving Companies or any shareholder of the Surviving Corporation.

EIGHTH: 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 any obligations of the Non-Surviving Companies, 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 101 Broadway Street West, Suite 200, Osseo, Minnesota 55369.

NINTH: The merger is to become effective at 12:02 a.m. Eastern Time on January 1, 2021.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by an authorized officer as of the date first set forth above.

By: 
Authorized Officer

Name: James D. Mahlo, Secretary, General Counsel