

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM653706

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	12/28/2020
RESUBMIT DOCUMENT ID:	900612692

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cornelius, Inc.		12/28/2020	Corporation: MINNESOTA

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: 4

Property Type	Number	Word Mark
Registration Number:	0761524	CORNELIUS
Registration Number:	0750181	CORNELIUS
Registration Number:	0750124	CORNELIUS
Registration Number:	0750015	CORNELIUS

CORRESPONDENCE DATA**Fax Number:** 2029425999*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:** 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/

DATE SIGNED: 06/14/2021

Total Attachments: 9

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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

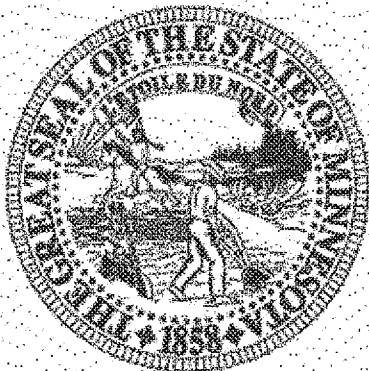
Home Jurisdiction and Name of Surviving Entity:

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

TRADEMARK

REEL: 007325 FRAME: 0497



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.

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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

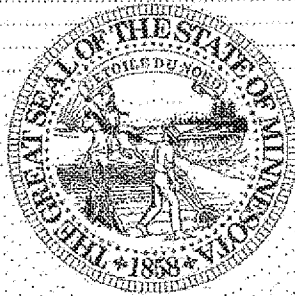
appointment and qualification of their respective successors or until their earlier removal, resignation or death in accordance with the bylaws of the Surviving Corporation.

Section 3. 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.

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File Numbers

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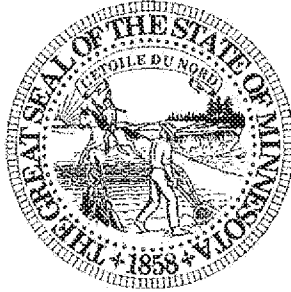
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STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

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