

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM676554

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/01/2021		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Nuts Distributor of America Inc.		09/01/2021	Corporation: WASHINGTON
RECEIVING PARTY DATA			
Name:	Golden Boy Foods USA, Inc.		
Street Address:	2503 S. Hanley Road		
City:	St. Louis		
State/Country:	MISSOURI		
Postal Code:	63144		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2543652	PEANUT BETTER	
Registration Number:	4237470	REAL FOOD, REAL FAST	
CORRESPONDENCE DATA			
Fax Number:	3146673633		
<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:	3145526000		
Email:	ipdocket@thompsoncoburn.com		
Correspondent Name:	Matthew J. Himich		
Address Line 1:	One US Bank Plaza		
Address Line 4:	St. Louis, MISSOURI 63101		
ATTORNEY DOCKET NUMBER:	60473-148796, 97		
NAME OF SUBMITTER:	Matthew J. Himich		
SIGNATURE:	/matthew j. himich/		
DATE SIGNED:	09/24/2021		
Total Attachments: 7			
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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:

"NUTS DISTRIBUTOR OF AMERICA INC.", A WASHINGTON CORPORATION, WITH AND INTO "GOLDEN BOY FOODS USA, INC." UNDER THE NAME OF "GOLDEN BOY FOODS USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2021, AT 8:12 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 SEPTEMBER, A.D. 2021 AT 12:02 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

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SR# 20213085003

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

Authentication: 204017822
Date: 08-26-21

TRADEMARK
REEL: 007431 FRAME: 0261

STATE OF WASHINGTON
SECRETARY OF STATE

ARTICLES OF MERGER
OF
NUTS DISTRIBUTOR OF AMERICA INC.
WITH AND INTO
GOLDEN BOY FOODS USA, INC.

Pursuant to Title 23B.11 of the Revised Code of Washington ("RCW"), the undersigned as the corporations in a merger, hereby submit the following information:

1. The names of the corporations proposing to merge are NUTS DISTRIBUTOR OF AMERICA INC. a Washington corporation, and GOLDEN BOY FOODS USA, INC., a Delaware corporation not qualified in Washington.

2. The name of the surviving corporation is GOLDEN BOY FOODS USA, INC., a Delaware corporation.

3. Attached hereto as Exhibit A, and incorporated herein by this reference, is the Agreement and Plan of Merger which sets forth the plan of merger under which NUTS DISTRIBUTOR OF AMERICA INC. will merge with and into GOLDEN BOY FOODS USA, INC. (the "Plan of Merger").

4. The Plan of Merger was duly approved by unanimous consent of the board of directors and the sole shareholder of both NUTS DISTRIBUTOR OF AMERICA INC. and GOLDEN BOY FOODS USA, INC. The merger was duly approved by the shareholders pursuant to RCW 23B.11.030.

5. GOLDEN BOY FOODS USA, INC. hereby consents to service of process pursuant to RCW 23.95.450 in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation party to the merger.

6. GOLDEN BOY FOODS USA, INC. hereby agrees that it will promptly pay to the dissenting shareholders of each domestic corporation party to the merger the amount, if any, to which they are entitled under chapter 23B.13 RCW, if applicable.

7. The effective date and time of these Articles of Merger shall be September 1, 2021 at 12:02 a.m.

Dated: August 20, 2021

NUTS DISTRIBUTOR OF AMERICA INC.

GOLDEN BOY FOODS USA, INC.

By: John P. Lavey
John P. Lavey, Secretary

By: John P. Lavey
John P. Lavey, Secretary

Exhibit A to the Articles of Merger

**AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
NUTS DISTRIBUTOR OF AMERICA INC. AND GOLDEN BOY FOODS USA, INC.**

See attached.

4848-0741-4518.3

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), effective as of 12:02 a.m. on the 1st day of September, 2021, is made pursuant to Sections 23B.11 of the Washington Business Corporation Act and Section 252 of the Delaware General Corporation Law, by and between Golden Boy Foods USA, Inc., a Delaware corporation, and Nuts Distributor of America Inc., a Washington 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:

Golden Boy Foods USA, Inc. ("Surviving Corporation")
Nuts Distributor of America Inc. ("Merging Corporation")

(b) The name of the corporation into which such corporations propose to merge is Golden Boy Foods USA, 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 the Surviving Corporation are to continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the Surviving Corporation.

- (d) The effective date and time of the merger shall be September 1, 2021 at 12:02 a.m. (the "Effective Time").
- (3) Since all of the outstanding shares of the Surviving Corporation and the Merging Corporation are owned by the same shareholder, no additional stock or securities of the Surviving Corporation will be issued in the merger. At the Effective Time, each share of capital stock issued and outstanding of the Merging Corporation will be automatically canceled and retired and will cease to exist, and each share of capital stock issued and outstanding of the Surviving Corporation will remain outstanding.
- (4) The certificate of incorporation and the bylaws of the Surviving Corporation in place at the time of the merger shall be the certificate of incorporation and bylaws of the Surviving Corporation.

B. The Plan of Merger has been adopted pursuant to Section 252 of the Delaware General Corporation Law by the board of directors and sole shareholder of the Surviving Corporation on August 20, 2021.

C. The Plan of Merger has been adopted pursuant to 23B.11 of the Washington Business Corporation Act by the board of directors and sole shareholder of the Merging Corporation on August 20, 2021.

Signatures appear on the following page

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by the board of directors and sole shareholder of the Merging Corporation and the board of directors and sole shareholder of the Surviving Corporation have caused this Agreement and Plan of Merger to be executed by an authorized officer of the Merging Corporation and of the Surviving Corporation as the respective act, deed and agreement of each constituent entity as of the 20th day of August, 2021, but effective September 1, 2021 at 12:02 a.m.

NUTS DISTRIBUTOR OF AMERICA INC.

By: *John P. Lavey*
John P. Lavey, Secretary

GOLDEN BOY FOODS USA, INC.

By: *John P. Lavey*
John P. Lavey, Secretary

[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER]

Work Order #: 2021082700508985 - 1