

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM747450

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/31/2022		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BEF FOODS 2, Inc.		07/31/2022	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	BEF FOODS, Inc.		
Street Address:	2503 S. Hanley Road		
City:	St. Louis		
State/Country:	MISSOURI		
Postal Code:	63144		
Entity Type:	Corporation: OHIO		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	0997653	EGG BEATERS	
Registration Number:	1073267	EGG BEATERS	
Registration Number:	4614823	SMARTCUPS	
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:	Thompson Coburn LLP		
Address Line 1:	One US Bank Plaza		
Address Line 4:	St. Louis, MISSOURI 63101		
ATTORNEY DOCKET NUMBER:	64553-211582, 83 and 84		
NAME OF SUBMITTER:	Matthew J. Himich		
SIGNATURE:	/matthew j. himich/		
DATE SIGNED:	08/10/2022		
Total Attachments: 12 source=Merger#page1.tif			

CH \$90.00 0997653

source=Merger#page2.tif
source=Merger#page3.tif
source=Merger#page4.tif
source=Merger#page5.tif
source=Merger#page6.tif
source=Merger#page7.tif
source=Merger#page8.tif
source=Merger#page9.tif
source=Merger#page10.tif
source=Merger#page11.tif
source=Merger#page12.tif



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
07/29/2022	202221001582	Merger (MER)	99.00	300.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

NATIONAL SERVICE INFORMATION, INC.
145 BAKER STREET
MARION, OH 43302

**STATE OF OHIO
CERTIFICATE**

**Ohio Secretary of State, Frank LaRose
1995429**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
BEF FOODS, INC.

and, that said business records show the filing and recording of:

Document(s)
Merger

Document No(s):
202221001582

Effective Date: 07/31/2022



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
29th day of July, A.D. 2022.

Ohio Secretary of State

Form 551 Prescribed by:



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

OhioSoS.gov | business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

Certificate of Merger

Filing Fee: \$99

(154-MER)

Forms Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

BEF Foods, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

[Empty text box for name change]

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

- 1. Domestic (Ohio entity) Foreign (Non-Ohio Entity)

[Empty text box for jurisdiction of formation]

Jurisdiction of formation

2. Charter/Registration/License Number

1995429

(If licensed in Ohio as domestic or foreign)

- 3. For-Profit Corporation
- Nonprofit Corporation
- Limited Liability Company
- Partnership
- Limited Partnership
- Limited Liability Partnership
- Unincorporated Nonprofit Association

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

Entity Name	Ohio Charter/License/Registration Number	Jurisdiction of Formation	Type of Entity
BEF Foods 2, Inc.		Delaware	Corporation

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Morri Lammert

Name

2503 S. Hanley Road

Mailing Address

St. Louis

City

Missouri

State

63144

Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on 07/31/2022 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.
 If the surviving entity is a foreign entity NOT licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City

State

ZIP Code

VIII. AMENDMENTS

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached

No Amendments

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing

Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552

Foreign Qualifying Limited Liability Company - Form 617

Foreign Qualifying Limited Partnership - Form 531B

Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

BEF Foods, Inc.

Name of entity

By: See attached

Signature

Its: Diedre J. Gray, Assistant Secretary

Title

BEF Foods 2, Inc.

Name of entity

By: See attached

Signature

Its: Diedre J. Gray, Assistant Secretary

Title

Name of entity

By:

Signature


Its:

Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1706.712(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.


The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

BEF Foods, Inc.
Name of entity

By: 
Signature

Its: Diedre J. Gray, Assistant Secretary
Title

BEF Foods 2, Inc.
Name of entity

By: 
Signature

Its: Diedre J. Gray, Assistant Secretary
Title

Name of entity

By:
Signature

Its:
Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1706.712(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this “Agreement”), dated as of the 31st day of July, 2022, is made pursuant to Title 17, Section 1701.78 of the Ohio General Corporation Law (the “OGCL”) and Title 8, Section 252 of the Delaware General Corporation Law (the “DGCL”), by and between BEF Foods 2, Inc., a Delaware corporation (the “Merging Entity”) and BEF Foods, Inc., an Ohio corporation (the “Surviving Entity”).

RECITALS

A. The Merging Entity and the Surviving Entity are both wholly-owned subsidiaries of Bob Evans Farms, LLC.

B. The board of directors and sole stockholder of the Merging Entity and the board of directors and sole shareholder of the Surviving Entity have each approved and adopted this Agreement and the transactions contemplated by this Agreement.

C. Pursuant to the transactions contemplated by this Agreement and on the terms and subject to the conditions set forth herein, the Merging Entity, in accordance with the OGCL and the DGCL, will merge with and into the Surviving Entity, with the Surviving Entity as the surviving corporation (the “Merger”).

D. The parties intend that (i) the Merger will qualify as a tax-free reorganization under Section 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended, (ii) the Merger is being undertaken as part of a “plan of reorganization” as defined in Treasury Regulations § 1.368-2(g) and (iii) the Merging Entity and the Surviving Entity shall each qualify as “parties to a reorganization” as defined in Treasury Regulations § 1.368-2(f).

AGREEMENT

In consideration of the foregoing, the mutual covenants herein contained and other good and valuable consideration (the receipt, adequacy and sufficiency of which are hereby acknowledged by the parties by their execution hereof), the parties agree as follows:

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with Section 1701.78 of the OGCL and Section 252 of the DGCL, the Merging Entity shall be merged with and into the Surviving Entity effective at 11:59 p.m. EDT on July 31, 2022 (the “Effective Time”). Upon the Merger becoming effective, the separate corporate existence of the Merging Entity shall cease and the Surviving Entity shall continue as the surviving corporation. The effects and consequences of the Merger shall be as set forth in this Agreement, the DGCL and the OGCL.

2. The terms and conditions of the Merger are as follows:

(a) The Merger shall have the effects set forth in Section 259 of the DGCL and Section 1701.82 of the OGCL. Without limiting the generality of the foregoing, from the Effective Time, (i) all of the properties, rights, privileges, immunities, powers and franchises of the Merging Entity shall vest in the Surviving Entity as the surviving corporation and (ii) all of the debts, liabilities, obligations and duties of the Merging Entity shall become the debts, liabilities, obligations and duties of the Surviving Entity as the surviving corporation, including, without limitation, all terms, conditions, covenants and obligations applicable to the Merging Entity as set forth in (x) that certain Master Supply Agreement: Liquid Eggs – Contract Manufacturing between the Merging Entity (as successor by assignment) and Cargill Kitchen

Solutions, Inc. (“Cargill”), dated May 14, 2014, as amended, and (y) that certain Product Agreement between the Merging Entity (as successor by assignment) and Cargill, dated December 17, 2014, as amended.

(b) The Code of Regulations of the Surviving Entity in effect at the Effective Time shall be the Code of Regulations of the surviving corporation until thereafter amended as provided therein or by the OGCL, and the certificate of incorporation of the Surviving Entity in effect at the Effective Time shall be the certificate of incorporation of the surviving corporation until thereafter amended as provided therein or by the OGCL.

(c) The directors and officers of the Surviving Entity immediately prior to the Effective Time shall be the directors and officers of the surviving corporation from and after the Effective Time and shall hold office until the earlier of their respective death, resignation or removal or their respective successors are duly elected or appointed and qualified in the manner provided for in the certificate of incorporation and bylaws of the Surviving Entity, as the surviving corporation, or as otherwise provided by the OGCL.

(d) After the Merger, the location of the principal business office and the registered office of the Surviving Entity shall remain the same as the principal business office and the registered office, respectively, of the Surviving Entity prior to the Merger, and the Surviving Entity’s registered agent for service of process shall be that which has been designated by the Surviving Entity prior to the Merger.

3. At the Effective Time, by virtue of the Merger and without any action on the part of the Merging Entity or the Surviving Entity or the holders of shares of capital stock of the Merging Entity, all shares of capital stock of the Merging Entity will automatically be canceled and retired and will cease to exist, and no consideration will be delivered in exchange therefor, and each share of capital stock of the Surviving Entity issued and outstanding immediately prior to the Effective Time shall remain outstanding following the consummation of the Merger.

4. The Merging Entity and the Surviving Entity stipulate that they will cause to be executed and filed any document or documents prescribed by the laws of the State of Ohio and/or the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

5. This Agreement, together with the Certificates of Merger to be filed with the Secretaries of State of the States of Ohio and Delaware, constitutes the sole and entire agreement of the parties to this Agreement with respect to the subject matter contained herein and supersedes all prior and contemporaneous understandings, representations, warranties and agreements, both written and oral, with respect to such subject matter.

6. At any time before the Effective Time, this Agreement may be terminated and the Merger abandoned by the board of directors of the Merging Entity or the Surviving Entity.

7. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and permitted assigns.

8. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Ohio without giving effect to any choice or conflict of law provision or rule (whether of the State of Ohio or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than those of the State of Ohio.

9. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Agreement delivered by e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Agreement.

10. The Surviving Entity agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Surviving Entity arising from the 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 DGCL, and the Surviving Entity irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding.


11. The Merging Entity and the Surviving Entity will do such further acts and things as may be required to carry out the intent and purpose of this Agreement. Without limiting the generality of the foregoing, in case at any time after the Effective Time any further action is necessary or desirable to evidence the vesting of the properties, rights, privileges, immunities, powers, franchises, debts, liabilities, obligations and duties of the Merging Entity in the Surviving Entity as the surviving corporation or to make any necessary or desirable tax, corporate or other filings relating to the Merger, the proper officers of the Merging Entity and/or the Surviving Entity, as applicable, will execute such further documents (including assignments, acknowledgements, consents and other instruments of transfer) and will take such further action as may be necessary or desirable to effect such transfer and to otherwise carry out the purposes of this Agreement.

[Signatures appear on following page.]

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by the sole stockholder and board of directors of the Merging Entity and the sole shareholder and board of directors of the Surviving Entity, have caused this Agreement and Plan of Merger to be executed by an authorized officer of the Merging Entity and of the Surviving Entity as the respective act, deed and agreement of each constituent entity as of the date first written above.


Merging Entity

BEF FOODS 2, INC.

By: 
Diedre Gray (Jul 21, 2022 12:06 CDT)
Name: Diedre J. Gray
Title: Assistant Secretary

Surviving Entity

BEF FOODS, INC.

By: 
Diedre Gray (Jul 21, 2022 12:06 CDT)
Name: Diedre J. Gray
Title: Assistant Secretary

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:

"BEF FOODS 2, INC.", A DELAWARE CORPORATION,
WITH AND INTO "BEF FOODS, INC." UNDER THE NAME OF "BEF FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JULY, A.D. 2022, AT 12:39 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 JULY, A.D. 2022 AT 11:59 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6934475 8100M
SR# 20223087192

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

Authentication: 204010733
Date: 07-26-22

TRADEMARK
REEL: 007818 FRAME: 0618

