

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM771506

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/26/2021
RESUBMIT DOCUMENT ID:	900731894

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
STEWART'S PRODUCT LICENSING, INC.		12/26/2021	Corporation: NEW JERSEY

RECEIVING PARTY DATA

Name:	1924 BRANDS LLC
Street Address:	42 Centennial Drive, East
City:	Medford
State/Country:	NEW JERSEY
Postal Code:	08055
Entity Type:	Limited Liability Company: NEW JERSEY

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	0935505	STEWART'S
Registration Number:	0274949	STEWART'S ROOT BEER
Registration Number:	0933646	STEWART'S

CORRESPONDENCE DATA

Fax Number:

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.

Email: aleks@klausnercook.com
Correspondent Name: Aleksandar Nikolic
Address Line 1: 409 Taughannock Blvd
Address Line 4: Ithaca, NEW YORK 14850

NAME OF SUBMITTER:	Aleksandar Nikolic
SIGNATURE:	/Aleksandar Nikolic/
DATE SIGNED:	12/02/2022

Total Attachments: 5

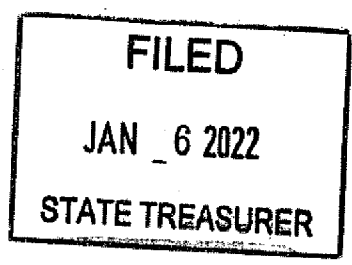
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MCG



UMC-1 11/03

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Limited Liability Co.'s, Limited Partnerships & Partnerships)

0450744084

This form may be used to record the merger or consolidation of a limited liability company, limited partnership or partnership with or into another business entity or entities, pursuant to NJSA 42, 42:2A and 42:2B. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the New Jersey State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the State Treasurer's office.

1. Type of Filing (check one): [X] Merger [] Consolidation

2. Name of Surviving Business Entity: 1924 Brands LLC

3. Address of the Surviving Business Entity: 42 Centennial Drive, East, Medford, NJ 08055

4. Name(s)/Jurisdiction(s) of All Participating Business Entities:

Table with 3 columns: Name, Jurisdiction, Identification # Assigned by Treasurer (if applicable). Rows include STEWART'S PRODUCT LICENSING, INC. (NJ, 0100164058) and 1924 BRANDS LLC (NJ, 0450744084).

5. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer):

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of a merging or consolidating LLC, LP or partnership. The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the Surviving Business Entity at the Service of Process address stated above.

6. Effective Date (see instructions):

The undersigned represent(s) that the agreement of merger/consolidation is on file at the place of business of the surviving business entity and that an agreement of merger/consolidation has been approved and executed by each business entity involved. Additionally, a copy of the merger/consolidation agreement has been or shall be furnished by the surviving entity to any member or any person having an interest.

The undersigned also represent(s) that they are authorized to sign on behalf of the surviving business entity.

Signature table with columns: Signature, Name, Title, Date. Entries for Jacqueline R. Fessler as President and Managing Member, dated 12/26/21.

**Important Notes --New Jersey law prohibits domestic LLCs, LPs and partnerships from merging/consolidating with another business entity, if authority for such merger/consolidation is not granted under the laws of the jurisdiction under which the other business entity was organized. Also, a merger/consolidation certificate may be filed pursuant to Title 42, 42:2A or 42:2B only if the surviving or resulting business entity is a limited partnership, limited liability company or partnership. Also, at least one participating business entity must be a limited partnership or limited liability company. If a for-profit domestic or foreign corporation participates or is the survivor, file the merger/consolidation pursuant to Title 14A. Title 15A corporations are not authorized to participate in mergers/consolidations involving LPs, LLCs, partnerships and for-profit corporations.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

EXHIBIT A
PLAN AND AGREEMENT OF MERGER
OF
STEWART'S PRODUCT LICENSING INC.
INTO
1924 BRANDS LLC

This Plan and Agreement of Merger made and entered into on the 26th day of December, 2021 by and between **STEWART'S PRODUCT LICENSING INC.** (herein sometimes referred to as the Merging Corporation) and **1924 BRANDS LLC** (herein sometimes referred to as the Surviving LLC), said entities hereinafter sometimes referred to jointly as the Entities.

WITNESSETH:

WHEREAS STEWART'S PRODUCT LICENSING INC. is a Corporation organized and existing under the laws of the State of New Jersey; and

WHEREAS 1924 BRANDS LLC is a single member Limited Liability Company organized and existing under the laws of the State of New Jersey; and

WHEREAS the total number of shares of stock which the Merging Corporation has authority to issue is One Thousand (1000) shares at no par value, of which One Hundred (100) shares are now issued and outstanding and

WHEREAS the total number of Limited Liability Company Interests which the Surviving LLC has authority to issue is One Thousand (1,000) Membership Interests of which One Hundred (100) Membership Interests are issued and outstanding; and

WHEREAS the Board of Directors and Managing Member of the Entities deem it advisable that **STEWART'S PRODUCT LICENSING INC.** (the Merging Corporation) be merged into **1924 BRANDS LLC** (the Surviving LLC) on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of New Jersey Statutes Annotated which permits such merger;

NOW THEREFORE, in consideration of the promises and of the agreements, covenants and provisions hereinafter contained, the Merging Corporation and the Surviving LLC, by their respective Boards of Directors and Managing Member, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The Merging Corporation and the Surviving LLC shall be merged into a single Limited Liability Company, in accordance with applicable provisions of the New Jersey Corporation Law, by **STEWART'S PRODUCT LICENSING INC.** merging into **1924 BRANDS LLC**, which shall be the Surviving LLC.

ARTICLE II

This merger shall be effective as of December 31, 2021.

1. The Surviving LLC shall be a single member LLC, and the separate existence of the Merging Corporation shall cease.

2. The Surviving LLC shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of the Merging Corporation; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses action, and all and every other interest of, or belonging to, or due to the Merging Corporation, shall be taken and deemed to be vested in the Surviving LLC without further act or deed.

3. The Surviving LLC shall thenceforth be responsible and liable for all of 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 or, if deemed necessary the Surviving LLC may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any of the Entities shall be impaired by the merger;

4. The aggregate amount of the net assets of the Entities which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving LLC.

5. The Operating Agreement of **1924 BRANDS LLC**, as existing and constituted immediately prior to the effective date of merger, shall be and constitute the Operating Agreement of the Surviving LLC;

ARTICLE III

The Certificate of Formation of the Surviving LLC filed with the New Jersey Division of Revenue on the 22nd day of December, 2021 shall be the Certificate of Formation of the Surviving LLC on the effective date of this merger.

ARTICLE IV

The manner and basis of converting the shares of each of the Entities into Membership Interests of the Surviving LLC is as follows:

(1) The assets and liabilities of the Merging Corporation shall be transferred to the Surviving LLC. The shareholder of the Merging Corporation shall surrender its shares and they shall be cancelled, and it shall be issued Membership Interests of the Surviving LLC.

(2) The Membership Interests of the Surviving LLC shall be unaffected by the merger.

(3) After the effective date of the merger, only those Membership Interests held by the Managing Member of the Surviving LLC and the Membership Interests issued to the shareholder of the Merging Corporation, as a result of this merger, shall be valid Membership Interests.

ARTICLE V

The Surviving LLC shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

ARTICLE VI

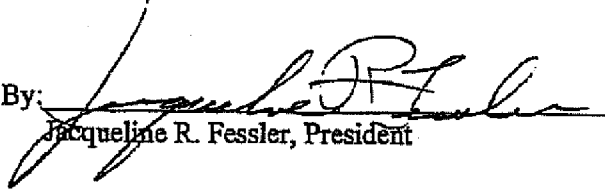
If at any time the Surviving LLC shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving LLC the title to any property or rights of the Merging Corporation, the proper officers and directors of the Merging Corporation shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving LLC, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

ARTICLE VII

This Plan and Agreement of Merger shall be submitted to the shareholder and Members of each of the Entities, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the shareholders of each of the Entities in accordance with the requirements of the laws of the State of New Jersey.

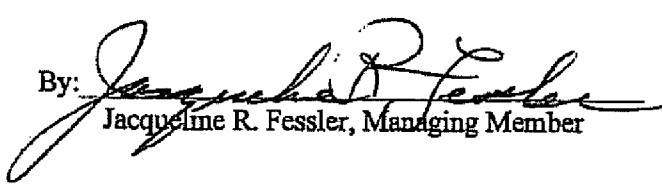
IN WITNESS WHEREOF, the Merging Corporation and the Surviving LLC, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed by the President of each party hereto, and the corporate seals affixed.

STEWART'S PRODUCT LICENSING INC.

By: 
Jacqueline R. Fessler, President

Dated: December 26, 2021

1924 BRANDS LLC

By: 
Jacqueline R. Fessler, Managing Member

Dated: December 26, 2021