

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM792215

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/21/2023

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Vintage Foods IP Holdings Inc.		02/06/2023	Corporation: NEW JERSEY

RECEIVING PARTY DATA

Name:	Vintage Food Corp.
Street Address:	849 Newark Turnpike
City:	Kearny
State/Country:	NEW JERSEY
Postal Code:	07032
Entity Type:	Corporation: NEW JERSEY

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	5770765	BALKAN VALLEY
Registration Number:	5645146	BOTANY
Registration Number:	3391147	BROTHER
Registration Number:	5770698	BULGARA
Registration Number:	3060712	BULGARA-FETA
Registration Number:	4135757	DELIGHTFUL BAZAAR
Registration Number:	2983699	DILEK
Registration Number:	5582446	E-Z BREAK UP
Registration Number:	3528031	HODJA
Registration Number:	6926586	HONEY BROTHER
Registration Number:	5912135	IPEK
Registration Number:	3685417	IPEK FOODS
Registration Number:	6919791	JAL
Registration Number:	6914584	KAYLA'S
Serial Number:	97381772	LIBERTY NATURAL
Registration Number:	5649710	MAGIC MEZZE
Registration Number:	4895681	MERVE
Registration Number:	2972314	MERVE

CH \$590.00 5770765

Property Type	Number	Word Mark
Registration Number:	3068729	MRNUT
Registration Number:	5629531	ROYAL VALLEY
Registration Number:	5858838	SEHRAZAT
Registration Number:	4921499	VINTAGE THE FINEST FOODS
Registration Number:	3785867	VINTAQUA

CORRESPONDENCE DATA

Fax Number: 4154391500

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: maria.banda@kirkland.com

Correspondent Name: Maria Banda

Address Line 1: Kirkland & Ellis, LLP

Address Line 2: 555 California Street, Suite 2700

Address Line 4: San Francisco, CALIFORNIA 94104

ATTORNEY DOCKET NUMBER: 52541-1

NAME OF SUBMITTER: Maria Banda

SIGNATURE: /Maria Banda/

DATE SIGNED: 03/06/2023

Total Attachments: 8

source=1_New Jersey Certificate of Merger (Vintage Foods IP Holdings Inc (NJ) into Vintage Food Corp (NJ))#page1.tif

source=1_New Jersey Certificate of Merger (Vintage Foods IP Holdings Inc (NJ) into Vintage Food Corp (NJ))#page2.tif

source=1_New Jersey Certificate of Merger (Vintage Foods IP Holdings Inc (NJ) into Vintage Food Corp (NJ))#page3.tif

source=1_New Jersey Certificate of Merger (Vintage Foods IP Holdings Inc (NJ) into Vintage Food Corp (NJ))#page4.tif

source=1_New Jersey Certificate of Merger (Vintage Foods IP Holdings Inc (NJ) into Vintage Food Corp (NJ))#page5.tif

source=1_New Jersey Certificate of Merger (Vintage Foods IP Holdings Inc (NJ) into Vintage Food Corp (NJ))#page6.tif

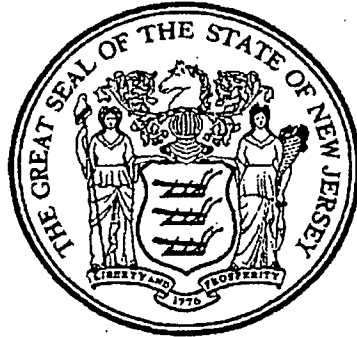
source=1_New Jersey Certificate of Merger (Vintage Foods IP Holdings Inc (NJ) into Vintage Food Corp (NJ))#page7.tif

source=1_New Jersey Certificate of Merger (Vintage Foods IP Holdings Inc (NJ) into Vintage Food Corp (NJ))#page8.tif

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)
0400450330

VINTAGE FOOD CORP

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office
February 21, 2023
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



Certificate Number: 144737343

Verify this certificate online at

<https://www.njportal.com/DOR/businessrecords/Validate.aspx>

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
27th day of February, 2023*

A handwritten signature in cursive script, appearing to read "Elizabeth Maher Muoio".

Elizabeth Maher Muoio
State Treasurer

mg

FILED
FEB 21 2023
STATE TREASURER

UMC-2 Rev. 3/2013

New Jersey Division of Revenue & Enterprise Services
Certificate of Merger/Consolidation
(Profit Corporations)

0400450330

To file electronically:
1. Enter the information requested below and sign by typing your name in the signature field. The form can only be filled in using the free Adobe Acrobat Reader 5.1 or greater. (See the pages following this form for field by field instructions and notes on delivery and processing of work requests.)
2. Click the "Add Attachments" button to add attachments if required. (Check the field by field instructions to see if you must include an attachment.)
3. After the form has been filled in properly, please save a copy to your computer so that you can upload the form to the State of New Jersey Division of Revenue & Enterprise Services Central Forms Repository Web application by following the instructions in the next step.
4. Click the "Open the Central Forms Repository Home Page to start the Form Submission Process" button at the bottom of the form. (This action will launch the State of New Jersey Division of Revenue & Enterprise Services Central Forms Repository Web application. If you have not created an account in the application, you will need to do so before using the online Web application. Once your account is created, please login to the application and follow the instructions for submitting your form and payment online.)

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. 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 State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue & Enterprise Services office.

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

2. Name of Surviving Business Entity: Vintage Food Corp

3. Name(s)/Jurisdiction(s) of All Participating Business Entities including Surviving Entity:

Name	Jurisdiction	Identification # Assigned by (If applicable)
Vintage Food Corp	New Jersey	0400450330
Vintage Foods IP Holdings Inc	New Jersey	0400520743

4. Date Merger/Consolidation adopted: 02/06/2023

5. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name Vintage Food Corp Outstanding Shares 25
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-b Corp. Name Vintage Foods IP Holdings Inc Outstanding Shares 1
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-c Corp. Name _____ Outstanding Shares _____
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

UMC-2 Rev. 3/2013

Page 2



6. 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 any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

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.

The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

7. Effective Date (see inst.): Upon filing

Signature	Name	Title	Date
	Jim Wagner	Chief Executive Officer of Vintage Food Corp	02/06/2023
	Jim Wagner	Chief Executive Officer of Vintage Foods IP Holdings Inc	02/06/2023

** Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of February 6, 2023, by and between Vintage Food Corp., a New Jersey corporation ("Vintage Food") and Vintage Foods IP Holdings Inc., a New Jersey corporation (the "Disappearing Entity").

WITNESSETH

WHEREAS, Vintage Food and the Disappearing Entity (together the "Constituent Entities") desire to consummate the merger, pursuant to the terms and subject to the conditions set forth herein and in accordance with the Business Corporation Act of the State of New Jersey ("New Jersey Law"), of the Disappearing Entity with and into Vintage Food, with Vintage Food continuing as the surviving company.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

1. Merger. On the Effective Date (as defined in Section 8), the Disappearing Entity shall merge with and into Vintage Food (the "Merger"), with Vintage Food continuing as the surviving company (the "Surviving Company") and the separate corporate existence of the Disappearing Entity shall cease.

2. Constituent Entities. Vintage Food filed its Certificate of Formation, as amended from time to time, with the New Jersey Division of Revenue on November 2, 2011. The Disappearing Entity filed its Certificate of Formation, as amended from time to time, with the New Jersey Division of Revenue on September 27, 2012.

3. Certificate of Formation and LLC Agreement. By virtue of the Merger and upon the Effective Date, the Certificate of Incorporation of Vintage Food, shall be the Certificate of Incorporation of the Surviving Company upon and after the Effective Date, unless, and until duly amended, altered, changed, repealed, and/or supplemented in accordance with the New Jersey Law (which power and right to amend, alter, change, repeal, and/or supplement, at any time and from time to time after the Effective Date, are hereby expressly reserved). The Amended and Restated Bylaws of Vintage Food will remain in full force and effect as the Amended and Restated Bylaws of the Surviving Company upon and after the Effective Date, unless, and until duly amended, altered, changed, repealed, and/or supplemented in accordance with the New Jersey Law (which power and right to amend, alter, change, repeal, and/or supplement, at any time and from time to time after the Effective Date, are hereby expressly reserved).

4. Rights of the Surviving Company. The parties hereto agree that, when the Merger shall have become effective under New Jersey Law, the separate existence of the Disappearing Entity shall cease and shall be merged with and into Vintage Food, and that all the rights, privileges, immunities, powers and franchises of each of said Constituent Entities, and all property,

real, personal and mixed, and all debts, liabilities and duties of any of said Constituent Entities on whatever account, as well for unit subscriptions as all other things in action or belonging to each of such Constituent Entities shall be automatically vested in the Surviving Company.

5. Directors and Officers. The directors and officers of the Disappearing Entity and the directors and officers of Vintage Food holding office immediately prior to the Effective Date shall be the directors and officers respectively (holding the same positions as each held with Vintage Food immediately prior to the Effective Date) of the Surviving Company and shall hold office from the Effective Date until their respective successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and the Amended and Restated Bylaws of the Surviving Company, or as otherwise provided in the Amended and Restated Bylaws of the Surviving Company.

6. Surviving Company.

(a) Name. The name of the Surviving Company shall be "Vintage Food Corp".

(b) Registered Office and Registered Agent. The Surviving Company's registered office in the State of New Jersey shall be located at 820 Bear Tavern Road, West Trenton, New Jersey 08628. The registered agent of the Surviving Company for service of process at such address shall be C T Corporation System.

(c) Rights and Obligations. The Merger shall have the effects of applicable law, including, without limitation, the applicable provisions of New Jersey Law.

7. Effect of Merger on Shares of Common Stock.

(a) Disappearing Entity. Prior to this Merger, the Disappearing Entity has the authority to issue shares of common stock in the Disappearing Entity. By virtue of the Merger, the stock representing stock ownership in the Disappearing Entity outstanding on the Effective Date, all of which are owned by ZB Vintage LLC, shall be cancelled and retired and no payment shall be made with respect thereto. For the avoidance of doubt, each share representing stock ownership in the Disappearing Entity that are owned by the Disappearing Entity as stock ownership, if applicable, shall no longer be outstanding and shall be cancelled and retired and no payment shall be made with respect thereto.

(b) Surviving Company. The outstanding stock representing outstanding shares of stock in the Surviving Company will not be converted, exchanged or altered in any manner as a result of the Merger and will remain outstanding as validly issued, fully paid and nonassessable stock representing shares of stock in the Surviving Company and shall be owned entirely by ZB Vintage LLC.

8. Effective Date. Vintage Food and the Disappearing Entity shall each take or cause to be taken all such actions, or do or cause to be done all such things, as are necessary, proper, or advisable under the laws of the State of New Jersey to make effective the merger provided in this Agreement, subject, however, to the taking by the respective parties of any actions or receipt of any required approvals in accordance with New Jersey Law. Upon compliance with applicable laws and upon receipt of any required approval of the sole stockholder of the Disappearing Entity

and the sole stockholder of Vintage Food, the Constituent Entities shall cause an executed Certificate of Merger as required by New Jersey Law to be filed with the office of the State of New Jersey. The Merger shall become effective upon the filing of the executed Certificate of Merger with the New Jersey Division of Revenue. The date and time on which the Merger becomes effective is referred to in this Agreement as the "Effective Date."

9. Conditions Precedent. The obligations of each party to complete the Merger are subject to the following conditions:

(a) Company Approval. All actions necessary to authorize the execution, delivery, and performance of this Agreement shall have been duly and validly taken by each of the parties hereto.

(b) Sole Stockholder Approval. The sole stockholder of the Disappearing Entity and the sole stockholder of Vintage Food shall have approved the Merger and adopted this Agreement.

(c) Approval From Government Agencies. All governmental approvals and other actions required to effect the Merger and related transactions shall have been obtained, without conditions or restrictions that the affected party reasonably considers unduly burdensome.

10. Amendment. This Agreement may be amended by an instrument in writing signed by the parties hereto by action by or on behalf of their respective sole stockholder, at any time after approval by the sole stockholder of the Disappearing Entity and the sole stockholder of Vintage Food, as applicable; provided, however, that after any such approval, if one is required, there shall not be made any agreement that by law requires further approval by such sole stockholder without the further approval of such sole stockholder.

11. Termination or Abandonment. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date by the mutual consent of the sole stockholder of the Disappearing Entity and the sole stockholder of Vintage Food. If this Agreement is terminated as provided in this Section 11, neither the Disappearing Entity nor Vintage Food nor their respective sole stockholders, as the case may be, shall be liable to the other, respectively, by reason of such termination.

12. Other Provisions.

(a) Governing Law. This Agreement shall be governed by and construed in accordance with the laws of New Jersey (regardless of the laws that might otherwise govern under applicable New Jersey principles of conflicts of law) as to all matters, including matters of validity, construction, effect, performance and remedies.

(b) Further Assurances. The Disappearing Entity shall from time to time upon request by the Surviving Company execute and deliver all such documents and instruments and take all such action as the Surviving Company may request in order to vest or evidence the vesting in the Surviving Company of title to and possession of all rights, properties, assets, and business of the Disappearing Entity, or otherwise to carry out the full intent and purpose of this Agreement.


(c) Counterparts: Facsimile and Electronic Signatures. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original as against any party whose signature appears thereon, and all of which, together, shall constitute one and the same instrument. Signatures by facsimile and electronic copy shall be binding.

(d) No Assignability. Neither this Agreement nor any rights or obligations under it are assignable.


* * * * *

IN WITNESS WHEREOF, the Disappearing Entity and Vintage Food LLC have caused this Agreement and Plan of Merger to be executed as of the date first above written.

VINTAGE FOODS IP HOLDINGS INC.

By: 
Name: Jim Wagner
Its: Chief Executive Officer

VINTAGE FOOD CORP.

By: 
Name: Jim Wagner
Its: Chief Executive Officer

Signature Page to Agreement and Plan of Merger