

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM801099

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/16/1982		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
A & W RESTAURANTS, INC.		02/16/1982	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	A & W RESTAURANTS, INC.		
Street Address:	1648 McGrathiana Pkwy., Ste. 380		
City:	Lexington		
State/Country:	KENTUCKY		
Postal Code:	40511		
Entity Type:	Corporation: MICHIGAN		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1234960	CHUBBY CHICKEN	
CORRESPONDENCE DATA			
Fax Number:	5025811087		
<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:	5025895400		
Email:	trademarks@fbtlaw.com		
Correspondent Name:	Cynthia Stewart		
Address Line 1:	400 W. Market St., 32nd Floor		
Address Line 4:	Louisville, KENTUCKY 40202		
NAME OF SUBMITTER:	Cynthia Stewart		
SIGNATURE:	/Cynthia Stewart/		
DATE SIGNED:	04/06/2023		
Total Attachments: 9			
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Lansing, Michigan

This is to Certify That the Annexed Copy of

Certificate and Agreement of Merger by and between A & W RESTAURANTS, INC., a California corporation, and MMW-813, INC., a Michigan corporation, the surviving corporation, whose name was changed by the merger to A & W RESTAURANTS, INC.

has been compared by me with the record on file in this Department and that the same is a true copy thereof, and the whole of such record.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 18th *day of* February, 19 82

Arthur Hahn
Director

TRADEMARK
REEL: 001915 FRAME: 0353

TRADEMARK
REEL: 008035 FRAME: 0902

STATE OF MICHIGAN
DEPARTMENT OF COMMERCE
CORPORATION AND SECURITIES BUREAU
CORPORATION DIVISION
LANSING, MICHIGAN

(THIS IS A PART OF THE CORPORATE DOCUMENT DESCRIBED BELOW)

NAME OF CORPORATION: Certificate and Agreement of Mercer	
CORPORATE DOCUMENT: MMW-813, Inc.	
DO NOT WRITE IN SPACES BELOW - FOR DEPARTMENT USE	
FILED FEB 18 1982 Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau	Date Received: FEB 18 1982
CORPORATION NUMBER	084-084

CERTIFICATE AND AGREEMENT OF MERGER

The following resolutions relating to the merger of A & W Restaurants, Inc., a California corporation (the "Corporation"), and MMW 813, Inc., a Michigan corporation (the "Michigan Corporation"), were adopted on February 16, 1982 by unanimous written consent of the Board of Directors of the Corporation and filed with the minutes of the Board pursuant to Section 307(b) of the California General Corporation Law and by the unanimous written consent of the Board of Directors of the Michigan Corporation and filed with the minutes of the Board pursuant to Section 525 of the Michigan Business Corporation Act. The Corporation owns all of the outstanding shares of common stock of the Michigan Corporation. The merger of the Corporation and the Michigan Corporation is permitted by the laws of the States of California and Michigan and the merger was adopted and approved pursuant to and in accordance with the laws of California and Michigan.

"WHEREAS, A & W Restaurants, Inc. (the "Corporation") filed its Articles of Incorporation in the office of the Secretary of State of California on April 28, 1950;

WHEREAS, the Corporation on February 16, 1982 became the first and sole shareholder of MMW 813, Inc., a Michigan corporation (hereinafter called the "Michigan Corporation"), the Corporation and the Michigan Corporation being hereinafter sometimes called the "constituent corporations";

WHEREAS, the Corporation has an authorized capital stock consisting of Three Hundred Thousand (300,000) shares, of common stock of the par value of One Dollar (\$1.00) per share, of which One Hundred Thousand Five Hundred Fifty (100,550) shares have been issued and are outstanding and are owned by The Taubman Investment Company, a Michigan corporation, with each share of common stock entitled to one vote on all matters properly brought before the sole shareholder of the Corporation;

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WHEREAS, the Michigan Corporation has an authorized capital stock consisting of Fourteen Thousand (14,000) shares, divided into Four Thousand (4,000) shares of preferred stock, par value of Ten Dollars (\$10.00) per share, and no shares of preferred stock have been issued or are outstanding, and Ten Thousand (10,000) shares of common stock, par value of One Dollar (\$1.00) per share, of which One (1) share is now issued and outstanding and is owned by the Corporation, with each share of common stock entitled to one vote on all matters properly brought before the sole shareholder of the Michigan Corporation;

WHEREAS, the Corporation deems it advisable and generally to the welfare and advantage of the constituent corporations, and to the respective holders of their shares, that the constituent corporations merge under and pursuant to Section 1108 of the California General Corporation Law and Section 733 of the Michigan Business Corporation Act upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, BE IT RESOLVED, that in accordance with the California General Corporation Law and the Michigan Business Corporation Act, the Corporation shall be and it hereby is, at the effective date (as defined in Section 3.1 hereof), merged into the Michigan Corporation pursuant to the following:

1. THE SURVIVING CORPORATION, ARTICLES OF INCORPORATION, BY-LAWS, DIRECTORS AND OFFICERS.

1.1 The Surviving Corporation. The Michigan Corporation shall be the surviving corporation (such corporation in its capacity as surviving corporation being hereinafter sometimes called the "surviving corporation"). ^{Article I,} The name of the surviving corporation shall be ^{amended to read as follows:} "A & W Restaurants, Inc." *L*

1.2 Articles of Incorporation. The Articles of Incorporation of the

surviving corporation shall be the Articles of Incorporation of the Michigan Corporation, and all of the terms and provisions thereof as amended by Section 1.1 hereof are hereby incorporated herein with the same force and effect as if herein set forth in full, and from and after the effective date, said Articles of Incorporation shall be the Articles of Incorporation of the surviving corporation.

1.3 By-Laws. The by-laws of the Michigan Corporation as in effect on the effective date shall from and after the effective date be and continue to be the by-laws of the surviving corporation until altered or amended as therein provided under the authority of the Michigan Business Corporation Act.

1.4 Directors and Officers. The members of the Board of Directors and the officers of the Michigan Corporation, as in effect on the effective date, shall be and continue to be the members of the Board of Directors and the officers of the surviving corporation until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation or as provided under the authority of the Michigan Business Corporation Act.

2. STATUS AND CONVERSION OF SECURITIES.

2.1 Authorized Capital of the Surviving Corporation. The total number of shares of all capital stock which the Michigan Corporation has authority to issue shall be the total number of shares of all capital stock which the surviving corporation shall have authority to issue, namely Fourteen Thousand (14,000) shares, divided into Four Thousand (4,000) shares of preferred stock, par value of Ten Dollars (\$10.00) per share, and Ten Thousand (10,000) shares of common stock, par value of One Dollar (\$1.00) per share.

2.2 Retirement of the Presently Outstanding Share of Michigan Corporation Common Stock. Upon the effective date, the share of common stock of the Michigan Corporation presently issued and outstanding shall be retired,

and no shares of preferred or common stock or other securities of the Michigan Corporation shall be issued in respect thereof.

2.3 Conversion of the Outstanding and Common Stock of the Corporation. The shares of the Corporation's common stock outstanding on the effective date and all rights in respect thereof shall, upon the effective date, be converted into Ten Thousand (10,000) shares of fully paid and non-assessable shares of common stock of the surviving corporation.

2.4 Surrender and Exchange of the Corporation's Common Stock Certificate. As soon as practicable after the effective date, the holder of certificates representing all issued and outstanding shares of the Corporation's common stock shall be entitled to surrender such certificates to the surviving corporation and to receive in exchange therefor the number of shares of common stock of the surviving corporation on the basis provided for in Section 2.3. Until so surrendered the outstanding shares of the common stock of the Corporation to be converted into the common stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place.

3. EFFECTIVE DATE; FILING DATE.

3.1 Effective Date. This Certificate of Ownership and Merger shall become effective when it is executed, acknowledged and filed in accordance with the California General Corporation Law and the Michigan Business Corporation Act.

4. CERTAIN EFFECTS OF THE MERGER.

4.1 Results of Merger. When the merger has become effective, the separate existence of the Corporation shall cease and the constituent corporations shall be merged into the Michigan Corporation which as the surviving

~~corporation shall possess all the rights, privileges, immunities and powers and~~
shall be subject to all the duties and liabilities of a corporation organized under the Michigan Business Corporation Act. In addition, the surviving corporation shall possess all the rights, privileges, immunities and franchises, public or private, of each of the constituent corporations and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action. Upon complying with Section 217 of the Michigan Business Corporation Act, the surviving corporation may use any assumed names of the constituent corporations. All interests of or belonging to or due each of the constituent corporations are considered to be transferred to and vested in the surviving corporation without further act or deed. The title to real estate or interest in real estate, vested in the constituent corporations shall not revert or be in any way impaired because of the merger. The surviving corporation shall be responsible and liable for all liabilities and obligations of each of the constituent corporations. A claim existing or action or proceeding pending by or against a constituent corporation may be prosecuted as if the merger had not taken place, or the surviving corporation may be substituted in its place. The rights of creditors and a lien upon the property of a constituent corporation are not impaired by the merger. At any time, or from time to time, the officers of the Corporation or the surviving corporation may, in the name of the Corporation, execute and deliver or cause to be executed and delivered all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the surviving corporation may determine necessary or desirable in order to vest, perfect or confirm in the surviving corporation title to and possession of all of the Corporation's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this merger.

4.3 Expenses of Merger. The surviving corporation shall pay all expenses of merger.

5. GENERAL AUTHORITY OF DIRECTORS AND OFFICERS OF THE CORPORATION AND THE SURVIVING CORPORATION.

5.1 Right of Termination. The merger contemplated herein may be terminated and abandoned by action of the board of directors of the Corporation at any time before the effective date, notwithstanding approval of the merger by the sole shareholder of the Corporation.

5.2 Authority of Directors and Officers of the Corporation and the Surviving Corporation. The Board of Directors and the proper officers of the Corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver and file any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger in accordance with the applicable provisions of the laws of the State of California and of the State of Michigan.

6. TAX STATUS.

6.1 Effect of Merger. The merger contemplated herein is being made under and pursuant to the provisions of Section 368(a)(1)(F) of the Internal Revenue Code of 1954, as amended."

Approval of the Corporation's Sole Shareholder

The merger was ratified, confirmed and approved by The Taubman Investment Company, a Michigan corporation and the sole shareholder of the Corporation, by unanimous written consent dated February 16, 1982, pursuant to Section 603 of the California General Corporation Law.

Approval of the Michigan Corporation's Sole Shareholder

The merger was ratified, confirmed and approved by A & W Restaurants,

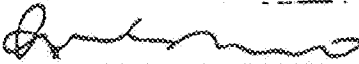
inc., a California Corporation and the sole shareholder of the Michigan Corporation, by unanimous written consent dated February 16, 1982, pursuant to Section (407)(3) of the Michigan Business Corporation Act.


IN WITNESS WHEREOF, this Certificate and Agreement of Merger has been made, executed and signed by an Executive Vice President of A & W Restaurants, Inc. a California corporation, this 16th day of February, 1982.

[Corporate Seal]

A & W Restuarants, Inc.
a California Corporation

ATTEST:

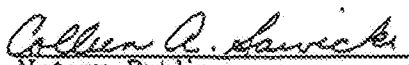

Jeffrey H. Miro
Secretary of
A & W Restaurants, Inc.

By: 
Shire Rothbart
Its: Executive Vice President

STATE OF MICHIGAN)
 : SS
COUNTY OF OAKLAND)

On this 16th day of February, 1982, before me personally appeared Shire Rothbart, who being by me duly sworn did say that he is an Executive Vice President of A & W Restaurants, Inc., a California corporation, that said instrument was signed on behalf of said Corporation by authority of its By-Laws and Board of Directors' resolution; and the said officer acknowledged the said instrument to be the free act and deed of said Corporation, and acknowledged the facts stated therein to be true.

Notary Seal:


Notary Public, _____ County
COLLEEN A. SAWICKI
Notary Public, Oakland County, Mich.
My Commission Expires Aug. 3, 1982