

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM815303

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/31/2022
<b>RESUBMIT DOCUMENT ID:</b>	900768828

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cardinal Associates, Inc.		12/21/2022	Corporation: WASHINGTON

## RECEIVING PARTY DATA

<b>Name:</b>	Albion Laboratories
<b>Street Address:</b>	67 South Main Street, Suite 200
<b>Internal Address:</b>	Attn: Kylie Jones
<b>City:</b>	Layton
<b>State/Country:</b>	UTAH
<b>Postal Code:</b>	84041
<b>Entity Type:</b>	Corporation: NEVADA

## PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	4592611	BERGSTROM NUTRITION
Registration Number:	3464676	BERGSTROM NUTRITION
Registration Number:	3468624	BERGSTROM NUTRITION
Registration Number:	3450632	BERGSTROM NUTRITION
Registration Number:	3459181	BERGSTROM NUTRITION
Registration Number:	2791639	OPTIMSM
Registration Number:	5779742	OPTIMSM
Registration Number:	3454517	PURFORMSM
Registration Number:	3454518	PURFORMSM

## 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.*

Phone: 8018201128

Email: kjones@balchem.com

Correspondent Name: Kylie Jones

Address Line 1: 67 South Main Street, Suite 200

TRADEMARK

**Address Line 4:** Layton, UTAH 84041

**NAME OF SUBMITTER:** Kylie Jones

**SIGNATURE:** /Kylie Jones/

**DATE SIGNED:** 06/06/2023

**Total Attachments: 6**

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**BARBARA K. CEGAUSKE**  
 Secretary of State  
 202 North Carson Street  
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Filed in the Office of <i>Barbara K. Cegauske</i>	Business Number C125-1984
Secretary of State State Of Nevada	Filing Number 20222836653
	Filed On 12/27/2022 8:00:00 AM
	Number of Pages 6

ABOVE SPACE IS FOR OFFICE USE ONLY

# Articles of Conversion/Exchange/Merger

## NRS 92A.200 and 92A.205

This filing completes the following:  Conversion  Exchange  Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<b>1. Entity Information:</b> (Constituent, Acquired or Merging)	Entity Name: <input type="text" value="Cardinal Associates, Inc."/> Jurisdiction: <input type="text" value="Washington"/> Entity Type*: <input type="text" value="WA Profit Corporation"/> <i>If more than one entity being acquired or merging please attach additional page.</i>
<b>2. Entity Information:</b> (Resulting, Acquiring or Surviving)	Entity Name: <input type="text" value="Albion Laboratories, Inc."/> Jurisdiction: <input type="text" value="Nevada"/> Entity Type*: <input type="text" value="Corporation"/>
<b>3. Plan of Conversion, Exchange or Merger:</b> (select one box)	<input checked="" type="checkbox"/> The entire plan of conversion, exchange or merger is attached to these articles. <input type="checkbox"/> The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity. The entire plan of exchange or merger is on file at the registered office of the acquiring corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the acquiring entity (NRS 92A.200). <input type="checkbox"/> The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330. (Conversion only)
<b>4. Approval:</b> (If more than one entity being acquired or merging please attach additional approval page.)	<b>Exchange/Merger:</b> Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity) <input type="checkbox"/> A. Owner's approval was not required from the: <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input checked="" type="checkbox"/> B. The plan was approved by the required consent of the owners of: <input checked="" type="checkbox"/> Acquired/merging <input checked="" type="checkbox"/> Acquiring/surviving <input type="checkbox"/> C. Approval of plan of exchange/merger for Nevada non-profit corporation (NRS 92A.160): Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation. <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving  <input type="text" value="Cardinal Associates, Inc."/> Name of acquired/merging entity <input type="text" value="Albion Laboratories, Inc."/> Name of acquiring/surviving entity
<b>5. Effective Date and Time:</b> (Optional)	Date: <input type="text" value="12/31/2022"/> Time: <input type="text" value="11:59pm"/> (must not be later than 90 days after the certificate is filed)

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.



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# Articles of Conversion/Exchange/Merger

## NRS 92A.200 and 92A.205

This filing completes the following:  Conversion  Exchange  Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

**4. Approval Continued:**  
 (If more than one entity being acquired or merging please attach additional approval page.)

**Exchange/Merger:**

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- A. Owner's approval was not required from the:
- Acquired/merging
  - Acquiring/surviving

- B. The plan was approved by the required consent of the owners of:
- Acquired/merging
  - Acquiring/surviving

- C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

- Acquired/merging
- Acquiring/surviving

\_\_\_\_\_

Name of acquired/merging entity

\_\_\_\_\_

Name of acquiring/surviving entity

**4. Approval Continued:**  
 (If more than one entity being acquired or merging please attach additional approval page.)

**Exchange/Merger:**

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- A. Owner's approval was not required from the:
- Acquired/merging
  - Acquiring/surviving

- B. The plan was approved by the required consent of the owners of:
- Acquired/merging
  - Acquiring/surviving

- C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

- Acquired/merging
- Acquiring/surviving

\_\_\_\_\_

Name of acquired/merging entity

\_\_\_\_\_

Name of acquiring/surviving entity

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.



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## Articles of Conversion/Exchange/Merger

### NRS 92A.200 and 91A.205

**6. Forwarding Address for Service of Process:**  
 (Conversion and Mergers only, if resulting/surviving entity is foreign)

Name	Country
Care of:	
Address	City
	State Zip/Postal Code

**7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200):**  
 (Merger only) \*\*

\*\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

**8. Declaration:**  
 (Exchange and Merger only)

**Exchange:**  
 The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).

**Merger: (Select one box)**  
 The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).  
 The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

**9. Signature Statement: (Required)**

**Conversion:**  
 A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation, all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Name of constituent entity



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# Articles of Conversion/Exchange/Merger

## NRS 92A.200 and 91A.205

**9. Signature Statement**  
 Continued: (Required)

**Exchange:**  
 Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers; A trustee of each Nevada business trust (NRS 92A.230)  
 Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.  
 The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**Merger:**  
 Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230).  
 The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**10. Signature(s):**  
 (Required)

Cardinal Associates, Inc.  
 Name of acquired/merging entity  
 X [Signature] Assistant Secretary 12/21/2022  
 Signature (Exchange/Merger) Title Date  
*If more than one entity being acquired or merging please attach additional page of information and signatures.*

Albion Laboratories, Inc.  
 Name of acquiring/surviving entity  
 X [Signature] Assistant Secretary 12/21/2022  
 Signature (Exchange/Merger) Title Date

X \_\_\_\_\_ Title Date  
 Signature of Constituent Entity (Conversion)

Please include any required or optional information in space below:  
 (attach additional page(s) if necessary)

**PLAN OF MERGER  
of  
Cardinal Associates, Inc.  
(a Washington corporation)**

**with and into**

**Albion Laboratories, Inc.  
(a Nevada corporation)**

THIS PLAN OF MERGER (this "Plan") provides for the merger of Cardinal Associates, Inc., a Washington corporation ("CARDINAL") with and into Albion Laboratories, Inc., a Nevada corporation ("ALBION").

**BACKGROUND:**

A. ALBION is a corporation duly organized and existing under the laws of the State of Nevada.

B. CARDINAL is a corporation duly organized and existing under the laws of the State of Washington, and ALBION owns 100% of the issued and outstanding capital stock in CARDINAL.

C. The Board of ALBION has determined that it is advisable and in the best interests of ALBION and CARDINAL that CARDINAL merges with and into ALBION upon the terms and conditions herein provided.

The method of implementation, terms, conditions and effects of the merger contemplated by this Plan are as follows:

**1. ARTICLE 1 – MERGER**

1.1. Merger. In accordance with the provisions of this Plan, the Nevada Revised Statutes, and the Washington Business Corporation Act, CARDINAL shall be merged with and into ALBION (the "Merger") and the separate existence of CARDINAL shall cease. The surviving company, ALBION, is herein sometimes referred to as the "Surviving Corporation."

1.2. Filing and Effectiveness. The Merger shall become effective as of 11:59 pm PST on December 31, 2022 (the "Effective Time"). The officers of ALBION and CARDINAL (the "Authorized Persons") are hereby authorized and directed, in the name and on behalf of ALBION and CARDINAL (as applicable), to file appropriate Articles of Merger with the Secretary of State of the State of Nevada and Articles of Merger with the Secretary of State for the State of Washington, and to pay the requisite filing fees therefor.

1.3. Effect of the Merger. Upon the Effective Time, the separate existence of CARDINAL shall cease and ALBION, as the Surviving Corporation (i) shall be subject to all

actions previously taken by CARDINAL'S Board of Directors, (ii) shall succeed, without the necessity of other transfer, to all of the assets, rights, powers and property of CARDINAL, (iii) shall continue to be subject to all of the debts, liabilities and obligations of ALBION as constituted immediately prior to the Effective Time, and (iv) shall succeed, without the necessity of other transfer, to all of the debts, liabilities and obligations of CARDINAL in the same manner as if ALBION had itself incurred them, all as more fully provided under the applicable provisions of the Nevada Revised Statutes.

## 2. ARTICLE 2 – ORGANIZATIONAL DOCUMENTS, DIRECTORS AND OFFICERS

2.1. Bylaws. The Bylaws of ALBION as in effect immediately prior to the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2. Directors and Officers. The directors and officers of ALBION immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

## 3. ARTICLE 3 – EFFECT ON STOCK

3.1. CARDINAL Shares. Upon the Effective Time, each share of capital stock of CARDINAL issued and outstanding or held in treasury immediately prior thereto shall, by virtue of the Merger and without any action by CARDINAL, owned by any party other than ALBION, shall be cancelled.

## 4. ARTICLE 4 – GENERAL

4.1. Implementation of Plan. The officers and directors of ALBION and CARDINAL shall carry out and consummate this Plan, and in connection therewith are fully authorized in the name and on behalf of ALBION and CARDINAL (as applicable) to adopt all resolutions, execute all documents, file all papers, pay all fees and take all other action they deem necessary or desirable or convenient or proper for the purpose of effecting the transactions contemplated by this Plan.

4.2. Amendment. The Board of Directors of ALBION may amend or terminate this Plan at any time prior to the Effective Time.

4.3. Governing Law. This Plan shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Nevada and, so far as applicable, the merger provisions of the Nevada Revised Statutes.

4.4. Date of Adoption. This Plan has been approved and adopted by the Board of Directors of ALBION on Dec 20, 2022.