

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM834053

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/09/1992
RESUBMIT DOCUMENT ID:	900785292
SEQUENCE:	3

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TRADICIONAL, INC.		12/09/1992	Corporation: CALIFORNIA

RECEIVING PARTY DATA

Name:	GUERRERO DISTRIBUTORS, INC.
Street Address:	5750 Grace Avenue
Internal Address:	Suite A
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90022
Entity Type:	Corporation: CALIFORNIA

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1705245	GUERRERO
Registration Number:	1781602	GUERRERO
Registration Number:	1786924	
Registration Number:	1812299	GUERRERO

CORRESPONDENCE DATA

Fax Number: 9723789115

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: 9728264436

Email: jmcdocket@fbfk.law

Correspondent Name: John M. Cone

Address Line 1: 2500 Dallas Parkway, Suite 600

Address Line 4: Plano, TEXAS 75093

ATTORNEY DOCKET NUMBER:	5139.72590.USV
NAME OF SUBMITTER:	John M. Cone

SIGNATURE:	/s/ John M. Cone
DATE SIGNED:	08/23/2023
Total Attachments: 9 source=19921209 Tradicional Merger to Guerrero Distributors (Article 2)#page1.tif source=19921209 Tradicional Merger to Guerrero Distributors (Article 2)#page2.tif source=19921209 Tradicional Merger to Guerrero Distributors (Article 2)#page3.tif source=19921209 Tradicional Merger to Guerrero Distributors (Article 2)#page4.tif source=19921209 Tradicional Merger to Guerrero Distributors (Article 2)#page5.tif source=19921209 Tradicional Merger to Guerrero Distributors (Article 2)#page6.tif source=19921209 Tradicional Merger to Guerrero Distributors (Article 2)#page7.tif source=19921209 Tradicional Merger to Guerrero Distributors (Article 2)#page8.tif source=19921209 Tradicional Merger to Guerrero Distributors (Article 2)#page9.tif	

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In the office of the Secretary of State
of the State of California

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AGREEMENT AND PLAN OF MERGER

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MARCH FONG EU, Secretary of State

MERGER OF
FTT FOODS, INC.
INTO TRADICIONAL, INC.

The undersigned corporations, in accordance with the provisions of Chapter 11 of the General Corporation Law of the State of California and the provisions of Article 5.01 et. seq. of the Business Corporation Act of the State of Texas, do hereby agree to and adopt the following Agreement and Plan of Merger:

Article 1. The parties hereto agree to effect this Merger.

Article 2. The corporation to survive the Merger is Tradicional, Inc., a California corporation, which shall continue under the name "Guerrero Distributors, Inc."

Article 3. The parties to this Agreement and Plan of Merger are FTT Foods, Inc. a corporation organized under the laws of the State of Texas (hereafter "FTT"), and Tradicional, Inc., a corporation organized under the laws of the State of California (hereafter "Tradicional").

Article 4. The parties hereby agree and acknowledge that the articles of incorporation of the surviving corporation are to be amended in the following manner as part of the Merger:

Article I of the Articles of Incorporation of Tradicional is hereby amended to read as follows:

The name of the corporation is Guerrero Distributors, Inc.

The foregoing amendment of Tradicional's articles of incorporation has been duly approved by the Board of Directors of Tradicional.

The foregoing amendment of Tradicional's articles of incorporation has been duly approved by the required vote of Tradicional's shareholders in accordance with section 902 of

the California Corporations Code. Shareholders holding 1000 common shares, representing 100% of Tradicional's issued and outstanding shares, duly approved and adopted the foregoing amendment.

Article 5. The total number of shares of stock of all classes which the parties hereto have authority to issue is as follows:

<u>Corporation</u>	<u>Class of stock</u>	<u>Number of shares authorized</u>
FTT	Common (with a par value of \$1.00 per share)	100,000
Tradicional	Common (without par value)	100,000

Article 6. The manner and basis of exchanging and converting the issued stock of FTT is as follows: Each share of issued and outstanding common stock (\$1.00 par value per share) of FTT shall be cancelled without consideration. Shares of Tradicional common stock (without par value) outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of common stock (without par value) of the surviving corporation.

Article 7. This Agreement and Plan of Merger was duly adopted and approved by all of the Directors of FTT pursuant to a Unanimous Written Consent of the Board of Directors dated October 21, 1992 in lieu of a Special Meeting of the Board of Directors of FTT and by all of the stockholders of FTT pursuant to a Unanimous Written Consent of Stockholders dated October 21, 1992 in lieu of a Special Meeting of the Stockholders of FTT, all in accordance with the applicable laws of the State of Texas and the by-laws of FTT; this Agreement and Plan of Merger was duly adopted and approved by all of the Directors of Tradicional pursuant to a Unanimous Written Consent of the Board of Directors dated October 21, 1992 in lieu of a Special Meeting of the Board of Directors of Tradicional and by all of the stockholders of Tradicional pursuant to a Unanimous Written Consent of Stockholders dated October 21, 1992 in lieu of a Special Meeting of the Stockholders of Tradicional, all in accordance with the applicable laws of the State of California and the by-laws of Tradicional.

Article 8. The Plan of Merger is as follows:

8.1 The articles of incorporation of Tradicional, as amended pursuant to Article 4 hereof, in effect on the effective date of the Merger, shall continue in full force and effect as the articles of incorporation of Tradicional and shall not be further changed or amended by the Merger.

8.2 Tradicional reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its articles of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation.

8.3 The by-laws of Tradicional, as such by-laws exist on the effective date of the Merger, shall remain and be the by-laws of Tradicional until altered, amended or repealed, or until new by-laws shall be adopted in accordance with the provisions thereof, the articles of incorporation or in the manner permitted by the applicable provisions of law.

8.4 The directors of Tradicional as of the effective date of the Merger shall continue in office until the next Annual Meeting of the stockholders of Tradicional. The number of directors of Tradicional shall continue to be four, and shall be the following persons: Roberto Gonzalez Barrera, Manuel Rubio, Eduardo Livas and Roman Martinez.

The following officers of Tradicional immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next Annual Meeting of the Board of Directors of Tradicional:

Eduardo Livas	President
David Lattanzio	Vice-President
David Lattanzio	Treasurer (Chief Financial Officer)
Duane H. Zobrist	Secretary
Randolph G. Muhlestein	Assistant Secretary

8.5 The issued and outstanding common stock (\$1.00 par value per share) of FTT shall be cancelled without consideration. Upon the surrender of certificates representing shares of FTT stock by holders thereof, the shareholders' equity of FTT, as of the date of the Merger, shall be allocated among and added to the appropriate shareholders' equity accounts of Tradicional, determined in accordance with generally accepted accounting principles. Shares of Tradicional

common stock (without par value) outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of common stock (without par value) of the surviving corporation.

8.6 On the effective date and time of the Merger, the separate existence of FTT shall cease (except to the extent continued by statute), and all of its property, rights, privileges, franchises, obligations and liabilities of whatsoever nature and description shall be transferred to, vest in and devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, assignments, assumptions or other like instruments, when deemed desirable by Tradicional to evidence such transfer, vesting, or devolution of any property, right, privilege, franchise, obligation or liability, shall at any time, or from time to time, be made and delivered in the name of FTT by the last acting officers thereof, or by the corresponding officers of Tradicional, as the surviving corporation.

8.7 The effective date and time of the Merger shall be the date and time when this Agreement and Plan of Merger is accepted for filing by the Secretary of State of California in accordance with the provisions of §§110, 1103 and 1108 of the General Corporation Law of the State of California.

8.8 The officers of Tradicional and, to the extent required, the officer's of FTT, shall make all of the applicable filings required to be made under the laws of the State of California and of the State of Texas in order to effectuate the Merger.

IN WITNESS WHEREOF the parties hereto have executed
this Agreement and Plan of Merger as of this 21st day of
October, 1999.

FTT FOODS, INC.

By David Lattanzio
David Lattanzio
Vice-President

TRADICIONAL, INC.

By Randolph G. Muhlestein
~~Eduardo Livas~~ Asst Sec.
President
Randolph G. Muhlestein
Assistant Secretary

OFFICERS' CERTIFICATE

OF

FTT FOODS, INC.

We, David Lattanzio, Vice-President, and Randolph G. Muhlestein, Assistant Secretary, of FTT FOODS, INC., a corporation duly organized and existing under the laws of the State of Texas, do hereby certify:

1. That they are the Vice-President and the Assistant Secretary, respectively, of FTT FOODS, INC., a Texas corporation.

2. The total number of outstanding shares of each class of this corporation entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total number of shares entitled to vote</u>
Common	6,000

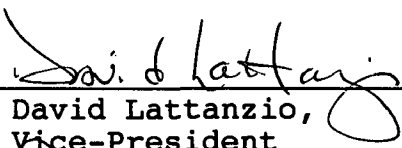
3. That the principal terms of the agreement of merger in the form attached were approved by the shareholders of this corporation by a vote of the number of shares of each which equalled or exceeded the vote required by class to approve said agreement of merger.

4. That each class entitled to vote and the minimum percentage vote of each such class is as follows:

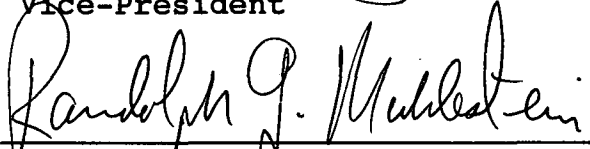
<u>Class</u>	<u>Minimum percentage vote required to approve the merger</u>
Common	More than 66%

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of our own knowledge.

Executed at Los Angeles, California, on October 21, 1992.



David Lattanzio,
Vice-President



Randolph G. Muhlestein,
Assistant Secretary

OFFICERS' CERTIFICATE

OF

TRADICIONAL, INC.

We, David Lattanzio, Chief Financial Officer, and Randolph G. Muhlestein, Assistant Secretary, of TRADICIONAL, INC., a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are the Chief Financial Officer and the Assistant Secretary, respectively, of TRADICIONAL, INC., a California corporation.

2. The total number of outstanding shares of each class of this corporation entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total number of shares entitled to vote</u>
Common	1,000

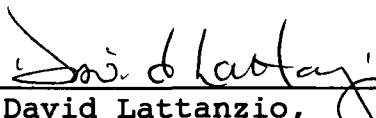
3. That the principal terms of the agreement of merger in the form attached were approved by the shareholders of this corporation by a vote of the number of shares of each which equalled or exceeded the vote required by class to approve said agreement of merger.

4. That each class entitled to vote and the minimum percentage vote of each such class is as follows:

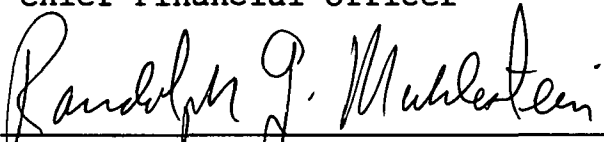
<u>Class</u>	<u>Minimum percentage vote required to approve the merger</u>
Common	More than 50%

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of our own knowledge.

Executed at Los Angeles, California, on October 21, 1992.



David Lattanzio,
Chief Financial Officer



Randolph G. Muhlestein,
Assistant Secretary

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