

07-08-1998



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MRO 6-29-98

To the Honorable Commissioner of P. PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENT OR COPY THEREOF

1. Name of conveying party(ies):
 THE TRIPLE TEAZER COMPANY
 P.O. BOX 231
 KENT WA 98035

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State WASHINGTON
 Other _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party:

Name: YAKIMA BAIT CO.

Internal Address: P.O. BOX 310

Street Address: 100 BAILEY AVENUE

City: GRANGER State: WA ZIP: 98932-0310

Individual(s) citizenship _____
 Association
 General Partnership Limited Partnership
 Corporation - State WASHINGTON
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached: Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Dates:
 1) _____ 3) _____
 2) _____ 4) _____

4. Application number(s) or registration number(s):

A. Trademark Application No(s). _____

B. Trademark Registration No(s).
 1) "F.S.T.", Reg. No. 668,296
 2) "MCKNIGHT", Reg. No. 1,406,888
 3) "TRIPLE TEASER" (Stylized), Reg. No. 851,850
 4) "FREAK", Reg. No. 667,659

Additional numbers attached? Yes No

6. Total number of applications and registrations involved..... 4

7. Total Fee (37 CFR 3.41):..... \$115.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-1090
 (Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: R. J. BAYNHAM

Internal Address: SEED AND BERRY LLP
6300 COLUMBIA CENTER

Street Address: 701 FIFTH AVENUE

City: SEATTLE State: WA ZIP: 98104-7092

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
 02 FC:482 75.00 OP

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

R. J. Baynham
 Name of Person Signing

[Signature]
 Signature

6/24/98
 Date

Total number of pages including cover sheet, attachments, and document: 10

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STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF MERGER

of

YAKIMA BAIT CO.

a Washington Profit corporation,

was/were filed for record in this office on the date indicated below.

Merging THE TRIPLE TEAZER COMPANY into YAKIMA BAIT CO.

Corporation Number: 399 000 211

Date: August 30, 1994

Given under my hand and the seal of the State
of Washington, at Olympia, the State Capitol.

A handwritten signature in black ink, appearing to read "Ralph Munro".

Ralph Munro, Secretary of State

FILED
STATE OF WASHINGTON

AUG 30 1994

HALFH MUNRO
SECRETARY OF STATE

ARTICLES OF MERGER

Pursuant to the provisions of the Washington Business Corporation Act, Chapter 23B.11 RCW, the undersigned corporation hereby submits the following Articles of Merger for filing for the purpose of merging **THE TRIPLE TEAZER COMPANY**, a Washington corporation, into **YAKIMA BAIT CO.**, a Washington corporation.

ARTICLE I

The Plan of Merger of The Triple Teazer Company into Yakima Bait Co. is attached as Schedule 1.

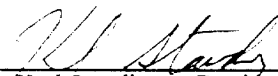
ARTICLE II


The merger was duly approved by the shareholders of The Triple Teazer Company and Yakima Bait Co. pursuant to RCW 23B.11.030.

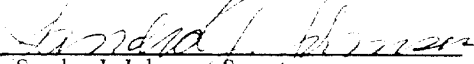
EFFECTIVELY DATED this 31st day of July, 1994.

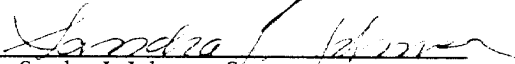
YAKIMA BAIT CO.

THE TRIPLE TEAZER COMPANY

By: 
Karl Staudinger, President

By: 
Karl Staudinger, President

By: 
Sandra J. Johnson, Secretary

By: 
Sandra J. Johnson, Secretary

ARTICLES OF MERGER

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TRADEMARK
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Schedule 1

PLAN OF MERGER

This Plan of Merger is made and entered into effective this 31st day of July, 1994, by and between THE TRIPLE TEAZER COMPANY, a Washington corporation ("Triple Teazer"), and YAKIMA BAIT CO., a Washington corporation ("YBC" or the "Surviving Corporation").

R E C I T A L S

A. Triple Teazer is a corporation organized and existing under the laws of the State of Washington and has authorized capital stock consisting of 500,000 shares of common fully paid, nonassessable stock with \$1.00 par value, of which 220,715 shares are issued and outstanding, and held by the shareholders listed on Exhibit A attached hereto.

B. YBC is a corporation organized and existing under the laws of the State of Washington and has authorized capital stock consisting of 250,000 shares of common fully paid, nonassessable stock with \$1.00 par value, of which 220,715 shares are issued and outstanding, and held by the shareholders listed on Exhibit B attached hereto.

C. The Boards of Directors of Triple Teazer and YBC, respectively, deem it advisable for Triple Teazer to merge with and into YBC.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, Triple Teazer and YBC hereby agree to the following Plan of Merger:

1. Names of Constituent Corporations. Triple Teazer will merge with and into YBC. YBC will be the Surviving Corporation.

2. Terms and Conditions of Merger. The effective date of merger shall be the date upon which the Articles of Merger are filed with the Secretary of State. Upon the effective date of the merger: the separate corporate existence of Triple Teazer shall cease; title to all real estate and other property owned by Triple Teazer or YBC shall be vested in YBC without reversion or impairment; and the Surviving Corporation shall have all liabilities of Triple Teazer and YBC. Any proceeding pending by or against Triple Teazer or YBC may be continued as if such merger did not occur, or

the Surviving Corporation may be substituted in the proceeding for Triple Teazer.

3. Governing Law. The laws of the state of Washington shall govern the Surviving Corporation.

4. Name. The name of the Surviving Corporation shall be YAKIMA BAIT CO.

5. Registered Office. The address of the registered office of the Surviving Corporation shall be 100 Bailey Avenue, Granger, Washington 98932 (Mailing Address: P. O. Box 310, Granger, Washington 98932).

6. Accounting. The assets and liabilities of Triple Teazer and YBC (collectively the "Constituent Corporations") as of the effective date of the merger shall be taken up on the books of the Surviving Corporation at the amounts at which they are carried at that time on the respective books of the Constituent Corporations.

7. Bylaws. The Bylaws of YBC as of the effective date of the merger shall be the Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

8. Directors. The directors of YBC as of the effective date of the merger shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified.

9. Manner and Basis of Converting Shares. As of the effective date of the merger:

(a) Each share of YBC common stock, with a par value of \$1.00 per share, issued and outstanding shall continue to be one share of common stock with a par value of \$1.00 per share of the Surviving Corporation.

(b) The Surviving Corporation shall exchange one share of its stock for each 100 shares of Triple Teazer common stock ("exchange formula"), provided that no fractional shares shall be issued. If as a result of the application of the exchange formula a shareholder is entitled to .5 or more of a fractional share, he or she shall receive one full share; however, if as a result of the application of the exchange formula less than .5 share would be issued, the fractional share shall be ignored and no shares or other compensation shall be issued or paid for the fractional share of less than .5 share. As a result of the application of the

exchange formula as set forth herein, the exchange and reissuance of shares as a part of this merger is set forth on Exhibit C and incorporated herein as if fully set forth.

(c) Any shares of stock of Triple Teazer in the treasury of Triple Teazer on the effective date of the merger shall be surrendered to the Surviving Corporation for cancellation, and no shares of the Surviving Corporation shall be issued in respect thereof.

(d) On the effective date of the merger, holders of certificates of common stock in Triple Teazer shall surrender them to the Surviving Corporation, or its appointed agent, in such manner as the Surviving Corporation legally shall require. Upon receipt of such certificate, the Surviving Corporation shall issue in exchange therefor a certificate of shares of common stock in the Surviving Corporation representing the number of shares of stock to which such holder shall be entitled as set forth above.

(e) In addition, such shareholders shall be entitled to receive any dividends on such shares of common stock of the Surviving Corporation which may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate of such common stock.

10. Shareholder Approval. This Plan of Merger shall be submitted to the shareholders of Triple Teazer and YBC for their approval in the manner provided under RCW 23B.11.030, at meetings to be held on or before August 4, 1994, or at such other time as the Boards of Directors of Triple Teazer and YBC shall agree. After approval by a vote of the holders of two-thirds (2/3) of the shares entitled to vote thereon of each such corporation and the holders of two-thirds (2/3) of the shares entitled to vote thereon, if any, of each voting group, the Articles of Merger shall be filed as required under the laws of the state of Washington.

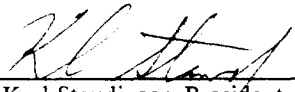
11. Rights of Dissenting Shareholders. Any shareholder of Triple Teazer or YBC who has the right to dissent from this merger as provided in RCW 23B.13.020, and who so dissents in accordance with the requirements of RCW 23B.13.210 through RCW 23B.13.280, shall be entitled, upon surrender of the certificate or certificates representing certificated shares or upon imposition of restrictions of transfer of uncertificated shares, to receive payment of the fair value of such shareholder's shares as provided pursuant to RCW 23B.13.250.

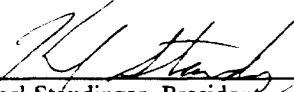
12. Termination of Merger. This merger may be abandoned at any time prior to the filing of Articles of Merger with the Secretary of State, upon a vote of a majority of the Board of Directors of both Triple Teazer and YBC. If the merger is terminated, there shall be no liability on the part of either Constituent Corporation, their respective Boards of Directors, or shareholders.

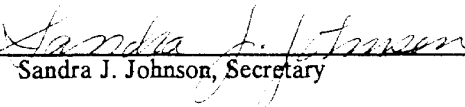
IN WITNESS WHEREOF, this Plan of Merger has been adopted by the undersigned corporations effective as of July 31, 1994.

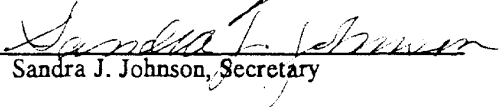
THE TRIPLE TEAZER COMPANY

YAKIMA BAIT CO.

By: 
Karl Staudinger, President

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PLAN OF MERGER

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RECORDED: 06/29/1998

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