



06-16-2003

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
DCA Food Industries Inc. **6-11-03**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State (Delaware)  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: Kerry Inc.

Internal Address: \_\_\_\_\_  
Street Address: 100 East Grand Avenue  
City: Beloit State: WI Zip: 53511

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be 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 Date: December 29, 1994

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
74/311963

B. Trademark Registration No.(s)  
1766096

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: William R. Coole, Kerry Inc.  
Internal Address: Law Department, Kerry Inc.  
Street Address: 100 East Grand Ave.  
City: Beloit State WI Zip: 53511

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

7. Total fee (37 CFR 3.41) ..... \$40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
502575  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.*

William R. Coole                      William R. Coole                      June 3, 2003  
Name of Person Signing                      Signature                      Date

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

06/13/2003 TDI A Z 1 00000155 502575 74311963  
01 FC:0521 40.00 CH

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK REEL: 002754 FRAME: 0334

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"DCA FOOD INDUSTRIES INC.", A NEW YORK CORPORATION,  
WITH AND INTO "KERRY FOODS INC." UNDER THE NAME OF "KERRY FOODS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1994, AT 4:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

2018568 8100M

944259828

AUTHENTICATION: 7361605

DATE: 01-03-95

**TRADEMARK**  
**REEL: 002754 FRAME: 0335**

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
DCA FOOD INDUSTRIES INC.  
WITH AND INTO  
KERRY FOODS INC.

UNDER SECTION 253 OF THE GENERAL CORPORATION LAW  
OF THE STATE OF DELAWARE

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Kerry Foods Inc., a Delaware corporation (the "Corporation"), hereby certifies to the following information relating to the merger of DCA Food Industries Inc., a New York corporation and the wholly-owned subsidiary of the Corporation ("DCA"), with and into the Corporation (the "Merger"):

1. The Corporation owns all of the issued and outstanding shares of each class of capital stock of DCA.

2. By written unanimous consent dated December 29, 1994, the Board of Directors of the Corporation adopted the following resolutions approving the Merger:

"RESOLVED, that the Corporation adopt the Plan of Merger, attached hereto as Exhibit A, to merge DCA Food Industries Inc., a New York corporation and wholly-owned subsidiary of the Corporation ("DCA"), into itself as the surviving corporation and, upon consummation of the merger, assume all of DCA's liabilities and obligations;

FURTHER RESOLVED, that the Chairman, the President or any Vice President of the Corporation be, and each of them, acting alone, hereby is, authorized to execute, deliver and file with the appropriate public authorities in the name and on behalf of the Corporation, Certificates of Merger pursuant to which DCA will be merged with and into the Corporation and, if necessary, setting forth a copy of these resolutions, the execution thereof by such officer to be conclusive evidence of the approval thereof by such officer and this Board;

FURTHER RESOLVED, that at any time prior to the filing of a Certificate of Merger with any public authority, the Board of Directors of the Corporation may determine not to effect the merger of DCA into the Corporation;

FURTHER RESOLVED, that each and every officer of the Corporation be, and each of them, acting alone, hereby is, authorized to, from time to time in the name and on behalf of the Corporation, take such actions and execute and deliver such agreements, certificates, instruments, assignments, notices and documents as may be required or as such officer

may deem necessary, advisable or proper in order to carry out and perform the obligations of the Corporation under the foregoing resolutions."

3. The effective date of filing is December 30, 1994.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed on this 29th day of December, 1994.

KERRY FOODS INC.

By: Mark Earley  
Name: Mark Earley  
Title: Vice President and Chief  
Financial Officer

Attest: J. Trent Anderson  
Name: J. Trent Anderson  
Title Assistant Secretary

PLAN OF MERGER

1. Kerry Foods Inc., which is a business corporation incorporated under the laws of the State of Delaware (the "Corporation") and is the owner of all of the outstanding shares of DCA Food Industries Inc., which is a business corporation incorporated under the laws of the State of New York ("DCA"), hereby merges DCA into the Corporation, with the Corporation as the surviving corporation, pursuant to the provisions of the Business Corporation Law of the State of New York and the General Corporation Law of the State of Delaware. The name under which the Corporation was formed is Kerry Investments Inc., and the name under which DCA was formed is Display Doughnut Machine Corporation.

2. The number of shares of DCA outstanding is 62,845 shares of Class A Common Stock, \$1.00 par value per share, and 175,890 shares of Class B Common Stock, \$1.00 par value per share, all of which are owned by the Corporation.

3. The separate existence of DCA shall cease upon the effective date of the merger pursuant to the provisions of the Business Corporation Law of the State of New York; and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The issued shares of DCA shall not be converted in any manner in the merger, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

5. The Board of Directors and each of the officers of the Corporation be and is hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record 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 this Plan of Merger or of the merger herein provided for.

*State of Delaware**Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE. DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KERRY FOODS INC.", CHANGING ITS NAME FROM "KERRY FOODS INC." TO "KERRY INGREDIENTS INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JANUARY, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

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*Edward J. Freel, Secretary of State*

2018568 8100

950021520

AUTHENTICATION: 7390196  
DATE: 01-30-95

**TRADEMARK**  
**REEL: 002754 FRAME: 0339**

**CERTIFICATE OF AMENDMENT****OF****CERTIFICATE OF INCORPORATION****\* \* \* \* \***

**KERRY FOODS INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:**

**FIRST: That the Board of Directors of the Corporation have, by unanimous written consent, filed with the minutes of the Board of Directors, pursuant to the authority of Section 141 of the General Corporation Law of the State of Delaware, adopted a resolution proposing and declaring advisable the following amendments to the Certificate of Incorporation of the Corporation:**

**Article First of the Certificate of Incorporation of Kerry Foods Inc. is hereby amended such that said article shall be and read as follows:**

**"FIRST. The name of the corporation is Kerry Ingredients Inc."**

**Article Seventh of the Certificate of Incorporation of Kerry Foods Inc. is hereby amended such that said article shall be and read as follows:**

**"SEVENTH. The corporation shall indemnify, in accordance with and to the full extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, an action by or in the right of the corporation), by reason of his acting as a director or officer of the corporation (and the corporation, in the discretion of the Board of Directors, may so indemnify a person by reason of the fact that he is or was an employee or agent of the**

corporation or is or was serving at the request of the corporation in any other capacity for or on behalf of the corporation) against any liability or expense actually and reasonably incurred by such person in respect thereof; provided, however, the corporation shall be required to indemnify an officer or director in connection with an action, suit or proceeding initiated by such person only if such action, suit or proceeding was authorized by the Board of Directors of the corporation. Such indemnification is not exclusive of any other right to indemnification provided by law or otherwise. The right to indemnification conferred by this Article Seventh shall be deemed to be a contract between the corporation and each person referred to herein.

The Certificate of Incorporation of Kerry Foods Inc. is hereby amended by adding the following Article Tenth thereto:

"TENTH. No director shall have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of a director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which a director derives an improper personal benefit."

SECOND: That in lieu of a meeting and vote of the sole stockholder of the Corporation, said sole stockholder has given its written consent to this amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment of the Certificate of Incorporation herein certified was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.



IN WITNESS WHEREOF, said Kerry Foods Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Mark Earley, its Vice President and Chief Financial Officer, and attested by J. Trent Anderson, its Assistant Secretary, this 23rd day of January, 1995.

KERRY FOODS INC.

By: Mark Earley  
Vice President and  
Chief Financial  
Officer



ATTEST:

By: J. Trent Anderson  
Assistant Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KERRY INGREDIENTS INC.", CHANGING ITS NAME FROM "KERRY INGREDIENTS INC." TO "KERRY INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2010568 8100

971147324

AUTHENTICATION: 8446471

DATE: 05-01-97

TRADEMARK REEL: 002754 FRAME: 0343

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
KERRY INGREDIENTS INC.**

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Adopted in accordance with the provisions  
of Section 242 of the General Corporation  
Law of the State of Delaware

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The undersigned, being the Vice President of Kerry Ingredients Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. That the Certificate of Incorporation of the Corporation is hereby amended by changing the Article numbered "FIRST" so that, as amended, said Article shall read in its entirety as follows:

"FIRST: The name of the corporation is KERRY INC."

2. That the foregoing amendment of the Certificate of Incorporation of the Corporation has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware (the "GCL").

3. That the Board of Directors of the Corporation duly adopted resolutions setting forth the foregoing amendment, declaring said amendment to be advisable and referring such amendment to the sole stockholder of the Corporation for consideration thereof.

4. That the foregoing amendment has been duly adopted in accordance with the provisions of the GCL by the written consent of the sole stockholder of the Corporation on April 30, 1997 in accordance with the provisions of Section 228 of the GCL.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed this 30th day of April, 1997.

**KERRY INGREDIENTS INC.**

By:



\_\_\_\_\_  
Mark Earley, Vice President