

07-19-2005

FORM PTO-1594  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



To the Honorable Commissioner of Patents and Trademarks.

hereof.

103042853

7.14505

1. Name of conveying party(ies):  
Hoosier Dairy, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Indiana
- Other

Additional name(s) of conveying parties(ies) attached:  Yes  No

3. Nature of Conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: December 31, 2001

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

Name: East Side Jersey Dairy, Inc.

Internal Address:

Street Address: 300 Main Street

City: Holland State: Indiana Zip: 47541

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Indiana

Other

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

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s):  
1,956,682

Additional numbers attached?  Yes  No

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

Name: Michael A. Swift

Internal Address: ICE MILLER

Street Address: One American Square, Box 82001

City: Indianapolis State: Indiana ZIP: 46282

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: 09-0007

(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.

Michael A. Swift  
Name of Person Signing

Michael A. Swift  
Signature

7-12-05  
Date

Total number of pages including cover sheet:

OMB No. 0651-0011 (exp 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

07/18/2005 DBYRNE 00000127 1956682

Mail Stop Assignment Recordation Services  
Director of the U.S. Patent and Trademark Office  
P.O. Box 1450  
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503 1576512

**State of Indiana  
Office of the Secretary of State**

**CERTIFICATE OF MERGER**

of

**EAST SIDE JERSEY DAIRY INC**

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

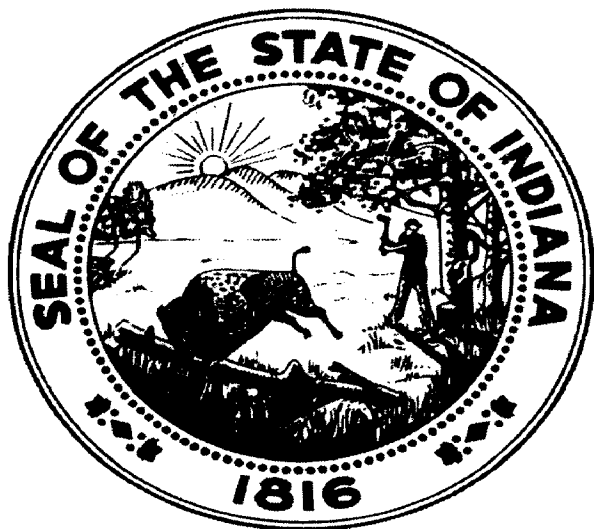
**HOOSIER DAIRY, INC.**

a(n) For-Profit Domestic Corporation

merged with and into the surviving entity:

**EAST SIDE JERSEY DAIRY INC**

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, December 31, 2001.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 31, 2001.

*Sue Anne Gilroy*

SUE ANNE GILROY,  
SECRETARY OF STATE

194139-043 / 2002010233668

**TRADEMARK  
REEL: 003193 FRAME: 0701**

**APPROVED  
AND  
FILED  
IND. SECRETARY OF STATE**



**ARTICLES OF MERGER**

State Form 39036 (R5 / 2-97)  
Approved by State Board of Accounts, 1995

**SUE ANNE GILROY  
SECRETARY OF STATE  
CORPORATIONS DIVISION  
302 W. Washington Street, Rm. E018  
Indianapolis, IN 46204  
Telephone: (317) 232-6576**

Indiana Code 23-1-40-1 et. seq.

**FILING FEE: \$90.00**

**INSTRUCTIONS:** Use 8 1/2" x 11" white paper for inserts.  
Present original and two (2) copies to address in upper right corner of this form.  
Please TYPE or PRINT.  
Upon completion of filing the Secretary of State will issue a receipt.

**ARTICLES OF MERGER / SHARE EXCHANGE**

**OF**

Hoosier Dairy, Inc.

(hereinafter "the nonsurviving corporation(s)")

**INTO**

East Side Jersey Dairy, Inc.

(hereinafter "the surviving corporation")

**ARTICLE I - SURVIVING CORPORATION**

The name of the corporation surviving the merger is: East Side Jersey Dairy, Inc.  
and such name  has  has not (designate which) been changed as a result of the merger.

**SECTION 2**

- a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on December 29, 1947.
- b. The surviving corporation is a foreign corporation incorporated under the laws of the State of \_\_\_\_\_ and  qualified  not qualified (designate which) to do business in Indiana.  
If the surviving corporation is qualified to do business in Indiana, state the date of qualification: \_\_\_\_\_  
(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

**ARTICLE II - NONSURVIVING CORPORATION (S)**

The name, state of incorporation, and date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation <u>Hoosier Dairy, Inc.</u>	
State of Domicile <u>Indiana</u>	Date of Incorporation or qualification in Indiana (if applicable) <u>November 16, 1961</u>
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana (if applicable)
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana (if applicable)

**ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE**

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof. **Attached**

**ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)**

Shareholder vote not required.

The merger / ~~share exchange~~ was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / ~~share exchange~~ and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on December 13 ~~19~~ <sup>2001</sup> and signed by all shareholders entitled to vote.  
 B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

**ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)**

Shareholder vote not required.

The merger / ~~share exchange~~ was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / ~~share exchange~~ and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on December 13 ~~19~~ <sup>2001</sup> and signed by all shareholders entitled to vote.  
 B. Vote of shareholders during a meeting called by the Board of Directors.

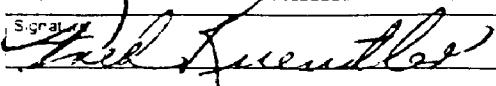
	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

In Witness Whereof, the undersigned being the President of the surviving

Officer or Chairman of Board

corporation executes these Articles of Merger / ~~Share Exchange~~ and verifies, subject to penalties of perjury that the statements contained

herein are true, this 13th day of December ~~19~~ <sup>2001</sup>

Signature: 

Printed name: Fred Kuenstler

**PLAN OF MERGER  
BETWEEN  
HOOSIER DAIRY, INC.  
AND  
EAST SIDE JERSEY DAIRY, INC.**

1. Hoosier Dairy, Inc., an Indiana corporation, is a wholly owned subsidiary of Prairie Farms Dairy, Inc., an Illinois corporation. All outstanding stock is owned by Prairie Farms Dairy, Inc.
2. East Side Jersey Dairy, Inc., an Indiana corporation, is a wholly owned subsidiary of Prairie Farms Dairy, Inc., an Illinois corporation. All outstanding stock is owned by Prairie Farms Dairy, Inc.
3. Hoosier Dairy, Inc. is referred to herein as "Non-Surviving Corporation".
4. East Side Jersey Dairy, Inc. is referred to herein as "Surviving Corporation".
5. The Non-Surviving Corporation and the Surviving Corporation is each a wholly owned subsidiary of Prairie Farms Dairy, Inc. and it is not necessary to convert any shares of the Non-Surviving Corporation into shares, obligations or other securities or into cash or other property.
6. East Side Jersey, Inc. shall be the surviving corporation, and all the estate, property, rights, privileges, leases, patents, and franchises of the Non-Surviving Corporation shall vest in and be possessed by East Side Jersey Dairy, Inc. The officers and Board of Directors are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer.
7. East Side Jersey Dairy, Inc. shall assume all obligations of the Non-Surviving Corporation.
8. The Plan shall be adopted upon its approval by the Board of Directors of East Side Jersey Dairy, Inc. and the Board of Directors of Hoosier Dairy, Inc. and the shareholders of each party to the merger and shall become effective upon filing with the Secretary of State but for all business purposes shall be effective at the close of business on December 31, 2001.
9. This Plan of Merger ("the Plan") is intended to qualify under and be in accordance with Sections 23-1-40-1 and 23-1-40-3 of the Indiana Business Corporation Law.
10. The Articles of Incorporation of East Side Jersey Dairy, Inc. are not amended.
11. The Board of Directors of East Side Jersey Dairy, Inc. and the Non-Surviving Corporation and, subject to the directors, the officers of East Side Jersey Dairy, Inc. and the Non-Surviving Corporation, shall have authority to do or authorize any and all acts and things as provided for in the Plan, and any and all such further acts and things as they may consider desirable to carry out the purposes of the Plan, including the preparation, execution, and filing of all such certificates, documents, forms or other papers which may be necessary or appropriate to implement the Plan. The directors of East Side Jersey Dairy, Inc and the Non-Surviving Corporation shall have authority to authorize such variations from or amendments to the provisions of the Plan as may be necessary or appropriate to effect the merger between East Side Jersey Dairy, Inc. and the Non-Surviving Corporation in accordance with the law. The death, resignation, or other disability of a director or officer of either corporation shall not

impair the authority of the surviving or remaining directors or officers to exercise any of the powers provided for in the Plan. The failure to fill any vacancy shall not impair the authority of the surviving or remaining directors or officer to exercise any of the powers provided for in the Plan.