

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM531203

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/30/2017		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Congressional Seafood Company, Inc.		12/27/2017	Corporation: MARYLAND
RECEIVING PARTY DATA			
Name:	Stanley Pearlman Enterprises, Inc.		
Street Address:	7775 Chesapeake Court		
City:	Jessup		
State/Country:	MARYLAND		
Postal Code:	20795		
Entity Type:	Corporation: MARYLAND		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	5108127	CONGRESSIONAL SEAFOOD CO	
Registration Number:	5103498	CONGRESSIONAL SEAFOOD CO	
Registration Number:	5054218	MEET THE FISH	
CORRESPONDENCE DATA			
Fax Number:	2028221111		
<i>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.</i>			
Phone:	202-822-1100		
Email:	trademarkmail@whda.com		
Correspondent Name:	Simor L. Moskowitz		
Address Line 1:	1250 Connecticut Avenue, NW		
Address Line 2:	Suite 850		
Address Line 4:	Washington, D.C. 20036		
NAME OF SUBMITTER:	Simor L. Moskowitz		
SIGNATURE:	/Simor L. Moskowitz/		
DATE SIGNED:	07/10/2019		
Total Attachments: 6			
source=Congressional Seafood Merger#page1.tif			

OP \$90.00 5108127

source=Congressional Seafood Merger#page2.tif
source=Congressional Seafood Merger#page3.tif
source=Congressional Seafood Merger#page4.tif
source=Congressional Seafood Merger#page5.tif
source=Congressional Seafood Merger#page6.tif

CORPORATE CHARTER APPROVAL SHEET

** EXPEDITED SERVICE **

** KEEP WITH DOCUMENT **

DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging ~~(Transferred)~~ 004535126

Congressional Seafood Company
Inc.

Surviving ~~(Transferred)~~ 003208048

Stanley Pearlman Enterprises,
Inc.



1000362010886838

Affix Barcode Label Here

ID # D03208048 ACK # 1000362010886838
PAGES 0007
STANLEY PEARLMAN ENTERPRISES, INC

MAIL
BACK

12/28/2017 AT 01 07 P WO # 0004827073

New Name _____

FEES REMITTED

Base Fee	<u>100</u>
Org & Cap Fee	
Expedite Fee	<u>50</u>
Penalty	
State Recordation Tax	
State Transfer Tax	
Certified Copies	
Copy Fee	
Certificates	
Certificate of Status Fee	
Personal Property Filings	
Mail Processing Fee	<u>\$</u>
Other	
TOTAL FEES	<u>150</u>

Change of Name	_____
Change of Principal Office	_____
Change of Resident Agent	_____
Change of Resident Agent Address	_____
Resignation of Resident Agent	_____
Designation of Resident Agent and Resident Agent's Address	_____
Change of Business Code	_____
Adoption of Assumed Name	_____
Other Change(s)	_____

Credit Card _____ Check Cash _____

Documents on _____ Checks _____

Approved By IN

Keyed By _____

COMMENT(S)
EFF. 12/30/2017
file 1st

Code _____

Attention _____

Mail Names and Address
Worshman & Nemeroff PA
4710 Bethesda Ave Ste 203
Bethesda MD 20814

Stamp Work Order and Customer Number HERE

CUST ID 0003610496
WORK ORDER 0004827073
DATE 12-28-2017 01 07 PM
AMT PAID \$155 00

ARTICLES OF MERGER

Pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, **STANLEY PEARLMAN ENTERPRISES, INC**, a Maryland corporation ("SPE") and **CONGRESSIONAL SEAFOOD COMPANY, INC**, a Maryland corporation ("CSC") represent as follows

FIRST Both the SPE and CSC have agreed to effect a merger, and that the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the ownership in each entity are set forth herein

SECOND The official names of the parties and their places of incorporation are as follows

STANLEY PEARLMAN ENTERPRISES, INC – Maryland
CONGRESSIONAL SEAFOOD COMPANY, INC – Maryland

THIRD

SPE was formed on April 24, 1991 under the general laws of the State of Maryland

CSC was formed on May 3, 1995 under the general laws of the State of Maryland

FOURTH The County in the State of Maryland where each party to these Articles of Merger has its principal office is as follows

SPE – Howard County

CSC – Howard County

Neither party owns real estate in the State of Maryland

FIFTH SPE will be the surviving entity and will continue to operate under the name of Stanley Pearlman Enterprises, Inc Its principal place of business and resident agent will be as follows

Principal place of business in Maryland

7775 Chesapeake Court
Jessup, MD 20795

CUST ID 0003610496
WORK ORDER 0004827073
DATE 12-28-2017 01 07 PM
AMT PAID \$155 00

Resident Agent in Maryland

Steven M Nemeroff
Wortman & Nemeroff, P A
4710 Bethesda Ave, Suite 203
Bethesda, MD 20814

SIXTH The terms and conditions of this transaction as set forth in these Articles of Merger were duly advised, authorized and approved by each party to these Articles. The manner of approval by each of the parties to these Articles of Merger is as follows:

These Articles of Merger were duly approved by a Joint Informal Action of the Stockholders and Directors of SPE on December 27, 2017. This merger has been approved by the entity in the manner and by the vote required by the laws of the State of Maryland and by the organizational documents of said entity.

These Articles of Merger were duly approved by a Joint Informal Action of the Stockholders and Directors of CSC on December 27, 2017. This merger has been approved by the entity in the manner and by the vote required by the laws of the State of Maryland and by the organizational documents of said entity.

SEVENTH The Articles of Incorporation of SPE are hereby amended and restated as set forth in Exhibit A.

EIGHTH Information regarding the capitalization of each entity is as follows:

As to SPE: Authorized capitalization of 200 shares of \$1 par value common stock, 100 shares are issued and outstanding.

As to CSC: Authorized capitalization of 1,000 shares of \$0 par value common stock, 85 shares are issued and outstanding.

NINTH The manner and basis of converting or exchanging the issued stock of each entity is as follows:

(a) Each share of \$1 par value common stock of SPE which is issued and outstanding on the Effective Date shall remain outstanding as one (1) share of \$1 par value common stock of SPE.

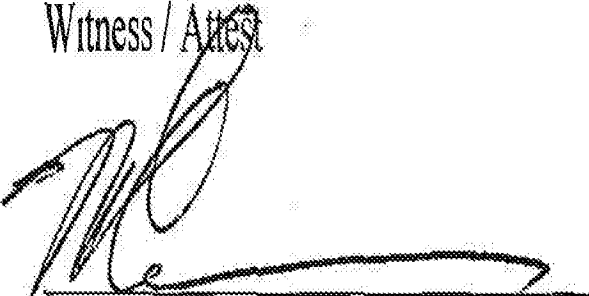
(b) Each share of \$0 par value common stock of CSC which is issued and outstanding on the Effective Date shall be converted into one (1) share of \$1 par value common stock in SPE.

TENTH On the Effective Date, the separate existence of CSC will cease (except insofar as continued by applicable law), and it shall be merged with and into SPE. All the property of any kind and nature, of each of the entities, and all debts due to either of them, shall be transferred to and vested in SPE without further act or deed. SPE shall henceforth be responsible and liable for all the liabilities and obligations of each of the entities, and any claim or judgment against either entity may be enforced against SPE.

ELEVETH The merger provided for in these Articles shall become effective on the later of (i) December 30, 2017 or (ii) the acceptance of these Articles by the Maryland State Department of Assessments and Taxation ("Effective Date").


IN WITNESS WHEREOF, the parties to this merger have caused these Articles to be signed in their name and on their behalf by the appropriate officials of each entity. The persons signing below on behalf of each entity hereby certify, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of their respective knowledge, information and belief.

Witness / Attest




Mark Emmons, Secretary

STANLEY PEARLMAN ENTERPRISES, INC

By 


Stanley Pearlman, President

Witness / Attest



Mark Emmons, Secretary

CONGRESSIONAL SEAFOOD COMPANY, INC

By 

Stanley Pearlman, President

EXHIBIT A

STANLEY PEARLMAN ENTERPRISES, INC

ARTICLES OF AMENDMENT AND RESTATEMENT

Stanley Pearlman Enterprises, Inc ("Corporation"), a corporation organized under the laws of the State of Maryland, hereby certifies to the State Department of Assessments and Taxation of Maryland, having filed Articles of Incorporation accepted on April 24, 1991 and having filed Articles of Amendment and Restatement accepted on May 3, 1995, that

FIRST As part of the amendment of the Charter, an increase to the authorized capital stock is as follows

A The current authorized capital stock of the Corporation before this amendment is 100 shares, One Dollar (\$1 00) par value

B The authorized capital stock of the Corporation after this amendment is 200 shares, One Dollar (\$1 00) par value

SECOND The Charter of the Corporation is hereby amended and restated by striking all articles in their entirety, and substituting in lieu thereof the following

ARTICLE I - NAME

The name of the corporation ("Corporation") is

STANLEY PEARLMAN ENTERPRISES, INC

ARTICLE II - PURPOSE

The Corporation is formed for the following purposes

- (a) to own and operate a business which sells, supplies, packages, delivers seafood and related products,
- (b) to engage in any other lawful activity or business, and
- (c) to do anything else permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland

ARTICLE III - PRINCIPAL OFFICE

The post office address of the principal office of the Company in this State is 7775 Chesapeake Court, Jessup, Howard County, Maryland 20795

ARTICLE IV - RESIDENT AGENT

The name of the Resident Agent of the Company in this State is Steven M Nemeroff The post office address of the Resident Agent is Wortman & Nemeroff, P A , 4710 Bethesda Avenue, Suite 203, Bethesda, Maryland 20814 Said Resident Agent is an individual, over the age of 18,

actually residing in this State

ARTICLE V - DIRECTORS

The number of Directors of the Corporation shall hereafter be seven (7), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than the minimum number required under Maryland law

ARTICLE VI - STOCK

Capital Stock The total number of shares of capital stock which the Corporation has the authority to issue is 200 shares of One Dollar (\$1 00) par value common stock, with a stated value of \$1 00 per share, resulting in total stated capital of \$200 00

ARTICLE VII - PREEMPTIVE RIGHTS

Except as may be otherwise provided by the Board of Directors, no holder of any shares of stock in the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify its officers and directors for, and hold them harmless from, any liability, whether civil or criminal, and any loss, damage or expense, including reasonable attorneys' fees, incurred in connection with the ordinary and proper conduct of the Corporation's business and the preservation of its property, provided that the officer or director to be indemnified acted in good faith and in a manner reasonably believed to be in the best interest of the Corporation. The Corporation may advance such costs provided such officer or director provides a written acknowledgment that the officer or director will repay all sums advanced if it is later determined that the officer or director was not entitled to indemnification

THIRD This Amendment and Restatement has been advised by the Board of Directors of the Corporation and unanimously approved by the stockholders of the Corporation by Informal Action of the Stockholders

IN WITNESS WHEREOF, Stanley Pearlman Enterprises, Inc., has caused these Articles of Amendment to be signed in its name and on its behalf by its President on this ____ day _____, 2017 and its President acknowledges that these Articles of Amendment are the act and deed of the Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief

ATTEST

STANLEY PEARLMAN ENTERPRISES, INC

By TRADEMARK