

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM675468

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	01/19/2021
<b>SEQUENCE:</b>	3

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
OTR Premium Cocktails, Inc.		01/19/2021	Corporation: TEXAS

## RECEIVING PARTY DATA

<b>Name:</b>	Jim Beam Brands Co.
<b>Street Address:</b>	222 W. Merchandise Mart Plaza
<b>Internal Address:</b>	Suite 1600
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60654
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
<b>Serial Number:</b>	88901386	BRINGING THE BAR TO YOU
<b>Serial Number:</b>	88900956	BRINGING THE BAR TO YOU
<b>Serial Number:</b>	86572693	OTR - ON THE ROCKS PREMIUM COCKTAILS

## CORRESPONDENCE DATA

## Fax Number:

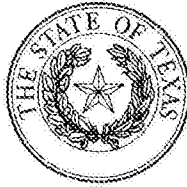
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 3127018637  
**Email:** IPDocket@mayerbrown.com  
**Correspondent Name:** William R. Siegel, Mayer Brown LLP  
**Address Line 1:** P.O. BOX 2828  
**Address Line 4:** CHICAGO, ILLINOIS 60690-2828

<b>ATTORNEY DOCKET NUMBER:</b>	21676233
<b>NAME OF SUBMITTER:</b>	William R. Siegel
<b>SIGNATURE:</b>	/william r siegel/
<b>DATE SIGNED:</b>	09/20/2021

**Total Attachments: 16**

source=3 TX Merger Certificate --- OTR Premium Cocktails--Jim Beam Brands#page1.tif  
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## Office of the Secretary of State

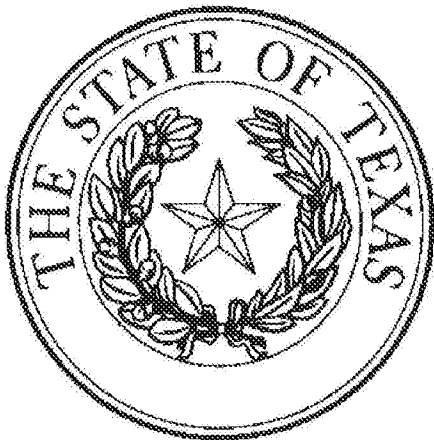
The undersigned, as Deputy Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

OTR Premium Cocktails, Inc.  
Filing Number: 802409159

Certificate of Merger

January 19, 2021

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 30, 2021.



A handwritten signature in black ink, appearing to read "Jose A. Esparza".

Jose A. Esparza  
Deputy Secretary of State

**Form 623**  
 (Revised 12/15)  
 Return in duplicate to:  
 Secretary of State  
 P.O. Box 13697  
 Austin, TX 78711-3697  
 512 463-5555  
 FAX: 512 463-5709  
 Filing Fee: see instructions



**Parent-Subsidiary  
 Certificate of Merger  
 Business Organizations Code**

This space reserved for office use.

**FILED**  
 In the Office of the  
 Secretary of State of Texas  
**JAN 19 2021**  
**Corporations Section**

**Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

**Parent**

Jim Beam Brands Co.

Name of Organization

The organization is a corporation It is organized under the laws of USA  
Specify organizational form (e.g., for-profit corporation)

DE USA The file number, if any, is \_\_\_\_\_  
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

251 Little Falls Drive Wilmington DE USA  
Street Address City State Country

**Subsidiary 1**

OTR Premium Cocktails, Inc.

Name of Organization

The organization is a corporation It is organized under the laws of \_\_\_\_\_  
Specify organizational form (e.g., for-profit corporation)

TX USA The file number, if any, is 802409159  
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

\_\_\_\_\_  
Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding	Class	Series	Number owned by parent	Percentage Owned
100	COMMON		100	100

The organization will survive the merger.  The organization will not survive the merger.

**Subsidiary 2**

Name of Organization

The organization is a \_\_\_\_\_ It is organized under the laws of \_\_\_\_\_  
Specify organizational form (e.g., for-profit corporation)

\_\_\_\_\_  
Street Address City State Country

\_\_\_\_\_  
Street Address City State Country

Handwritten notes and stamps in the top left corner.

Handwritten notes and stamps in the top right corner.

The file number, if any, is:

State: \_\_\_\_\_ Country: \_\_\_\_\_ Texas Secretary of State file number: \_\_\_\_\_  
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address: \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Country: \_\_\_\_\_

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding    Class    Series    Number owned by parent    Percentage Owned

The organization will survive the merger.     The organization will not survive the merger.

Subsidiary 3

Name of Organization: \_\_\_\_\_  
The organization is a: \_\_\_\_\_ It is organized under the laws of: \_\_\_\_\_  
*Specify organizational form (e.g., for-profit corporation)*

State: \_\_\_\_\_ Country: \_\_\_\_\_ Texas Secretary of State file number: \_\_\_\_\_  
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address: \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Country: \_\_\_\_\_

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding    Class    Series    Number owned by parent    Percentage Owned

The organization will survive the merger.     The organization will not survive the merger.

Resolution of Merger

A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on January 7, 2021

Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization: \_\_\_\_\_ Jurisdiction: \_\_\_\_\_ Entity Type (See instructions): \_\_\_\_\_

Principal Place of Business Address: \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

Handwritten notes and stamps at the bottom left.

Handwritten notes and stamps at the bottom right.

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

Effectiveness of Filing (Select either A, B, or C.)

- A.  This document becomes effective when the document is accepted and filed by the secretary of state.
  - B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
  - C.  This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_
- The following event or fact will cause the document to take effect in the manner described below:

Tax Area: [Empty box]

Tax Certificate

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: January 8, 2021

Jim Beam Brands Co. Parent Organization Name

[Signature] Signature of authorized person (see instructions)

Todd M. Bloomquist Printed or typed name of authorized person

**OMNIBUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS  
AND  
THE SOLE STOCKHOLDER OF EACH OF  
OTR PREMIUM COCKTAILS, INC.  
AND  
JIM BEAM BRANDS CO.**

January 7, 2021

The undersigned, being (i) all of the members of the board of directors (the "OTR Board") of OTR Premium Cocktails, Inc., a Texas corporation ("OTR"), (ii) Jim Beam Brands Co., a Delaware corporation, as the sole stockholder of OTR (in such capacity, the "OTR Sole Stockholder"), (iii) all of the members of the board of directors (the "JBBC Board") of Jim Beam Brands Co., a Delaware corporation ("JBBC") and, together with OTR, the "Companies") and (iv) Beam Global Spirits & Wine LLC, a Delaware limited liability company ("BGSW"), as the sole stockholder of JBBC (in such capacity, the "JBBC Sole Stockholder" and, together with the OTR Board, OTR Sole Stockholder and JBBC Board, the "Authorizing Bodies"), hereby consent in writing, in accordance with Section 141(f) and Section 228(a) of the General Corporation Law of the State of Delaware (the "DGCL"), Section 18-302 and Section 18-404(d) of the Delaware Limited Liability Company Act (the "DLLCA"), and Section 6.201 and Section 22.220 of the Texas Business Organizations Code (the "BOC"), as applicable, to the adoption of this written consent (the "Written Consent");

**I. THE MERGER; THE MERGER AGREEMENT**

WHEREAS, in connection with a corporate reorganization, it is proposed that OTR merge (the "Merger") with and into JBBC, with JBBC surviving the Merger, pursuant to the DGCL, BOC and the Agreement and Plan of Merger (the "Merger Agreement"), in the form attached hereto as Exhibit A; and

WHEREAS, the applicable Authorizing Bodies have determined that it is advisable and in the best interests of the Companies to consummate the Merger.

NOW, THEREFORE, BE IT RESOLVED, that the Authorizing Bodies hereby authorize and approve the Merger and the transactions contemplated thereby.

FURTHER RESOLVED, that the Authorizing Bodies hereby authorize, approve and adopt the Merger Agreement.

FURTHER RESOLVED, that the officers of the Companies (each, an "Authorized Person" and, collectively, the "Authorized Persons") are each, acting individually, authorized, empowered and directed, in the name of and on behalf of the Companies, to execute and deliver the Merger Agreement, with such changes or modifications as such Authorized Persons executing the same deem necessary, appropriate, convenient or advisable, the execution and delivery by any such

Authorized Person or taking of any such action by him or her to conclusively establish his or her authority therefor from the Companies.

FURTHER RESOLVED, that the Authorized Persons are each authorized, empowered, and directed, in the name and on behalf of the Companies, to execute and file the Certificates of Merger in the forms attached hereto as Exhibit B-1 and Exhibit B-2 with the Secretary of State of the State of Delaware, in accordance with the DGCL, and the Secretary of State of the State of Texas, in accordance with the BOC.

FURTHER RESOLVED, that the Authorized Persons are each authorized, empowered, and directed, in the name and on behalf of the Companies, to execute and file any other certificates or documents in any other jurisdiction in which the Companies are registered or qualified, as required by the applicable laws of any such jurisdiction, to update such registrations or qualifications to reflect the Merger.

## II. GENERAL AUTHORIZATION

FURTHER RESOLVED, that all the acts of any person authorized to act as set forth above, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts on behalf of the Companies.

FURTHER RESOLVED, that the Authorized Persons are each authorized and directed to take any and all such actions and to execute and deliver any and all such agreements, documents and instruments as such Authorized Person shall deem necessary or advisable in furtherance of or to carry out the intent and effectuate the purposes of any of the foregoing resolutions; the fact that any Authorized Person has taken any such action or executed or delivered any such document or instrument being conclusive evidence of the approval and authorization thereof by the Authorizing Bodies.

This Written Consent may be executed in several counterparts, each of which shall be deemed an original and all of which shall together constitute one and the same instrument. The actions taken by this Written Consent shall have the same force and effect as if taken by the undersigned at a meeting duly called and constituted pursuant to the laws of the State of Delaware and the State of Texas. This Written Consent shall be filed with the minutes of the proceedings of the Authorizing Bodies and shall have the same force and effect as though adopted at a meeting duly called and held.

*[signature page follows]*



IN WITNESS WHEREOF, the undersigned hereby consent to the foregoing resolutions as of the date first above written.

**OTR BOARD:**

*Marc André Tousignant*

\_\_\_\_\_  
Marc André Tousignant

*Greg Hughes*

\_\_\_\_\_  
Greg Hughes

*Drew Hester*

\_\_\_\_\_  
Drew Hester

*Daisuke Minato*

\_\_\_\_\_  
Dai Minato

*Colin Duthie*

\_\_\_\_\_  
Colin Duthie

**OTR SOLE STOCKHOLDER:**

**JIM BEAM BRANDS CO.**

*Todd Bloomquist*  
By: \_\_\_\_\_

Name: Todd M. Bloomquist

Title: Sr. Vice-President, General Counsel and Secretary

**JBBC BOARD:**

*Albert Baladi*

\_\_\_\_\_  
Albert Baladi

*Marc André Tousignant*

\_\_\_\_\_  
Marc Andre Tousignant

*Todd Bloomquist*

\_\_\_\_\_  
Todd M. Bloomquist

[Signature Page - Omnibus Written Consent]

**JBBC SOLE STOCKHOLDER:**

**BEAM GLOBAL SPIRITS & WINE LLC**

*Todd Bloomquist*

By: \_\_\_\_\_

Name: Todd M. Bloomquist

Title: Sr. Vice President, General Counsel and  
Secretary

[Signature Page -- Omnibus Written Consent]

## EXHIBIT A

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of January 8, 2021 (this "Agreement"), is by and between OTR Premium Cocktails, Inc., a Texas corporation (the "Terminating Company"), and Jim Beam Brands Co., a Delaware corporation (the "Surviving Company").

## RECITALS

WHEREAS, the sole shareholder and board of directors of the Terminating Company and the sole shareholder and board of directors of the Surviving Company have determined that it is advisable and in the best interests of each company that the Terminating Company merge with and into the Surviving Company (the "Merger") on the terms and subject to the conditions of this Agreement, Title 8, Section 252 of the Delaware General Corporation Law (the "DGCL") and Section 10.006 of the Texas Business Organizations Code ("BOC"). As a result of the Merger, the separate existence of the Terminating Company will cease; and

WHEREAS, the sole shareholder and board of directors of the Terminating Company and the sole shareholder and board of directors of the Surviving Company have been duly advised of the terms and conditions of the Merger and, by written consent, have authorized, approved and adopted this Agreement.

NOW, THEREFORE, on the terms, and subject to the conditions, of this Agreement, the Terminating Company and the Surviving Company agree as follows.

ARTICLE I  
THE MERGER; RELATED TRANSACTIONS

1.1 EFFECTIVE TIME. The Merger will be consummated by the Surviving Company filing a certificate of merger (the "Certificate of Merger") with each of (i) the Secretary of State of the State of Delaware in accordance with Title 8, Section 252 of the DGCL and (ii) the Secretary of State of the State of Texas in accordance with Section 10.006 of the BOC. The Merger will be effective as of 11:59 pm Eastern Standard Time on January 8, 2021 (the "Effective Time").

1.2 MERGER.

(a) At the Effective Time:

(i) the Terminating Company will merge with and into the Surviving Company and the Surviving Company will be the surviving company in the Merger; and

(ii) the separate existence of the Terminating Company will cease, and the Surviving Company will succeed, without other transfer, to all of the rights and property of the Terminating Company, and will be subject to all of the debts and liabilities of the Terminating Company; and

TRADEMARK

REEL: 007425 FRAME: 0712

(b) On and after the Effective Time, the Surviving Company will carry on its business with the assets of the Terminating Company.

1.3 EFFECT ON EQUITY INTERESTS. By virtue of the Merger, the equity interests of the Terminating Company will be cancelled and retired and cease to exist.

1.4 ORGANIZATIONAL DOCUMENTS. The certificate of incorporation of the Surviving Company in effect at the Effective Time will be the certificate of incorporation of the Surviving Company until changed or amended as provided therein or by applicable law. The bylaws of the Surviving Company in effect at the Effective Time will be the bylaws of the Surviving Company until changed or amended as provided therein or by applicable law. The board of directors of the Surviving Company and the officers of the Surviving Company will be those duly appointed at the Effective Time until additional directors or officers are appointed or removed pursuant to the DGCL and the Surviving Company's certificate of incorporation and bylaws.

## ARTICLE 2 MISCELLANEOUS

2.1 ENTIRE AGREEMENT; ASSIGNMENT. This Agreement constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof. Neither this Agreement nor any right, interest or obligation under this Agreement may be assigned, in whole or in part, by operation of law or otherwise, without the prior written consent of the other party.

2.2 GOVERNING LAW. This Agreement will be governed by and construed in accordance with the substantive laws of the State of Delaware, regardless of the laws that might otherwise govern under principles of conflicts of laws applicable thereto.

2.3 PARTIES IN INTEREST. Nothing in this Agreement, express or implied, is intended to confer upon any person, other than the parties hereto, any rights or remedies of any nature whatsoever under or by reason of this Agreement.


2.4 COUNTERPARTS. This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original, but all of which will constitute one and the same agreement, and will become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties.

*[signature page follows]*

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its respective officers thereunto duly authorized, all as of the date set forth above.

**TERMINATING COMPANY:**

**OTR PREMIUM COCKTAILS, INC.**

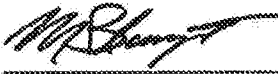
By: 

Name: Todd M. Bloomquist

Title: Vice President and Secretary

**SURVIVING COMPANY:**

**JIM BEAM BRANDS CO.**

By: 

Name: Todd M. Bloomquist

Title: Sr. Vice President, General Counsel  
and Secretary

*[Signature Page to Agreement and Plan of Merger]*

## EXHIBIT B-1

CERTIFICATE OF MERGER  
of  
OTR PREMIUM COCKTAILS, INC.  
with and into  
JIM BEAM BRANDS CO.

---

DATED AS OF JANUARY 8, 2021

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the company surviving the merger is Jim Beam Brands Co., a Delaware corporation (the "Surviving Company"), and the name of the company being merged into the Surviving Company is OTR Premium Cocktails, Inc., a Texas corporation (the "Terminating Company").

**SECOND:** The total number of authorized shares of the Terminating Company is 1,000. The par value of each of the authorized shares is \$0.01.

**THIRD:** An Agreement and Plan of Merger, dated as of January 8, 2021 (the "Merger Agreement"), by and between the Terminating Company and the Surviving Company, has been approved, adopted, certified, executed and acknowledged by each of the constituent companies in accordance with the DGCL.

**FOURTH:** The Certificate of Incorporation of the Surviving Company in existence on the date hereof shall remain the Certificate of Incorporation of the Surviving Company.

**FIFTH:** The merger shall become effective as of 11:59 PM on January 8, 2021.

**SIXTH:** The Merger Agreement is on file at the place of business of the Surviving Company at 222 W. Merchandise Mart Plaza, Suite 1600, Chicago, IL 60654.

**SEVENTH:** A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any shareholder of the constituent corporations.

[signature page follows]



EXHIBIT B-2

**Form 623**  
 (Revised 12/15)  
 Return in duplicate to:  
 Secretary of State  
 P.O. Box 13697  
 Austin, TX 78711-3697  
 512 463-5555  
 FAX: 512 463-5709  
 Filing Fee: see instructions



This space reserved for office use.

**Parent-Subsidiary  
 Certificate of Merger  
 Business Organizations Code**

**Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

**Parent**

**Jim Beam Brands Co.**  
 Name of Organization  
 The organization is a corporation It is organized under the laws of  
Specify organizational form (e.g., for-profit corporation)  
DE USA The file number, if any, is \_\_\_\_\_  
State Country Texas Secretary of State file number  
 If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:  
251 Little Falls Drive Wilmington DE USA  
Street Address City State Country

**Subsidiary 1**

**OTR Premium Cocktails, Inc.**  
 Name of Organization  
 The organization is a corporation It is organized under the laws of:  
Specify organizational form (e.g., for-profit corporation)  
TX USA The file number, if any, is 802409159  
State Country Texas Secretary of State file number  
 If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

<small>Number of ownership interests outstanding</small>	<small>Class</small>	<small>Series</small>	<small>Number owned by parent</small>	<small>Percentage Owned</small>
100	COMMON		100	100

The organization will survive the merger.  The organization will not survive the merger.

**Subsidiary 2**

Name of Organization  
 The organization is a: \_\_\_\_\_ It is organized under the laws of:  
Specify organizational form (e.g., for-profit corporation)



The file number, if any, is:

State Country Texas Secretary of State file number  
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger.  The organization will not survive the merger.

Subsidiary 3

Name of Organization

The organization is: It is organized under the laws of:

Specify organizational form (e.g., for-profit corporation)

The file number, if any, is:

State Country Texas Secretary of State file number  
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger.  The organization will not survive the merger.

Resolution of Merger

A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on January 7, 2021

Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

Effectiveness of Filing (Select either A, B, or C.)

- A.  This document becomes effective when the document is accepted and filed by the secretary of state.
  - B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
  - C.  This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_
- The following event or fact will cause the document to take effect in the manner described below:

Tax Area

Tax Certificate

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: January 8, 2021

Jim Beam Brands Co. Parent Organization Name

Signature of authorized person (see instructions)

Todd M. Bloomquist Printed or typed name of authorized person