

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM766837

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	09/01/2022
<b>RESUBMIT DOCUMENT ID:</b>	900717822

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GARDEN SPINCO CORPORATION		09/01/2022	Corporation: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	NEOGEN FOOD SAFETY CORPORATION
<b>Street Address:</b>	620 Leshler Place
<b>City:</b>	Lansing
<b>State/Country:</b>	MICHIGAN
<b>Postal Code:</b>	48912
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1361366	PETRIFILM
Registration Number:	2077649	MONITORMARK
Registration Number:	1147088	FREEZE WATCH
Registration Number:	2744791	CLEAN-TRACE

## CORRESPONDENCE DATA

Fax Number: 2123108007

*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: 2123108000

Email: juan.arias@weil.com

Correspondent Name: Maryann Thompson

Address Line 1: Weil, Gotshal &amp; Manges LLP

Address Line 2: 767 Fifth Avenue

Address Line 4: New York, NEW YORK 10153

<b>ATTORNEY DOCKET NUMBER:</b>	M.THOMPSON - 65168.0007
<b>NAME OF SUBMITTER:</b>	Maryann Thompson
<b>SIGNATURE:</b>	/Maryann Thompson/

<b>DATE SIGNED:</b>	11/09/2022
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**Total Attachments: 5**

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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NOVA RMT SUB, INC.", A DELAWARE CORPORATION,

WITH AND INTO "GARDEN SPINCO CORPORATION" UNDER THE NAME OF "NEOGEN FOOD SAFETY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF SEPTEMBER, A.D. 2022, AT 8:05 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

6328708 8100M  
SR# 20223419323

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204296423  
Date: 09-01-22

**TRADEMARK**  
**REEL: 007853 FRAME: 0191**

**CERTIFICATE OF MERGER**  
**OF**  
**NOVA RMT SUB, INC.**  
**(a Delaware corporation)**  
**with and into**  
**GARDEN SPINCO CORPORATION**  
**(a Delaware corporation)**

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), Garden SpinCo Corporation, a Delaware corporation ("SpinCo"), in connection with the merger of Nova RMT Sub, Inc., a Delaware corporation ("Merger Sub"), with and into SpinCo (the "Merger"), does hereby certify:

**FIRST:** The name and state of incorporation of each constituent corporation (the "Constituent Corporations") to the Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Nova RMT Sub, Inc.	Delaware
Garden SpinCo Corporation	Delaware

**SECOND:** An Agreement and Plan of Merger, dated as of December 13, 2021 (the "Merger Agreement"), by and among 3M Company, a Delaware corporation, Neogen Corporation, a Michigan corporation, SpinCo and Merger Sub has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the DGCL.

**THIRD:** SpinCo will be the surviving corporation in the Merger (the "Surviving Corporation"). The name of the Surviving Corporation following the Merger shall be Neogen Food Safety Corporation.

**FOURTH:** The certificate of incorporation of the Surviving Corporation shall be amended and restated in its entirety upon the effectiveness of the Merger to read as set forth on Exhibit A attached hereto and, as so amended and restated, shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable legal requirements.

**FIFTH:** The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the DGCL.

**SIXTH:** The executed Merger Agreement is on file at the office of the Surviving Corporation at 620 Leshar Place, Lansing, Michigan 48912.

**SEVENTH:** A copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of either of the Constituent Corporations.

**IN WITNESS WHEREOF**, SpinCo has caused this Certificate of Merger to be executed by an authorized officer as of the 1st day of September, 2022.

GARDEN SPINCO CORPORATION

By: /s/ Jerry T. Will  
Name: Jerry T. Will  
Title: Vice President

[Signature Page to Certificate of Merger]

**TRADEMARK**  
**REEL: 007853 FRAME: 0193**

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
NEOGEN FOOD SAFETY CORPORATION**

**FIRST:** The name of the corporation is Neogen Food Safety Corporation (the "Corporation").

**SECOND:** The address of the Corporation's registered office in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**THIRD:** The purpose or purposes of the Corporation shall be to engage in any lawful acts or activities for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended from time to time (the "DGCL").

**FOURTH:** The total number of shares of stock which the Corporation is authorized to issue is one hundred (100), all of which shares shall be common stock, \$0.01 par value per share.

**FIFTH:** In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained in this Certificate of Incorporation, bylaws of the Corporation may be adopted, amended or repealed by a majority of the Board of Directors of the Corporation (the "Board of Directors"), but any bylaws adopted by the Board of Directors may be amended or repealed by the stockholders entitled to vote thereon. Election of directors need not be by written ballot.

**SIXTH:** In addition to the powers and authority herein before or by statute expressly conferred upon them, the Board of Directors is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the DGCL, this Certificate of Incorporation and the bylaws of the Corporation.

**SEVENTH:** To the fullest extent permitted by law, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, as applicable. Neither repeal nor modification of the foregoing provisions of this Article SEVENTH shall adversely affect any right or protection of any director or officer of the Corporation existing at the time of, or eliminate or reduce the effect of this Article SEVENTH with respect to any matter occurring or any claim, suit or cause of action arising prior to, such repeal or modification.

**EIGHTH:** The Corporation shall, to the fullest extent permitted by applicable law, indemnify any person (an "Indemnified Person") who was or is made or is threatened to be made a party to, or who is otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative or investigative in nature (each, a "Proceeding"), by reason of the fact that such person is or was a director or officer of the Corporation or, while a director or officer of the

Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, or other enterprise, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Indemnified Person in connection with such Proceeding. Any repeal or modification of the foregoing provisions of this Article EIGHTH shall not adversely affect any right or protection hereunder of any Indemnified Person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.