

RECEIPT AND CERTIFICATE

No 19237

"TOTES" INCORPORATED

NAME

111420

NUMBER

DOMESTIC CORPORATIONS

ARTICLES OF INCORPORATION
AMENDMENT

~~MERGER CONSOLIDATION~~

DISSOLUTION

AGENT

RE-INSTATEMENT

CERTIFICATES OF CONTINUED
EXISTENCE

MISCELLANEOUS

FOREIGN CORPORATIONS

LICENSE

AMENDMENT

SURRENDER OF LICENSE

APPOINTMENT OF AGENT

CHANGE OF ADDRESS OF AGENT

CHANGE OF PRINCIPAL OFFICE

RE-INSTATEMENT

FORM 7

PENALTY

MISCELLANEOUS FILINGS

ANNEXATION INCORPORATION—CITY
OR VILLAGE

RESERVATION OF CORPORATE NAMES

REGISTRATION OF NAME

REGISTRATION OF NAME RENEWALS

REGISTRATION OF NAME—CHANGE
OF REGISTRANTS ADDRESS

TRADE MARK

TRADE MARK RENEWAL

SERVICE MARK

SERVICE MARK RENEWAL

MARK OF OWNERSHIP

MARK OF OWNERSHIP RENEWAL

EQUIPMENT CONTRACT, CHATTEL
MORTGAGE

POWER OF ATTORNEY

SERVICE OF PROCESS

MISCELLANEOUS

ASSIGNMENT—TRADE MARK, MARK
OF OWNERSHIP, SERVICE MARK,
REGISTRATION OF NAME

I certify that the attached document was received and filed in the office of TED W. BROWN, Secre-
tary of State at Columbus, Ohio, on the 28th day of February, 1972, and
recorded on Roll **B792** at Frame **958** of the RECORDS OF INCORPORATION and MIS-
CELLANEOUS FILINGS.

Ted W. Brown

TED W. BROWN,
Secretary of State

Printed by *Print & Jacobs*

100 DuBois Tower, 511 Walnut St.

Cincinnati, Ohio 45202 Attn: Ronald E. Heinlen

FEE RECEIVED \$ 25.00

NAME "TOTES" INCORPORATED

B792 959

CERTIFICATE OF MERGER111420
APPROVEDBy W. A.Date 2/28/72Amount 25.00

6-21

The undersigned, Bradford E. Phillips and Jean A. Phillips,, being the President and the Secretary, respectively, of "totes" incorporated, EASTMAN PRODUCTS CORPORATION and MARX PURE FOODS, INC., and the Vice President and the Assistant Secretary, respectively, of The L. P. Henryson Company, Inc., all of which are Ohio corporations, hereby certify that attached hereto is an executed copy of an Agreement of Merger unanimously approved and authorized by the boards of directors of each of such corporations at special meetings duly held on February 28, 1972, upon waiver of notice, at which a quorum for the transaction of business was present at and throughout such meetings, and was unanimously approved and authorized by the sole shareholder of each of such corporations at special meetings duly held on February 28, 1972, upon waiver of notice, at which a quorum for the transaction of business was present at and throughout such meetings.

IN WITNESS WHEREOF, the undersigned, duly authorized, have hereunto set their hands on behalf of such corporations respectively at Cincinnati, Ohio, this 28th day of February, 1972.

"totes" Incorporated,

Bradford E. Phillips
Bradford E. Phillips, President

Jean A. Phillips
Jean A. Phillips, Secretary

MARX PURE FOODS, INC.,

Bradford E. Phillips
Bradford E. Phillips, President

Jean A. Phillips
Jean A. Phillips, Secretary

EASTMAN PRODUCTS CORPORATION,

Bradford E. Phillips
Bradford E. Phillips, President

Jean A. Phillips
Jean A. Phillips, Secretary

The L. P. Henryson Company, Inc.,

Bradford E. Phillips
Bradford E. Phillips, President

Jean A. Phillips
Jean A. Phillips, Secretary

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AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER, made and entered into as of the 28th day of February, 1972, by and among "totes" Incorporated, an Ohio corporation (hereinafter referred to as "totes" or "the surviving corporation"); EASTMAN PRODUCTS CORPORATION, an Ohio corporation (hereinafter referred to as "Eastman"); MARX PURE FOODS, INC., an Ohio corporation (hereinafter referred to as "Marx"); and The L. P. Henryson Company, Inc., an Ohio corporation (hereinafter referred to as "Henryson"), all of which corporations are hereinafter collectively referred to as "the constituent corporations";

WITNESSETH THAT:

WHEREAS, "totes" is a corporation duly organized and existing under the laws of the State of Ohio, has been incorporated on April 9, 1924, under the name The Totes Company, and having an authorized capital of 2,000 common shares, without par value, of which 210 shares are issued and outstanding, and 190 "Class A" shares, without par value, of which 104 shares are issued and outstanding; and

WHEREAS, Eastman is a corporation duly organized and existing under the laws of the State of Ohio, has been incorporated on March 14, 1964, under the name Eastman Products Corporation, and having an authorized capital of 1,000 common shares, without par value, of which 100 shares are issued and outstanding; and

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WHEREAS, Marx is a corporation duly organized and existing under the laws of the State of Ohio, having been incorporated on January 6, 1948, and having an authorized capital of 250 common shares, without par value, of which 20 shares are issued and outstanding; and

WHEREAS, Henryson is a corporation duly organized and existing under the laws of the State of Ohio, having been incorporated on June 23, 1970, and having an authorized capital of 500 common shares, without par value, all of which shares are issued and outstanding; and

WHEREAS, the boards of directors of the constituent corporations deem it advisable that these corporations merge and have duly approved and authorized the form of this Agreement of Merger; and

WHEREAS, the laws of the State of Ohio permit such merger and the constituent corporations desire to merge under and pursuant to the applicable provisions of the laws of such State;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, it is hereby agreed that Eastman, Marx and Henryson shall be merged into "totes", which shall be the surviving corporation, all upon the following terms and conditions:

1. The name of the surviving corporation shall be "totes" Incorporated.

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2. The surviving corporation shall be governed by the laws of the State of Ohio.

3. The principal office of the surviving corporation in the State of Ohio shall be located in the City of Loveland, Hamilton County.

4. The nature of the business of the surviving corporation and the objects and purposes to be transacted, promoted or carried on by it shall be as follows:

(a) To engage in and conduct any and all phases of the business of buying, selling, distributing, manufacturing and otherwise dealing in merchandise and products of all kinds.

(b) To engage in any lawful act or activity for which corporations may be formed under the General Corporation Law of Ohio.

5. The number of shares which the surviving corporation shall be authorized to have outstanding is 500, all of which shall be common shares, without par value.

6. The amount of stated capital of the surviving corporation on the effective date of the merger shall be \$1,000,000.

7. The directors of the surviving corporation shall continue as such until the next annual meeting of shareholders of the surviving corporation and until their respective successors are elected and qualified.

8. The corporate seal of the surviving corporation shall be in the custody of the surviving corporation until it is replaced or renewed according to the terms thereof.

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9. The name and address of the statutory agent of the surviving corporation upon whom any process, notice or demand against any constituent corporation or the surviving corporation may be served shall be Bradford E. Phillips, 5450 Drake Road, Cincinnati, Hamilton County, Ohio 45243.

10. The terms of the merger, the mode of carrying them into effect and the manner and basis of making distributions to shareholders of the constituent corporations in extinguishment of or in substitution for their shares shall be as follows upon the merger becoming effective:

(a) All of the issued and outstanding shares of "Lotes", Marx and Henryson shall be cancelled and shall thereafter be of no force or effect, and each of the issued and outstanding shares of Eastman shall be converted into one share of the surviving corporation.

(b) As soon as practicable after the effective date of the merger the surviving corporation shall issue to holders of certificates for shares of Eastman, on the basis set forth in subparagraph (a), certificates for its shares in exchange for and upon the surrender for cancellation of the certificates for shares of Eastman, duly endorsed to that effect.

IN WITNESS WHEREOF, the Board of Directors of the surviving corporation has caused this Agreement of Merger to be signed by its duly authorized officers and directors and its corporate seal to be hereunto affixed.

IN WITNESS WHEREOF, the Board of Directors of the constituent corporation has caused this Agreement of Merger to be signed by its duly authorized officers and directors and its corporate seal to be hereunto affixed.

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half by its President or Vice President and its Secretary or Assistant Secretary thereunto duly authorized, as of the day and year first above written.

ATTEST:

Jean A. Phelan
Secretary

"totes" Incorporated,

By B E Phelan
President

ATTEST:

Jean A. Phelan
Secretary

EASTMAN PRODUCTS CORPORATION,

By B E Phelan
President

ATTEST:

Jean A. Phelan
Secretary

MARK PURE FOODS, INC.,

By B E Phelan
President

ATTEST:

Jean A. Phelan
Assistant Secretary

The L. P. Henryson Company, Inc.,

By B E Phelan
Vice President

Form C-300

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Prescribed by Secretary of State Ted W. Brown

APPLICATION FOR REGISTRATION OF TRADE NAMES

(1329.01-1329.10, Revised Code)

Approved HCA
 Date 2/28/72
 Fee 10.00

60-22

"totes" incorporated

(Name of Applicant)

a person, partnership, corporation, ~~firm, association, society, foundation, federation or organization~~ (strike words inapplicable) or ~~foreign corporation licensed to do business in this state~~, hereby makes application for registration of the name, title or designation under which such applicant is operating by filing the following statements with the Secretary of State of Ohio:

1. a. Name of Applicant(s) "totes" incorporated
- b. Business Address East Kemper Road, Loveland, Ohio 45140
2. If incorporated, state of incorporation Ohio
3. Name, Title or Designation to be registered Marx Pure Foods
4. General nature of business conducted Manufacture and sale of food products and related items
5. The length of time during which the name, title or designation has been used by applicant in operations within this state is Since January 6, 1948. (Name acquired from predecessor corporation in a statutory merger effective February 28, 1972)

"totes" incorporated
 By Bradford E. Phillips
 Bradford E. Phillips, President

STATE OF OHIO
 COUNTY OF HAMILTON ss.

Bradford E. Phillips, being first duly sworn says that he is the ~~applicant~~, agent of applicant (strike words inapplicable), and that all statements made in the above written application are true.

Sworn to before me and subscribed in my presence this 28 day of February.

A.D. 19 72

W. H. H. H.
 Notary Public

Filing Fee: \$10.00