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FORM PTO-595

(Rev. 6-93)

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

M&G-2661.360US01

REC



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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

SSE MANUFACTURING, INC.

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

SCHWAN'S FOOD MANUFACTURING, INC.
115 West College Drive
Marshall, Minnesota 56258 USAAdditional name(s) of conveying party(ies) attached? ☐ Yes ☒ NoAdditional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☒ Change of Name
☐ Other:

Execution Date: December 26, 2002

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

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

B. Patent No.(s)

5,498,432

Additional numbers attached? ☐ Yes ☒ No

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

Name: Brian H. Batzli
 Address: Merchant & Gould P.C.
 P.O. Box 2903
 Minneapolis, MN 55402-0903

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$40.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Brian H. Batzli

2-11-76

24 December 2003

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 9

Do not detach this portion

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

Mail Stop Assignment Recordation Services
 Director - 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.

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PATENT TRADEMARK OFFICE

PATENT
 REEL: 014836 FRAME: 0186

ARTICLES OF MERGER**OF**

SSE MANUFACTURING, INC.
(a California corporation and parent corporation)

INTO

SCHWAN'S FOOD MANUFACTURING, INC.
(a Minnesota corporation and subsidiary corporation)

The undersigned, a person authorized to do so, hereby certifies as follows:

1. Attached as Exhibit A is the plan of merger for the merger of SSE Manufacturing, Inc., a California corporation ("Parent"), with and into Schwan's Food Manufacturing, Inc., a Minnesota corporation ("Subsidiary").

2. Such plan of merger has been adopted by Parent pursuant to Section 302A.621 of the Minnesota Business Corporation Act.

3. The number of outstanding shares of each class and series of Subsidiary, and the number of shares of each class and series of Subsidiary owned by Parent directly, or indirectly through related corporations, is as follows:

<u>Class and Series</u>	<u>Shares Outstanding</u>	<u>Shares Owned by Parent</u>
Common Stock, par value \$0.01 per share	1	1

4. Because Subsidiary has no shareholders other than Parent, no copy of the plan of merger was mailed to any shareholder of Subsidiary.


5. These Articles of Merger shall become effective at 11:59 p.m. on December 31, 2002.

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These Articles of Merger have been signed on behalf of Parent by a person duly authorized to do so.

Dated: December 26 2002

SSE MANUFACTURING, INC.

By: 
Name: William O. McCormack
Title: Vice President of Operations

(4)

PLAN OF MERGER**OF****SSE MANUFACTURING, INC.****(a California corporation and parent corporation)****INTO****SCHWAN'S FOOD MANUFACTURING, INC.****(a Minnesota corporation and subsidiary corporation)**

1. This plan of merger sets forth the terms of the merger of SSE Manufacturing, Inc., a California corporation ("Parent"), with and into Schwan's Food Manufacturing, Inc., a Minnesota corporation ("Subsidiary"). Subsidiary is the surviving corporation. Parent owns 100 percent of the outstanding shares of Subsidiary.

2. The merger will be effective at 11:59 p.m. on December 31, 2002.

3. Upon the effective time of the merger, Subsidiary shall assume all of Parent's obligations pursuant to Section 1110 of the California Corporations Code and applicable provisions of the Minnesota Business Corporation Act.

4. Upon the effective time of the merger, all outstanding shares of each class and series of stock of Subsidiary shall be cancelled and no shares of Parent shall be issued in lieu thereof.

5. Schwan's Sales Enterprises, Inc., a Minnesota corporation, which will be renamed "Schwan's Home Service, Inc." prior to the merger ("Home Service"), owns 100 percent of the outstanding shares of Parent (the "Parent Shares"). Upon the effective time of the merger, all outstanding shares of Parent shall be converted into one share of common stock and the right to receive one share of non-voting preferred stock of Subsidiary having a fixed, cumulative dividend of 5 percent per annum (compounded annually) and otherwise having the terms set forth in the bylaws of Subsidiary. Promptly after its determination of the fair market value of the Parent Shares in accordance with Section 2.2 of the bylaws of Subsidiary, the board of directors of Subsidiary shall adopt a resolution establishing the preferred stock and shall duly file the resolution with the Secretary of State of Minnesota. After the resolution has been so filed, the shares of common stock and preferred stock of Subsidiary shall be issued to Home Service on surrender of any certificates for shares of Parent.

6. No amendments to the articles of Subsidiary will be part of the merger.

7. This plan of merger shall be approved by the boards of directors of Parent and Subsidiary, and by Parent's shareholder, as required by the Minnesota Business Corporation Act and the California Corporations Code. For greater clarity, (i) the last paragraph of subdivision 1 of Section 302A.621 of the Minnesota Business Corporation Act does not require approval of the

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merger by Parent's shareholder, because Parent is not a Minnesota corporation, and
(ii) Section 1110(c) of the California Corporations Code requires approval of the merger by
Subsidiary's board of directors, because Subsidiary survives, and by Parent's shareholder,
because Home Service receives shares having different rights, preferences, privileges and
restrictions than those surrendered.

STATE OF MINNESOTA
DEPARTMENT OF REVENUE
FILED

JUL 1 1971

Mary H. Hays
Secretary of State

CRK

12L-841

**ARTICLES OF INCORPORATION
OF
SCHWAN'S FOOD MANUFACTURING, INC.**

To form a corporation pursuant to the Minnesota Business Corporation Act, the undersigned, an individual 18 years of age or older, adopts the following articles of incorporation:

1. Name. The name of the corporation is Schwan's Food Manufacturing, Inc. (the "Corporation").

2. Registered Office and Registered Agent. The address of the registered office of the Corporation in Minnesota is CT Corporation System, Inc., 405 Second Avenue South, Minneapolis, Minnesota 55401. The name of the registered agent of the Corporation at that address is CT Corporation.

3. Capital Stock.

(a) Authorized Shares. The aggregate number of shares that the Corporation is authorized to issue is 200, of which 100 shares shall be Common Stock, par value \$0.01 per share, and 100 shares shall be Preferred Stock, par value \$0.01 per share.

(b) Common Stock. No dividend shall be paid on the Common Stock. The Common Stock shall be issued to, held by or transferred to only such persons as are eligible for membership in the Corporation according to the requirements for membership prescribed in the Corporation's Bylaws. Each share of Common Stock shall be entitled to one vote on each matter voted on at a shareholders' meeting; provided, however, that no person may own more than one share of Common Stock. The Corporation shall have the right to redeem Common Stock on the terms and subject to the conditions set forth in the Corporation's Bylaws.

(c) Preferred Stock. The Board of Directors of the Corporation may, from time to time, issue Preferred Stock in one or more series, with variations as may be determined by the Board of Directors prior to the issuance thereof, and may reclassify any of the authorized but unissued Preferred Stock of a particular series as shares, or additional shares, of any other series, whether then or theretofore created (except any series as to which it shall have been otherwise provided at the time of creating such series), as to (i) the distinctive serial designations; (ii) the rate or rates, which may be fixed or otherwise, of cumulative, non-cumulative or partially cumulative dividends thereon (provided, however, the dividend rate that the Preferred Stock of any series shall be entitled to receive shall not exceed the maximum dividend rate permitted by law), (iii) the times of payment of dividends; (iv) the redemption price, if any, and the premium payable thereon, if any; (v) the preference payable on liquidation or dissolution or winding up of the Corporation; and (vi) such other designations, preferences, and

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relative, participating, optional or other special rights, and qualifications, limitations or restrictions as shall be stated in the Corporation's Articles of Incorporation, or in the resolutions adopted by the Corporation's Board of Directors for the issuance of such Preferred Stock; provided, however, that all shares of Preferred Stock shall be non-voting (except as otherwise required by applicable law), shall be of equal rank and shall be identical in all other respects, except in respect of the particulars that may be fixed by the Board of Directors, as hereinabove provided; and all shares of each series shall be identical.

4. No Cumulative Voting. There shall be no cumulative voting by the shareholders of the Corporation.

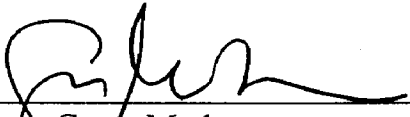
5. No Preemptive Rights. The shareholders of the Corporation shall not have any preemptive rights as defined in the Minnesota Business Corporation Act.

6. Limitation of Directors' Liability. To the fullest extent permitted by the Minnesota Business Corporation Act as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Neither the amendment, modification or repeal of this Article nor the adoption of any provision in these Articles of Incorporation inconsistent with this Article shall adversely affect any right or protection of a director or officer of the Corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.

7. Incorporator. The name and address of the incorporator are Sara Gross Methner, c/o Dorsey & Whitney LLP, 50 South Sixth Street, Minneapolis, Minnesota 55402.

8. Directors. The name of the initial director of the Corporation is Brian Sattler.

Dated: December 19, 2002



Sara Gross Methner

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 19 2002


Secretary of State

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

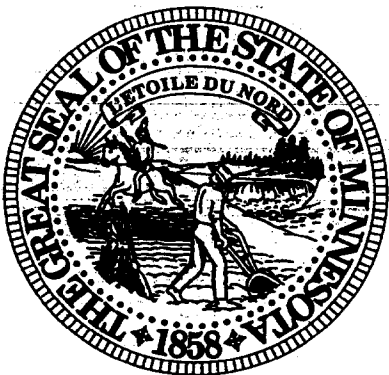
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Schwan's Food Manufacturing, Inc.

Corporate Charter Number: 12L-841

Chapter Formed Under: 302A

This certificate has been issued on 12/19/2002.



Mary Kiffmeyer
Secretary of State.

State of Minnesota

SECRETARY OF STATE*Certificate of Merger*

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

*MN: SCHWAN'S FOOD MANUFACTURING, INC.
CA: SSE MANUFACTURING, INC.*

State of Formation and Name of Surviving Entity:

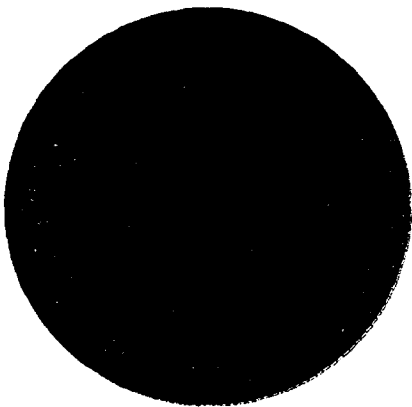
MN: SCHWAN'S FOOD MANUFACTURING, INC.

Effective Date of Merger: December 31, 2002 11:59 PM

Name of Surviving Entity After Effective Date of Merger:

SCHWAN'S FOOD MANUFACTURING, INC.

This certificate has been issued on: December 26, 2002



Mary Kiffmeyer
Secretary of State.