

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



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To the Honorable Commissioner of I

100726223

attached original documents or copy thereof.

1. Name of conveying party(ies):

Amcorn Hybrids, Inc.

- Individual(s)
- General Partnership
- Corporation-State (Michigan)
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Certificate of Termination of Assumed Name
- Merger
- Change of Name

Execution Date: 06/22/93

2. Name and address of receiving party(ies)

Name: Ampro Industries, Inc.

Internal Address: 1123-129th Street

Street Address: 1123-129th Street

City: Bradley State: MI ZIP: 49311

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Michigan
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

MRD 5-15-98

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,705,938

Additional numbers attached?  Yes  No



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

Name: Carl S. Clark

Internal Address: PO Box 2567

Street Address: 695 Kenmoor SE

City: Grand Rapids State: MI ZIP: 49546

6. Total number of applications and registrations involved:

1

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

16-2463

(Attach duplicate copy of this page if paying by deposit account)

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.

Carl S. Clark

Name of Person Signing

Signature

5/14/98

Date

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

1

MICHIGAN DEPARTMENT OF COMMERCE—CORPORATION AND SECURITIES BUREAU			(FOR BUREAU USE ONLY)	
Date Received			<b>FILED</b>	
MAY 27 1993				
			JUN 22 1993	
Name		Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau		
Steven R. Heacock				
Address				
900 Old Kent Bldg., 111 Lyon Street, N.W.		EFFECTIVE DATE:		
City	State			Zip Code
Grand Rapids, Michigan				49503

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

CORPORATION IDENTIFICATION NUMBER

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### RESTATED ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

COWBELL SEEDS, INC.

1. These Restated Articles of Incorporation are executed pursuant to the provisions of Sections 641-651, Act 284, Public Acts of 1972, as amended.

- |   |
|---|
| <ol style="list-style-type: none"> <li>1. The present name of the corporation is Cowbell Seeds, Inc.</li> <li>2. The corporation identification number (CID) assigned by the Bureau is: 080-445</li> <li>3. No former corporate names have been used.</li> <li>4. The date of filing the original Articles of Incorporation was November 10, 1948. The date of filing the first Restated Articles of Incorporation was January 31, 1986.</li> </ol> |
|---|

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and the First Restated Articles of Incorporation and shall be the Articles of Incorporation for the corporation:

#### ARTICLE I

The name of the corporation is AMPRO INDUSTRIES, INC. ✓

1. A

ARTICLE II

The purpose of the corporation is to engage in any one or more lawful acts or activities within the purposes for which a corporation may be formed under the Michigan Business Corporation Act.

ARTICLE III

The total authorized capital stock of the corporation is Sixty Thousand (60,000) shares of common stock of par value One Dollar (\$1) all of one class.

ARTICLE IV

The street address (which is the mailing address) of the current registered office of the corporation is 1093 129th Avenue, Bradley, Michigan 49311.

The name of the current resident agent at the registered office is Kenneth W. Hilbert.

ARTICLE V

Any action required or permitted by the Michigan Business Corporation Act, these Articles, or the bylaws of the corporation to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt notice of the taking of the corporate

action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing.

#### ARTICLE VI

The corporation shall indemnify any director of the corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that he or she is or was a director, or is or was serving at the request of the corporation in another capacity, to the fullest extent permitted (in the absence of rights granted under articles of incorporation, bylaws, or a contractual agreement) by the Michigan Business Corporation Act. The corporation may further indemnify directors, and may indemnify persons who are not directors, to the extent authorized by bylaw, resolution of the board of directors, or contractual agreement authorized by the board of directors. A change in the Michigan Business Corporation Act, these Articles, or the bylaws that reduces the scope of indemnification shall not apply to any action or omission that occurs before the change.

#### ARTICLE VII

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director, except that a director's liability is not limited for:

- (1) a breach of the director's duty of loyalty to the corporation or its shareholders;
- (2) an act or omission not in good faith or that involve intentional misconduct or knowing violation of law;
- (3) a violation of Section 551(1) of the Michigan Business Corporation Act, which section relates to the making of unlawful dividends, distributions, or loans; or
- (4) a transaction from which the director derived an improper personal benefit.

If the Michigan Business Corporation Act is amended to further eliminate or limit the liability of a director, then a director of the corporation (in addition to the circumstances in which a director is not personally liable as set forth in the pre-

ceding paragraph) shall, to the fullest extent permitted by the Michigan Business Corporation Act, as so amended, not be liable to the corporation or its shareholders. An amendment to or modification or repeal of this Article shall not increase the liability of any director of the corporation for or with respect to any act or omission that occurred before the amendment, modification or repeal.

This Article applies only to acts or omissions and to breaches of fiduciary duty occurring after this Article became effective.

#### ARTICLE VIII

The corporation may amend or repeal any provision contained in these Articles and add Articles in the manner prescribed by statute.

5. These Restated Articles of Incorporation were duly adopted by the shareholders on the 6th day of May, 1993, in accordance with the provisions of Section 642, Act 284, Public Acts of 1972. The necessary number of shares as required by statute were voted in favor of the Restated Articles of Incorporation.

Signed this 6th day of May, 1993.

COWBELL SEEDS, INC.

By 

Its President

Name of person or organization  
remitting fees:

Warner, Norcross & Judd

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Preparer's name and business  
telephone number:

Steven R. Heacock

(616 ) 459-6121

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
<p>(FOR BUREAU USE ONLY)</p> <p><b>FILED</b></p> <p>JUL 09 1993</p> <p>Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation &amp; Securities Bureau</p>	Date Received JUN 24 1993

### CERTIFICATE OF TERMINATION OF ASSUMED NAME

For use by Corporations and Limited Partnerships

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), or Act 213, Public Acts of 1982 (limited partnerships), the corporation or limited partnership in item one below executes the following Certificate:

1. The true name of the corporation or limited partnership is:

Ampro Industries, Inc.

2. The identification number assigned by the Bureau is:

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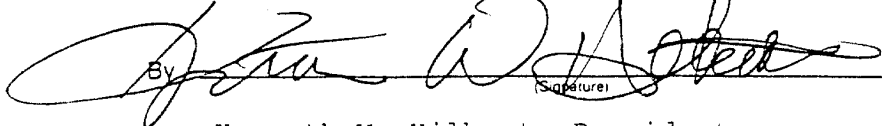
3. The assumed name to be terminated is:

Amcorn Hybrids, Inc.

4. The Certificate of Assumed Name filed on the 27<sup>th</sup> day of July, 19 89 is hereby terminated.

*renewed 10/23/89*

Signed this 27<sup>th</sup> day of June, 19 93

By 

Kenneth W. Hilbert, President

(Type or Print Name and Title)

(Limited Partnerships Only — Indicate Name of General Partner if a corporation or other entity)