

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET  
**TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):  
Toastrmaster Inc.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)  
Name: Toastrmaster Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 1801 North Stadium Boulevard  
City: Columbia State: Missouri Zip: 65202-1329

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Missouri  
 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

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: June 14, 1994

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
B. Trademark Registration No.(s)  
1,139,544

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Penny R. Slicer  
Internal Address: Stinson, Mag & Fizzell, P.C.  
\_\_\_\_\_  
\_\_\_\_\_  
Street Address: 1201 Walnut Street, Suite 2800  
P.O. Box 419251  
City: Kansas City State: Missouri Zip: 64141-6251

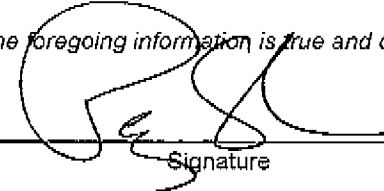
6. Total number of applications and registrations involved: ..... 1

7. Total fee (37 CFR 3.41)..... \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
19-4409  
(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.*

Penny R. Slicer                                            10/22/01  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 13

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

FILED AND CERTIFICATE  
ISSUED

JUN 23 1994

ARTICLES OF MERGER  
(Section 351.447, RSMo)

The undersigned, Toastmaster Inc., a Delaware corporation ("Toastmaster"), and New Toast Inc., a Missouri corporation ("New Toast"), in accordance with The General and Business Corporation Law of Missouri, do hereby make and execute these Articles of Merger pursuant to Section 351.447 of The General and Business Corporation Law of Missouri and do hereby certify as follows:

*Judith K. M...  
SECRETARY OF STATE*

ARTICLE I

The parent corporation, Toastmaster, a Delaware corporation, shall be merged with and into its wholly-owned subsidiary corporation, New Toast, a Missouri corporation, with New Toast being the surviving corporation.

ARTICLE II

Toastmaster, the parent corporation, is in compliance with the 90% ownership requirement of Section 351.447 of The General and Business Corporation Law of Missouri by owning 100% of the issued and outstanding shares of common stock of New Toast, the only issued and outstanding class of capital stock of New Toast, and Toastmaster will maintain such 100% ownership until the issuance of the Certificate of Merger by the Secretary of State of Missouri.

ARTICLE III

Pursuant to resolutions adopted by a unanimous vote of the members of the Board of Directors of Toastmaster at a meeting held on February 23, 1994 and by the unanimous written consent of all of the members of such board dated June 1, 1994, the Board of Directors of Toastmaster adopted and approved the plan of merger set forth in ARTICLE IV of these Articles of Merger. The Board of Directors of New Toast adopted and approved the plan of merger pursuant to the unanimous written consent of all of the members of such board dated May 6, 1994. The plan of merger was approved and adopted by the affirmative vote of the holders of at least two-thirds of the issued and outstanding shares of common stock of Toastmaster entitled to vote thereon at the 1994 Annual Meeting of Stockholders of Toastmaster held on June 14, 1994.

The plan of merger set forth in ARTICLE IV of these Articles of Merger has been adopted pursuant to Section 351.447 of The General and Business Corporation Law of Missouri.

ARTICLE IV

The following resolutions were duly adopted by a unanimous vote of the members of the Board of Directors of the

parent corporation, Toastmaster, at a meeting held on February 23, 1994 and by the unanimous written consent of all of the members of such board dated June 1, 1994, and set forth the plan of merger whereby Toastmaster is to be merged with and into New Toast, with the subsidiary corporation, New Toast, being the surviving corporation:

WHEREAS, it is advisable and in the best interest of this corporation, Toastmaster Inc., a Delaware corporation ("Toastmaster"), and its stockholders that the assets and business of Toastmaster be owned and operated by a corporation organized under and pursuant to the laws of the State of Missouri in order to reduce the amount of annual franchise tax payments made by Toastmaster;

WHEREAS, the officers of Toastmaster have expressed their intention to form a Missouri corporation ("New Toast"), having the name "New Toast Inc." and an organizational and capital structure substantially the same as that of Toastmaster, and such action would be taken with the intent and for the purpose that New Toast would thereafter merge with Toastmaster and that New Toast would be the surviving corporation and thereafter operate the assets and business of Toastmaster;

WHEREAS, it is in the best interest of Toastmaster and its stockholders that New Toast be formed and that Toastmaster invest in New Toast as a Missouri subsidiary corporation such that Toastmaster is the only shareholder of New Toast and would be entitled to avail itself of the so-called "short form merger" provisions of the General Corporation Law of Delaware and the General and Business Corporation Law of Missouri; and

WHEREAS, the Board of Directors of Toastmaster deems it advisable and in the best interests of Toastmaster and its stockholders that, following the formation of New Toast, Toastmaster be merged with and into New Toast in order that the assets and business of Toastmaster shall be owned and operated by a corporation organized under the laws of the State of Missouri;

NOW, THEREFORE, RESOLVED, that the officers of Toastmaster be, and each hereby is, authorized and directed to cause to be prepared the Articles of Incorporation to be employed in the formation of New Toast, which Articles of Incorporation shall provide for New Toast's organizational and capital structure to

be substantially the same as that of Toastmaster, except for such differences as are required by the General and Business Corporation Law of Missouri or otherwise are attributable to differences between the laws (including case law) of the State of Missouri and of the State of Delaware; and that the directors and officers of Toastmaster are, and each of them hereby is, authorized and directed to cause said Articles of Incorporation to be executed, acknowledged, delivered, filed and recorded so as to effect the formation of New Toast in the State of Missouri, and to take or cause to be taken such action, and to do and perform all such other acts and things as they or any of them, in their sole discretion, consider necessary, advisable or appropriate to further and carry out the formation of New Toast as aforesaid.

FURTHER RESOLVED, that following the formation of New Toast, Toastmaster purchase 10 shares of the \$.10 par value common stock of New Toast for an aggregate purchase price of \$1.00 and that the officers of Toastmaster be, and each hereby is, authorized to purchase such shares for and in the name of Toastmaster and to transfer \$1.00 of Toastmaster's funds to such subsidiary as consideration for such shares.

FURTHER RESOLVED, that following the formation of New Toast and the purchase by Toastmaster of New Toast common stock as aforesaid and subject to receiving the approval of the stockholders of Toastmaster, Toastmaster be merged with and into New Toast, with New Toast being the surviving corporation, and that the following plan of merger, which sets forth the terms and conditions of the merger be, and it is hereby is, adopted and approved:

[The Plan of Merger]

- (1) In accordance with the laws of the States of Delaware and Missouri, Toastmaster shall be merged with and into New Toast, a wholly-owned subsidiary of Toastmaster and the subsidiary corporation, New Toast, is hereby designated the "Surviving Corporation"  

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(~~Toastmaster and New Toast are sometimes~~ hereinafter collectively referred to as the "Constituent Corporations"). The Surviving Corporation shall assume all of the obligations of Toastmaster. The Surviving Corporation shall continue to be organized and existing under the laws of the State of Missouri.

The terms and conditions of the merger, the mode of carrying the same into effect, the cancellation of the outstanding shares of Common Stock of New Toast owned by Toastmaster, and the manner and basis of converting the outstanding shares of Common Stock of Toastmaster into shares of New Toast Common Stock are as follows:

A. Upon the effectiveness of the merger;

(i) Each share of \$.10 par value Common Stock of New Toast which is issued and outstanding immediately prior to the effectiveness of the merger and owned by Toastmaster, shall be without further act or deed, cancelled and extinguished.

(ii) Each share of \$.10 par value Common Stock of Toastmaster which is issued and outstanding immediately prior to the effectiveness of the merger shall, by virtue of the merger, without further act or deed, be converted into, and the holder of each such share shall be entitled to receive from the Surviving Corporation upon surrender to the Surviving Corporation of the stock certificate evidencing each such share a new stock certificate evidencing, one share of \$.10 par value Common Stock of New Toast.

(iii) Each option which is outstanding immediately prior to the effectiveness of the merger and is exercisable into one or more shares of \$.10 par value Common Stock of Toastmaster shall, by virtue of the merger, without further act or deed, be converted into, and the holder of each such option shall be entitled to receive from the Surviving Corporation upon surrender to the Surviving Corporation of the agreement evidencing each such option a new option agreement evidencing, one option exercisable into a like number of shares of \$.10 par value Common Stock of New Toast.

B. On and after the effectiveness of the merger:

(i) The Articles of Incorporation of New Toast in effect immediately prior to the effectiveness of the merger shall continue to be without change the Articles of Incorporation of New Toast as the Surviving Corporation of the merger until altered or amended in the manner provided by law, except that, upon the effectiveness of the merger, Article FIRST of said Articles of Incorporation shall be amended to provide that the name of the corporation is "Toastmaster Inc."

(ii) The Bylaws of New Toast in effect immediately prior to the effectiveness of the merger shall continue to be without change the Bylaws of New Toast as the Surviving Corporation of the merger until altered or amended in the manner provided in the Articles of Incorporation of New Toast or in such Bylaws.

(iii) The assets, liabilities and shareholders' equity of each of the Constituent Corporations shall be taken up or continued on the books of the Surviving Corporation at the amounts at which they are respectively recorded, immediately prior to the effectiveness of the merger, on the books of the Constituent Corporations, with any appropriate adjustments as may be made in accordance with the terms hereof and with generally accepted accounting principles.

(iv) The current members of the Board of Directors of New Toast shall continue to serve as the members of the Board of Directors of New Toast, as the Surviving Corporation, until their respective successors are duly elected and qualified or until their respective earlier resignation or removal.

(v) The current officers of New Toast shall continue to serve as the

officers of New Toast, as the Surviving Corporation, until their respective successors are duly elected or appointed and qualified or until their respective earlier resignation or removal.

C. New Toast, as the Surviving Corporation, shall pay all expenses of the merger.

D. The merger shall have the effect set forth in Sections 253 and 259 of the General Corporation Law of Delaware and in Sections 351.447 and 351.450 of the General and Business Corporation Law of Missouri. Without limiting the generality of the foregoing, upon the effectiveness of the merger at the time specified by the applicable statutes of the States of Delaware and Missouri, the separate existence of Toastmaster shall cease, and Toastmaster shall be merged with and into New Toast, as the Surviving Corporation, with the Surviving Corporation thereupon and thereafter possessing all the rights, privileges, powers, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Corporations, and with the Surviving Corporation being subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers, immunities and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to each of the Constituent Corporations on whatever account, including subscriptions for shares of stock and all other choses or things in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property

of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate, or any interest therein, vested by deed or otherwise in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

E. Any claim existing, or action or proceeding, whether civil, criminal or administrative, pending by or against any of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

F. If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law or any other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights of any of the Constituent Corporations acquired or to be acquired by the Surviving Corporation as the result of the merger, the directors and officers of the respective Constituent Corporations in office immediately prior to the effectiveness of the merger are ~~each duly authorized to, and shall each~~ execute and deliver any and all proper deeds, assignments and assurances in law and are each fully authorized to, and shall each, do all things necessary or appropriate in the name of such Constituent Corporation, so as to vest, perfect or confirm title to such



property or rights in the Surviving Corporation and otherwise to carry out and consummate the provisions of the plan of merger.

G. The Board of Directors of New Toast is authorized to construe and interpret the plan of merger, as between the Constituent Corporations, in order to implement and consummate the provisions of the plan of merger and to determine all administrative procedures and accounting entries which may be deemed necessary or appropriate to implement and consummate the merger of Toastmaster with and into New Toast pursuant to the plan of merger.

- (3) At any time prior to the effectiveness of the merger, the plan of merger may be terminated and the merger may be abandoned by the Board of Directors of either Toastmaster or New Toast, or both, notwithstanding the approval of the plan of merger by the stockholders of Toastmaster. The plan of merger may be amended, modified or supplemented at any time (before or after stockholder approval) prior to the effectiveness of the merger with the mutual consent of the Board of Directors of Toastmaster and New Toast; provided, however, that the plan of merger may not be amended, modified or supplemented after it has been approved by the stockholders of Toastmaster in any manner which, in the judgment of the Board of Directors of Toastmaster, would have a material adverse effect on the rights of such stockholders or in any manner not permitted under applicable law.

FURTHER RESOLVED, that following the formation of New Toast and the purchase by Toastmaster of New Toast common stock as provided in the foregoing resolutions, the officers of Toastmaster be, and each hereby is, authorized and directed to cause a copy of the plan of merger adopted by the Board of Directors of Toastmaster in the foregoing resolution, to be furnished to each stockholder of Toastmaster entitled to vote at the 1994 Annual Meeting of Stockholders; that a resolution to the following effect be submitted to a vote of the stockholders of Toastmaster entitled to vote thereon at said Annual Meeting of Stockholders; and that the Board

of Directors of Toastmaster hereby recommends that the stockholders of Toastmaster adopt such resolution:

RESOLVED, that Toastmaster Inc., a Delaware corporation ("Toastmaster"), be merged with and into New Toast Inc., a Missouri corporation and wholly-owned subsidiary of Toastmaster ("New Toast"), with New Toast being the surviving corporation, all upon the terms and conditions contained in the plan of merger heretofore adopted by the Board of Directors of this Corporation, a copy of which has been submitted to the stockholders of Toastmaster; and that said plan of merger be, and it hereby is, in all respects, approved.

FURTHER RESOLVED, that if the merger of Toastmaster with and into New Toast and the plan of merger are adopted by the stockholders of Toastmaster as aforesaid, the officers of Toastmaster be, and each hereby is, authorized and directed to cause to be prepared the forms of Certificate of Ownership and Merger, Articles of Merger, and such other documents as may be required under applicable law to consummate the merger; and that the President, any Vice President, the Secretary and the Assistant Secretary of Toastmaster be, and each hereby is, authorized and directed to (i) execute, acknowledge, certify, attest and deliver the Certificate of Ownership and Merger and to file and record the same in the office of the Delaware Secretary of State and a certified copy thereof in the office of the Recorder of Deeds in New Castle County, (ii) execute, acknowledge, certify, attest and deliver the Articles of Merger and to file the same in the office of the Secretary of State of Missouri and (iii) execute, acknowledge, certify, attest, deliver, file and record appropriate evidence of the merger in any other governmental office.

FURTHER RESOLVED, that the officers of Toastmaster be, and each hereby is, authorized and directed to do or cause to be done, any and all acts, and execute any and all documents as they or any of them deem to be necessary or appropriate to carry out the intent and purposes of the foregoing resolutions.

\* \* \*

WHEREAS, the Board of Directors of this Corporation heretofore has authorized, subject to receiving the approval of the Corporation's stockholders, the merger (the "Merger") of this

Corporation with and into the Corporation's wholly-owned subsidiary, New Toast Inc. ("New Toast"), with New Toast being the surviving corporation; and

WHEREAS, the Board of Directors of this Corporation deems it advisable and in the best interests of this Corporation and its stockholders that the plan of merger pursuant to which this Corporation is to merge with and into New Toast as aforesaid (the "Plan") be supplemented to provide clarification regarding the effect of the Merger with respect to the shares of the Corporation's common stock held in treasury;

NOW, THEREFORE, RESOLVED, that the Plan be supplemented by adding the following clause (iv) immediately following the existing clause (iii), paragraph A, section (2) of the Plan:

(iv) Each share of \$.10 par value Common Stock of Toastmaster which is issued and held by Toastmaster in treasury immediately prior to the effectiveness of the merger shall, by virtue of the merger, without further act or deed, be converted into one share of \$.10 par value Common Stock of New Toast which is issued and held by New Toast in treasury.

FURTHER RESOLVED, that the officers of the Corporation be, and each hereby is, authorized and directed to cause a copy of the Plan, as supplemented in the foregoing resolution, to be furnished to each stockholder of the Corporation entitled to vote at the 1994 Annual Meeting of Stockholders; that the Merger and the Plan, as supplemented, be submitted to a vote of the stockholders of the Corporation entitled to vote thereon at said Annual Meeting of Stockholders; and that the Board of Directors hereby recommends that the stockholders of the Corporation approve the Merger and the Plan.

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized and empowered for, in the name and on behalf of the Corporation to take or cause to be taken such other actions and to execute and deliver such other documents as they may deem necessary or appropriate to carry out the intent and purposes of the foregoing resolutions.

ARTICLE V

Pursuant to clause (i), paragraph B, Section (2) of the plan of merger set forth in ARTICLE IV of these Articles of Merger, the Articles of Incorporation of New Toast in effect immediately prior to the effectiveness of the merger shall be amended upon the effectiveness of the merger by amending ARTICLE ONE to provide that the name of the corporation is "Toastmaster Inc."

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of this 14th day of June, 1994.

TOASTMASTER INC.

By: *Daniel J. Stubler*  
Daniel J. Stubler  
President

(SEAL)

ATTEST:

*Linda G. Arnold*  
Linda G. Arnold  
Secretary

NEW TOAST INC.

By: *Daniel J. Stubler*  
Daniel J. Stubler  
President

(SEAL)

ATTEST:

*Linda G. Arnold*  
Linda G. Arnold  
Secretary

STATE OF MISSOURI )  
 ) SS.  
COUNTY OF BOONE )

*Cynthia M. Chapman* On this 14th day of June in the year 1994, before me  
*Cynthia M. Chapman*, Notary Public in and for said state,  
personally appeared Daniel J. Stubler, President of Toastmaster  
Inc., a Delaware corporation, known to me to be the person who  
executed the within Articles of Merger in behalf of said  
corporation and acknowledged to me that he executed the same for  
the purposes therein stated.

*Cynthia M. Chapman*  
\_\_\_\_\_  
Notary Public

(NOTARIAL SEAL)

CYNTHIA M. CHAPMAN  
Notary Public

My commission expires: State of Missouri, County of Boone  
My commission expires Oct. 7, 1995

STATE OF MISSOURI )  
 ) SS.  
COUNTY OF BOONE )

*Cynthia M. Chapman* On this 14th day of June in the year 1994, before me  
*Cynthia M. Chapman*, Notary Public in and for said state,  
personally appeared Daniel J. Stubler, President of New Toast  
Inc., a Missouri corporation, known to me to be the person who  
executed the within Articles of Merger in behalf of said  
corporation and acknowledged to me that he executed the same for  
the purposes therein stated.

*Cynthia M. Chapman*  
\_\_\_\_\_  
Notary Public

(NOTARIAL SEAL)

CYNTHIA M. CHAPMAN  
Notary Public

My commission expires: State of Missouri, County of Boone  
My commission expires Oct. 7, 1995