

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM314159

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sunopta Ingredients Inc.		12/23/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sunopta Grains and Foods Inc.
Street Address:	7301 Ohms Lane, Suite 600
City:	Edina
State/Country:	MINNESOTA
Postal Code:	55439
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	86112511	OPTASMOOTH
Serial Number:	85963608	OPTA NATURAL
Serial Number:	85963603	OPTANATURAL
Registration Number:	4207220	CANADIAN HARVEST
Registration Number:	2463514	CANADIAN HARVEST
Registration Number:	2185283	OPTAMIST
Registration Number:	1737459	CRYSTALEAN
Registration Number:	1978014	OPTAMAX
Registration Number:	1832356	OPTAGRADE
Registration Number:	1909384	OPTAFIL
Registration Number:	3632459	OPTAYIELD

CORRESPONDENCE DATA

Fax Number: 8015786999

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: (801) 328-3131

Email: tm-slc@stoel.com

Correspondent Name: Catherine Parrish Lake

Address Line 1: 201 South Main Street, Suite 1100

TRADEMARK

Address Line 4:	Salt Lake City, UTAH 84111
ATTORNEY DOCKET NUMBER:	39265-19
NAME OF SUBMITTER:	Catherine Parrish Lake
SIGNATURE:	/Catherine Parrish Lake/
DATE SIGNED:	08/14/2014
Total Attachments: 3 source=Sunopta Ingredients Merger#page1.tif source=Sunopta Ingredients Merger#page2.tif source=Sunopta Ingredients Merger#page3.tif	

Delaware

PAGE 1

The First State

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:

"SUNOPTA FRUIT GROUP INC.", A CALIFORNIA CORPORATION,

"SUNOPTA INGREDIENTS INC.", A DELAWARE CORPORATION,

WITH AND INTO "SUNOPTA GRAINS AND FOODS INC." UNDER THE NAME OF "SUNOPTA GRAINS AND FOODS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MINNESOTA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2013, AT 3:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:59 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5455667 8100M

131467154



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1011210

DATE: 12-24-13

TRADEMARK
REEL: 005344 FRAME: 0775

CERTIFICATE OF MERGER

OF

**SUNOPTA FRUIT GROUP INC.
AND
SUNOPTA INGREDIENTS INC.**

WITH AND INTO

SUNOPTA GRAINS AND FOODS INC.

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name and state of incorporation of each of the constituent corporations are: SunOpta Fruit Group Inc., a California corporation, SunOpta Ingredients Inc., a Delaware corporation, and SunOpta Grains and Foods Inc., a Minnesota corporation (collectively, the "Constituent Companies").

SECOND: The Agreement and Plan of Merger ("Plan of Merger") by and among the Constituent Companies has been approved, certified, adopted, executed and acknowledged by each of the Constituent Companies.

THIRD: SunOpta Grains and Foods Inc., a Minnesota corporation, is the surviving corporation (the "Surviving Company").

FOURTH: The Articles of Incorporation, including any amendments thereto, of the Surviving Company shall be its Articles of Incorporation.

FIFTH: The merger will be effective at 11:59 p.m. Eastern Time on December 31, 2013.

SIXTH: The Plan of Merger is on file at the principal business office of the Surviving Company, 7301 Ohms Lane, Suite 600, Edina, Minnesota 55439.

SEVENTH: Upon request and without cost, a copy of the Plan of Merger will be furnished by the Surviving Company to any stockholder of the Constituent Companies.

EIGHTH: The Surviving Company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Surviving Company arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Company at 7301 Ohms Lane, Suite 600, Edina, Minnesota 55439.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed by an authorized officer as of the 23rd day of December, 2013.

SUNOPTA GRAINS AND FOODS INC.,
a Minnesota corporation

By: 

Allan Routh, President

Signature Page to Delaware Certificate of Merger