

CERTIFICATE AS TO
MERGERS AND NAME CHANGE

I, MARILYN K. OGBURN, Assistant Secretary of McCormick & Company, Incorporated, hereby certify that the documents described below and attached hereto, are true and correct copies of documents as filed with the Maryland State Department of Assessments and Taxation, evidencing McCormick & Company, Incorporated as the successor corporation to Stange Co.:

- 1) Articles of Merger merging STANGE CO. (Delaware corporation) into McCORMICK SUBSIDIARY, INC. (Maryland corporation), survivor, changing its name to STANGE CO., effective February 25, 1981.
- 2) Articles of Amendment of STANGE CO. (Maryland corporation) changing its name to McCORMICK-STANGE FLAVOR COMPANY, INCORPORATED, effective February 14, 1983.
- 3) Articles of Merger merging McCORMICK-STANGE FLAVOR COMPANY, INC. (Maryland corporation) into McCORMICK & COMPANY, INCORPORATED (Maryland corporation), effective June 30, 1986.

WITNESS my hand and the corporate seal of McCORMICK & COMPANY, INCORPORATED at Hunt Valley, Maryland this 8th day of October, 1986.

By: Marilyn K. Ogburn
Its: Assistant Secretary

STATE OF PENNSYLVANIA)
) S.S.
COUNTY OF LANCASTER)

On this, the 8th day of October, 1986, before me, a Notary Public in and for the State of Pennsylvania, the undersigned officer, personally appeared MARILYN K. OGBURN, who acknowledged herself to be the Assistant Secretary, of McCormick & Company, Incorporated, and that she as such Assistant Secretary, being authorized to do so, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Elizabeth Lea Chandler
Notary Public

My commission expires: 9/12/1990

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ARTICLES OF MERGER 5 8 5 6 6

MERGING

MCCORMICK-STANGE FLAVOR COMPANY, INC., a corporation organized and existing under the laws of the State of Maryland ("MSFC")

INTO

MCCORMICK & COMPANY, INCORPORATED, a corporation organized and existing under the laws of the State of Maryland ("McCormick").

The terms and conditions of the merger, and the mode of carrying the same into effect, are as herein set forth in these Articles of Merger.

- FIRST:** MSFC and McCormick agree that MSFC shall be merged into McCormick and all assets, liabilities and obligations of MSFC shall be transferred to, and assumed by, McCormick.
- SECOND:** All of the issued and outstanding shares of stock of all classes of MSFC are owned by McCormick and no shares of stock of McCormick, or securities or obligations convertible into stock of McCormick, or property of McCormick, shall be given pursuant to these Articles of Merger, but upon the effective date of the Articles of Merger, all of the shares of MSFC shall be cancelled.
- THIRD:** McCormick shall survive the merger and shall continue under the name McCormick & Company, Incorporated and shall continue to be governed by the laws of the State of Maryland.
- FOURTH:** No amendment or change in the charter, by-laws, number and designation of authorized, issued and outstanding shares of stock, directors and officers, or any corporate purposes, powers and aspects of McCormick shall be made or effected as a result of the merger.
- FIFTH:**
- A. The plan of merger to be effected by these Articles was duly authorized and approved by MSFC in the manner and by the vote required by the laws of the State of Maryland and by the charter and by-laws of the said corporation. The affirmative vote of a majority of the directors of MSFC, or unanimous action by the directors in lieu of a directors' meeting, is required to adopt a plan of merger. Resolutions approving the plan of merger were unanimously adopted by the Board of Directors of MSFC in an Action by the Board of Directors in Lieu of a Directors' Meeting dated March 19, 1986.
 - B. The plan of merger to be effected by these Articles was duly authorized and approved by McCormick in the manner and by the vote required by the laws of the State of Maryland and by the charter and by-laws of the said corporation. The affirmative vote of a majority of the directors of McCormick, or unanimous action by the directors in lieu of a directors' meeting, is

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required to adopt a plan of merger. The directors of McCormick voted unanimously in favor of the plan of merger at a meeting of the Board of Directors of McCormick held at the offices of the corporation on March 19, 1986.

- C. The plan of merger was not required to be submitted to or approved by the shareholders of MSFC or McCormick because McCormick owns one hundred percent (100%) of the outstanding shares of MSFC.
- D. The Boards of Directors of McCormick and MSFC adopted a plan of merger in substantially the following form:
1. McCormick-Stange Flavor Company, Inc. shall be merged into McCormick & Company, Incorporated ("McCormick & Company"), the separate existence of McCormick-Stange Flavor Company, Inc. shall cease, and the existence of McCormick & Company as the successor corporation shall continue to be governed by the laws of the State of Maryland.
 2. The name, articles of incorporation (as in effect immediately prior to the merger), by-laws, number and designation of authorized, issued and outstanding shares of stock, directors and officers, and all other corporate purposes, powers, and aspects of McCormick & Company as in effect immediately prior to the merger shall be and continue to be unchanged and in effect from and after the merger.
 3. No shares of stock of McCormick & Company and no shares, securities, or obligations convertible into stock of McCormick & Company, will be issued or delivered pursuant to this plan of merger.
 4. All of the issued and outstanding shares of stock of McCormick-Stange Flavor Company, Inc. shall be surrendered and cancelled as of the effective date of the merger, and no property or thing of value shall be delivered in exchange therefor.
 5. As of the effective date of the merger, McCormick & Company shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises, and be subject to all the restrictions, disabilities and duties, of McCormick-Stange Flavor Company, Inc., and all assets, property, real, personal and mixed, including all securities owned by McCormick-Stange Flavor Company, Inc. and all debts due to McCormick-Stange Flavor Company, Inc. shall be vested in McCormick & Company; and all property and every other interest shall be thereafter as effectually the property of McCormick & Company as they were of McCormick-Stange Flavor Company, Inc.; and the title to any real estate vested by deed or otherwise in McCormick-Stange Flavor Company, Inc. shall

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not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of McCormick-Stange Flavor Company, Inc. shall be preserved unimpaired, limited in lien to the property affected by such liens at the time of the merger; and all debts, liabilities and duties of McCormick-Stange Flavor Company, Inc., shall thenceforth attach to McCormick & Company and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by McCormick & Company.

- SIXTH: The total number of shares of stock of all classes which MSFC has authority to issue is five thousand (5,000) shares of Common Stock without par value, one hundred (100) shares of which are issued and outstanding.
- SEVENTH: The total number of shares of stock of all classes which McCormick has authority to issue is forty million thirty thousand (40,030,000) shares, divided into:
- (a) thirty thousand (30,000) authorized shares of Preferred Stock having a par value of One Hundred Dollars (\$100.00), two thousand six hundred forty-two (2,642) shares of which (excluding eleven (11) treasury shares) were issued and outstanding as of March 31, 1986 and have an aggregate par value of Two Hundred Sixty-Four Thousand Two Hundred Dollars (\$264,200.00);
 - (b) ten million (10,000,000) authorized shares of Common Stock without par value, one million six hundred sixty-three thousand five hundred forty-one (1,663,541) shares of which were issued and outstanding as of March 31, 1986; and
 - (c) thirty million (30,000,000) authorized shares of Common Stock Non-Voting without par value, ten million three hundred ninety-nine thousand four hundred thirty-one (10,399,431) shares of which were issued and outstanding as of March 31, 1986.
- EIGHTH: The principal office of McCormick and MSFC is located at 11350 McCormick Road, Hunt Valley, Baltimore County, Maryland 21031.
- NINTH: MSFC owns an interest in real property in Baltimore County, Maryland.
- TENTH: All provisions of the laws of the State of Maryland applicable to the proposed merger have been complied with.
- ELEVENTH: The effective date of the merger shall be June 30, 1986.

IN WITNESS WHEREOF, these Articles of Merger have been executed by each corporation and each corporation has caused its corporate seal to be affixed

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hereto as of the 8 th day of April, 1986.

ATTEST:

MCCORMICK & COMPANY, INCORPORATED

W. Geoffrey Carpenter
W. Geoffrey Carpenter
Assistant Secretary

By: H. V. Wilson
Hillsman V. Wilson
President

ATTEST:

MCCORMICK-STANGE FLAVOR COMPANY, INC.

Robert W. Skelton
Robert W. Skelton
Secretary

By: Bailey A. Thomas
Bailey A. Thomas
President

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THE UNDERSIGNED, President of McCormick & Company, Incorporated, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

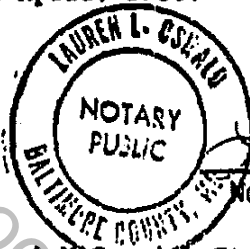
H. V. Wilson

Hillsman V. Wilson
President

Subscribed and sworn this 8th day of April, 1986.

My Commission expires:

July 1, 1986



Lauren L. Oswald
Notary Public

THE UNDERSIGNED, President of McCormick-Stange Flavor Company, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

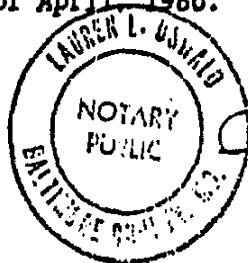
Bailey A. Thomas

Bailey A. Thomas
President

Subscribed and sworn this 8th day of April, 1986.

My Commission expires:

July 1, 1986



Lauren L. Oswald
Notary Public

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ARTICLES OF MERGER
 MERGING
 STANGE CO. (DEL. CORP.)
 INTO
 MCCORMICK SUBSIDIARY, INC. (MD. CORP.) Survivor
 Changing its name to:
 STANGE CO.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland February 25, 1981 at 12:00 o'clock NOON M. as in conformity
 with law and ordered recorded.

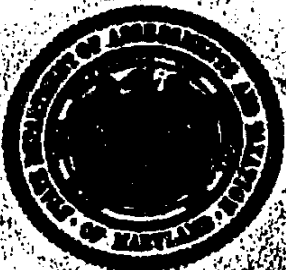
Recorded in Liber 2499, folio 2385, one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland.

Recuse tax paid \$ _____ Recording fee paid \$ 28.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Baltimore County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has
 been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



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AGREEMENT AND ARTICLES OF MERGER
MERGING

STANGE CO.

a corporation of the State of Delaware

With and into

MCCORMICK SUBSIDIARY, INC.

a corporation of the State of Maryland

AGREEMENT AND ARTICLES OF MERGER, dated as of the 22nd day of January, 1961, by and between the McCormick Subsidiary, Inc. a Maryland corporation (hereinafter referred to as the "McCormick Subsidiary") and Stange Co., a Delaware corporation (hereinafter referred to as "Stange"), said two corporations being together hereinafter sometimes referred to as the "Constituent Corporations."

WHEREAS, the McCormick Subsidiary is a corporation duly organized and existing under the general laws of the State of Maryland, having been incorporated on January 7, 1961, with its principal office in Baltimore County, Maryland, and has an authorized capital stock consisting of 5,000 common shares, no par value, all of which immediately prior to the Effective Date (as defined in paragraph 22 hereof) will be outstanding and held by McCormick & Company, Incorporated, a Maryland corporation (hereinafter referred to as "McCormick"); and

WHEREAS, Stange is a corporation duly organized and existing under the general laws of the State of Delaware, having been incorporated on July 8, 1968, and has an authorized capital stock consisting of 1,000,000 shares of Preferred Stock, without par value, none of which is issued and outstanding, and 2,000,000 shares of common stock, par value \$1.00 per share, of which 1,827,000 shares are issued and outstanding;

WHEREAS, the Board of Directors of each of the Constituent Corporations has adopted resolutions declaring advisable and to the advantage of the Constituent Corporations and their respective stockholders that Stange be merged with and into the McCormick Subsidiary, with the McCormick Subsidiary to be the surviving corporation, under and pursuant to the General Corporation Law of the State of Delaware and the Corporations and Associations Article of the Maryland Annotated Code, and on the terms and conditions herein contained.

NOW, THEREFORE, in consideration of the promises and mutual agreements, covenants and provisions hereinafter contained, the Constituent Corporations hereby agree to merge as follows:

ARTICLE I

1.1. The McCormick Subsidiary and Stange agree to effect the merger of Stange with and into the McCormick Subsidiary. The McCormick Subsidiary shall be the Surviving Corporation and shall continue to be governed by the laws of the State of Maryland. The name of the Surviving Corporation shall be Stange Co. The terms and conditions of the merger and the manner of carrying

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the same into effect as set forth in this Agreement and Articles of Merger (hereinafter referred to as this "Agreement").

1.2. The Articles of Incorporation of the McCormick Subsidiary, as in effect immediately prior to the Effective Date, shall, until further amended, be and constitute the Articles of Incorporation of the Surviving Corporation, (except for the name change referred to in Section 1.1), and no amendment to said Articles of Incorporation shall be effected as a part of the merger.

1.3. The By-Laws of the McCormick Subsidiary, as in effect immediately prior to the Effective Date, shall, until further amended, be and constitute the By-Laws of the Surviving Corporation.

1.4. The Board of Directors of the McCormick Subsidiary until the Effective Date shall consist of four members and shall include Bailey A. Thomas and three other members to be designated by McCormick. The Board of Directors of the McCormick Subsidiary when it becomes the Surviving Corporation shall consist of seven or more members and shall include the Directors of the McCormick Subsidiary immediately before the Effective Date and T. R. Miles, Francis W. Skeans, and William H. Vrba, and these members shall hold office until the next meeting of the stockholders of the Surviving Corporation called for the election of Directors and until the election and qualification of their respective successors or until their resignation or removal.

1.5. The officers of the Surviving Corporation, who shall hold office until their successors shall have been elected and qualified or until their resignation or removal, shall include, but not be limited to, the following:

Bailey A. Thomas—Chairman of the Board
 T. R. Miles—President
 Francis W. Skeans—Executive Vice President
 William H. Vrba—Vice President—Finance and Secretary
 Florian F. Falce—Treasurer and Controller

ARTICLE II

2.1. The existence of Stange shall cease on the Effective Date of the merger, and the existence of the McCormick Subsidiary shall continue unaffected and unimpaired by the merger. On the Effective Date of the merger, the Surviving Corporation shall in addition to the general powers of corporations enjoy the rights, franchises and privileges possessed by each of the Constituent Corporations, subject to the restrictions, liabilities, duties and provisions of a corporation organized under the Corporations and Associations Article Maryland Annotated Code; and all the rights, privileges, franchises and interests of each of the Constituent Corporations, and all the property, real, personal and mixed, and all the debts due on whatever account to either of them, as well as all stock subscriptions, securities and other things in action belonging to either of them, shall be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed; and all claims, demands, property and every interest shall be with same effect the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to all real estate, taken by deed or otherwise vested in either of the Constituent Corporations, shall not be deemed to revert or deemed to be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; provided, however, that rights of creditors and all liens upon any property of either of the Constituent Corporations shall not in any manner be impaired, nor shall any liability or obligation due or to become due, or any claim or demand for any cause existing against either such corporation be released or impaired by such merger; but the Surviving Corporation shall be deemed to have assumed and shall be liable for liabilities and obligations of each of the Constituent Corporations, in the same manner as if the Surviving Corporation had itself incurred such liabilities or obligations. The Surviving Corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Stange as well as for enforcement of any obligation of Stange arising from the merger, and the Surviving Corporation does hereby

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irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is c/o McCormick & Company, Incorporated, 11350 McCormick Road, Hunt Valley, Maryland 21030, until the McCormick Subsidiary shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to the McCormick Subsidiary at the above address.

22. Subject to the terms and conditions herein provided, this Agreement shall be certified, executed and acknowledged to comply with applicable filing and recording requirements of the Delaware General Corporation Law and the Maryland Annotated Code on the closing date referred to in Section 6.10 of that certain Agreement and Plan of Reorganization, dated December 19, 1980, between McCormick and Stange ("Acquisition Agreement"), (the date of such certification, execution and acknowledgment being hereby referred to as the "Closing Date"). On the Closing Date or as soon thereafter as practicable, a certified copy of this Agreement and Articles of Merger incorporating this Agreement shall be filed under Section 201 of the Delaware General Corporation Law with the Secretary of State of Delaware, and a certified copy thereof shall be recorded in the Office of the Recorder of the appropriate county or counties in Delaware, in accordance with Section 103 of the Delaware General Corporation Law. This Agreement shall become effective at the close of business on the day on which such filing is completed (which time is herein referred to as the "Effective Date").

ARTICLE III

3.1. The manner of converting or exchanging the shares of each of the Constituent Corporations into shares of the Surviving Corporation and the manner and times of making distributions to stockholders of the Constituent Corporations in extinction of or in substitution for their shares shall be as hereinafter set forth in this Article III.

3.2. Each share of the common stock of the McCormick Subsidiary issued and outstanding immediately prior to the Effective Date shall continue to be an issued and outstanding share of the McCormick Subsidiary, fully paid and non-assessable.

3.3. Subject to the provisions for cash election set forth in Section 3.4, each share of capital stock, par value \$1.00 per share, of Stange issued and outstanding immediately prior to the Effective Date (excluding shares held by McCormick and shares held by Stange as treasury stock, if any, which shares shall be cancelled and extinguished at the Effective Date), and all rights in respect thereof shall, upon the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, be exchanged for and converted into 65 shares of Common Stock Non-Voting, no par value, of McCormick ("McCormick Stock"). Such shares of Stange Common Stock converted are herein sometimes referred to as the "Converted Stange Stock". Each such share of the McCormick Stock issued pursuant to this paragraph shall be fully paid and non-assessable. From and after the Effective Date, each certificate which theretofore represented shares of Stange Common Stock shall evidence ownership of shares of the McCormick Stock on the basis hereinabove set forth, and the exchange and conversion shall be complete and effective on the Effective Date without regard to the date or dates on which outstanding certificates representing Converted Stange Stock shall be surrendered for exchange for certificates representing shares of the McCormick Stock.

* Insert number of shares determined pursuant to the Exchange Ratio specified by Section 3.4 of the Acquisition Agreement.

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2.4. (a) At the Effective Date, subject to Section 2.4(b), each share of Stange Common Stock which has been deposited for purposes of a cash election ("Cash Election") in the manner provided in the Acquisition Agreement shall be converted into and shall represent the right to receive \$13.25 in cash, provided, however, that the aggregate number of shares of Stange Common Stock for which McCormick shall make cash payments shall in no event exceed 400,000. As soon as practical after the Effective Date, the registered holders of such shares shall be paid the cash to which they are entitled hereunder.

(b) If the total number of shares of Stange Common Stock deposited pursuant to Section 2.4(a) and not withdrawn on or before the Closing exceeds 400,000, the exchange agent ("Exchange Agent") will promptly eliminate from deposit a sufficient number of such shares so that the amount of Stange Common Stock thereafter remaining on deposit does not exceed 400,000 shares. Such elimination will be effected as follows:

(i) The Exchange Agent will first eliminate shares which have been deposited by those holders who have indicated in their respective letters of transmittal that their Cash Election is conditioned on receiving only cash for Stange Common Stock in the Merger ("Conditional Cash Election"). If fewer than all the shares deposited subject to a Conditional Cash Election are to be eliminated under the procedure prescribed in this subparagraph (i), the Exchange Agent shall eliminate shares subject to a Conditional Cash Election by lot, taking the shares covered by and deposited with each pertinent letter of transmittal (or, to the extent practicable, all such letters of transmittal submitted by the same holder) as a separate lot.

(ii) If, after such elimination of shares subject to a Conditional Cash Election, the number of shares remaining on deposit still exceeds 400,000, the Exchange Agent will then eliminate (pro rata as nearly as practicable in proportion to the total number of shares then remaining on deposit) such additional number of shares as may be necessary so that the number of such shares of Stange Common Stock remaining on deposit has been reduced to (or to the most practicable number thereof immediately below) 400,000.

(iii) The Cash Election with respect to all shares which have been eliminated from deposit pursuant to this Section 2.4(b) shall be deemed revoked and relinquished and said shares shall be converted in the Merger as provided in Section 2.3.

2.5. No fractional shares of the McCormick Stock will be issued in connection with the Merger. As a mechanical device for rounding fractional interests to whole shares, in any case where the conversion ratio provided for in Section 2.4 of the Acquisition Agreement indicates that any holder of Stange Common Stock would otherwise be entitled to delivery of a fractional share of the McCormick Stock, such holder shall be entitled to receive a cash payment with respect to such fraction of a share to which such holder otherwise would be entitled. Such cash payment shall be equal to the product obtained by multiplying such fraction of a share to which the holder thereof otherwise would be entitled by \$17.69*.

2.6. On the Effective Date, McCormick will deliver to the Exchange Agent certificates representing the number of shares of McCormick Stock that will be required for delivery to the stockholders of Stange pursuant to the Merger, and will take such further action as may be necessary in order that certificates for shares of the McCormick Stock may be delivered to the stockholders of Stange. As promptly as practicable after the Effective Date, each holder of an outstanding certificate or certificates theretofore representing shares of Stange Common Stock for which McCormick is not paying cash pursuant to Section 2.4 shall surrender the same to the Exchange Agent and such holder shall be entitled to receive in exchange therefor a certificate representing the number of whole shares of the McCormick Stock into which the shares of Stange Common Stock were converted as a result of the Merger. Dividends or other distributions payable

* Insert Base Period Price as defined in Section 2.4 of the Acquisition Agreement.

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after the Effective Date to holders of record in respect of such shares of the McCormick Stock shall not be paid to holders thereof until certificates are surrendered for exchange as aforesaid.

ARTICLE IV

4.1. The obligations of the McCormick Subsidiary and Stange to effect the merger shall be subject to all of the terms and conditions of the Acquisition Agreement.

4.2. This Agreement may be terminated or amended prior to the Effective Date in the manner and upon the conditions set forth in the Acquisition Agreement.

4.3. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute but one instrument.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement to be executed by its President, attested to by its Secretary and its corporate seal, all as of the date hereof written.

MCCORMICK SUBSIDIARY, INC.

R. W. Single, Sr., President

Secretary

STANGE CO

By

T. R. Miles, President

William H. Vrba, Secretary

(Corporate Seal)

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THE UNDERSIGNED, President of McCormick Subsidiary, Inc. who executed on behalf of said corporation the foregoing Agreement and Articles of Merger, of which this Certificate is made a part, hereby acknowledges, in the name of and on behalf of said corporation, the foregoing Agreement and Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


R. W. Single, Sr., President

THE UNDERSIGNED, President of Stange Co. who executed on behalf of said corporation the foregoing Agreement and Articles of Merger, of which this Certificate is made a part, hereby acknowledges, in the name of and on behalf of said corporation, the foregoing Agreement and Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth herein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


T. R. Miles, President

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STANGE CO.
Secretary's Certificate

I, William H. Vrba, Secretary of Stange Co., a Delaware corporation ("Stange"), do hereby certify, in accordance with the provisions of the General Corporation Law of the State of Delaware and the Corporations and Associations Article of the Maryland Annotated Code, that the foregoing Agreement of Merger, having been duly authorized and adopted by the Board of Directors of Stange and signed under its corporate seal by officers of Stange thereunto duly authorized, was duly approved and adopted by the Stockholders of Stange on the 27th day of February, 1961.

Witness my hand and the seal of Stange Co. this 27th day of February, 1961.

William H. Vrba
William H. Vrba, Secretary

[CORPORATE SEAL]

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MCCORMICK SUBSIDIARY, INC.

Secretary's Certificate

Robert W. Skelton

I, *Robert W. Skelton*, Secretary of McCormick Subsidiary, Inc., a Maryland corporation (the "McCormick Subsidiary"), do hereby certify, in accordance with the provisions of the General Corporation Law of the State of Delaware and the Corporations and Associations Article of the Maryland Annotated Code, that the foregoing Agreement of Merger, having been duly authorized and adopted by the Board of Directors of the McCormick Subsidiary and signed under its corporate seal by officers of the McCormick Subsidiary thereunto duly authorized, was duly approved and adopted by the sole stockholder of the McCormick Subsidiary, Inc. on the *8* day of *January*, 1981.

In my hand and the seal of the McCormick Subsidiary, Inc. this *7* day of *February*, 1981.

Robert W. Skelton

Robert W. Skelton, Secretary



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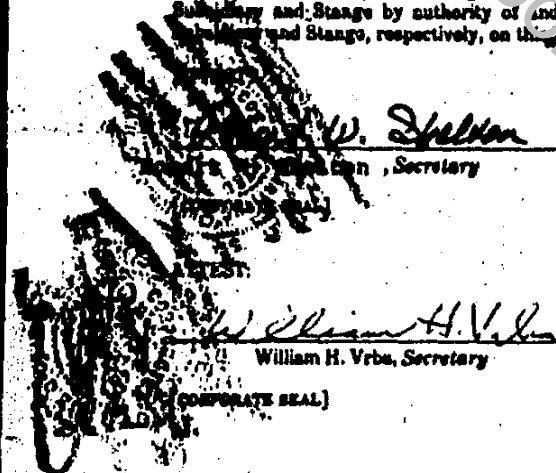
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CERTIFICATE OF EXECUTION

The foregoing Agreement of Merger, having been duly entered into and signed by McCormick Subsidiary, Inc., a Maryland corporation (the "McCormick Subsidiary"), and Stange Co., a Delaware corporation ("Stange"), and having been duly adopted by the sole stockholder of the McCormick Subsidiary and the stockholders of Stange, all in accordance with the provisions of the General Corporation Law of the State of Delaware and the Corporations and Associations Article of the Maryland Annotated Code, the President of the McCormick Subsidiary and the President of Stange do now hereby re-execute said Agreement of Merger under the respective corporate seals of the McCormick Subsidiary and Stange attested by the respective secretaries of the McCormick Subsidiary and Stange by authority of and as the act, deed and agreement of the McCormick Subsidiary and Stange, respectively, on this 1st day of February, 1961.

MCCORMICK SUBSIDIARY, INC.



By W. Sheldon
Secretary

By R. W. Single
President

STANGE CO.

By T. R. Miles
President

By William H. Vrba
Secretary

(CORPORATE SEAL)

3558566

County Clerk's Office

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Property of Cook County Clerk's Office



REEL 0425 FRAME 550

TRADE-MARK

STATE OF MARYLAND

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the

ARTICLES OF MERGER
MERGING
STANGE CO. (DEL. CORP.)
INTO:
McCORMICK SUBSIDIARY, INC. (MD. CORP.) SURVIVOR
CHANGING ITS NAME TO:
STANGE CO.

as approved and received for record by the State Department of Assessments
and Taxation of Maryland, February 25, 1981
at 12:00 o'clock NOON.

AS WITNESS my hand and official Seal of the said Department at
Baltimore this 20th day of October, 1981



Dean W. Kitchen

Dean W. Kitchen
Quarter Specialist

RECORDED
PATENT & TRADEMARK OFFICE

SEP 30 1982

James W. Spring
COMMISSIONER OF PATENTS

3558566

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11/10/2015

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ARTICLES OF AMENDMENT 5 6 6

OF

STANGE CO.

Changing its name to:

MCCORMICK-STANGE FLAVOR COMPANY, INC.

Copy

1983 JUN 27 PM 8:50
512
245
293

approved and received for record by the State Department of Assessments and Taxation of Maryland February 14, 1983 at 9:18 o'clock A M. as in conformity with law and ordered recorded. 2

Recorded in Liber 2578, folio 1393, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

3558566

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Baltimore County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

R.B. Quinn



A 138039

8309421

Richard Single
McCormick & Co., Inc.
11350 McCormick Rd.
Hunt Valley, Md. 21031

COST
5.00

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RECEIVED

RECEIVED TITLE AGENCY ORDER # C-17039

BOX 188

REGISTER OF DEEDS OFFICE HARRY BLISS YORRELL REL.	[Blank space for stamp or signature]
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1986 OCT 15 PM 4:36

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[Handwritten signature]