

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM733614

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	CHANGE OF NAME
RESUBMIT DOCUMENT ID:	900685369

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Maker's Mark Distillery, Inc.		08/09/2021	Corporation: KENTUCKY

RECEIVING PARTY DATA

Name:	Maker's Mark Distillery, PBC
Street Address:	100 Mallard Creek Road
Internal Address:	Suite 151
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40207
Entity Type:	Public Benefit Corporation: KENTUCKY

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Serial Number:	97149716	S IV
Serial Number:	97239150	MAKE YOUR MARK. LEAVE NO TRACE.
Serial Number:	90803092	THE COMMUNITY BATCH
Serial Number:	90703672	S IV
Serial Number:	90675003	THE WHISKY DROP BY MAKER'S MARK
Serial Number:	90458439	S IV
Serial Number:	90207787	STAR HILL
Serial Number:	90560070	SIV
Serial Number:	90458425	MAKER'S MARK S IV
Serial Number:	88273330	NATURE DISTILLED
Serial Number:	88332336	CONSERVATION: THE NATURE OF OUR SPIRIT
Serial Number:	88273345	CONSERVATION IS THE NATURE OF OUR SPIRIT
Serial Number:	88923443	
Serial Number:	88906888	GENERATIONS OF PROOF
Serial Number:	88713519	MAKER'S MARK
Serial Number:	88072483	MAKER'S MARK 46
Serial Number:	87328933	MAKER'S MARK DISTILLERY ON STAR HILL FAR

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	87328949	STAR HILL PROVISIONS
Serial Number:	86773443	MAKER'S
Serial Number:	86776170	MAKER'S MARK PRIVATE SELECT
Serial Number:	78202878	MAKER'S MARK
Serial Number:	78191426	MAKER'S MARK
Serial Number:	77930906	MAKER'S 46
Serial Number:	77204868	
Serial Number:	77200089	
Serial Number:	75287328	MAKER'S MARK SIV
Serial Number:	75254949	SIV
Serial Number:	75307664	MAKER'S MARK
Serial Number:	73647777	MAKER'S MARK
Serial Number:	73650290	
Serial Number:	73526578	
Serial Number:	72052757	S IV
Serial Number:	72040366	MAKER'S MARK

CORRESPONDENCE DATA

Fax Number:

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: 3127018637

Email: IPDocket@mayerbrown.com

Correspondent Name: William R. Siegel, Mayer Brown LLP

Address Line 1: P.O. BOX 2828

Address Line 4: CHICAGO, ILLINOIS 60690-2828

ATTORNEY DOCKET NUMBER: 21676233

NAME OF SUBMITTER: William R. Siegel

SIGNATURE: /william r siegel/

DATE SIGNED: 06/09/2022

Total Attachments: 6

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AMD

Michael G. Adams
Kentucky Secretary of State
Received and Filed:
8/9/2021 12:22 PM
Fee Receipt: \$370.00

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MAKER'S MARK DISTILLERY, INC.**

Maker's Mark Distillery, Inc., a corporation organized and existing under the laws of the Commonwealth of Kentucky, DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The name of the corporation is Maker's Mark Distillery, Inc. The original Articles of Incorporation of the corporation were filed with the Secretary of State of the Commonwealth of Kentucky on September 14, 1943, and the name under which the corporation was originally incorporated is Old Samuels Distillery.

SECOND: These Amended and Restated Articles of Incorporation (these "Articles") have been duly adopted in accordance with Sections 271B.10-030 and 271B.10-070 of the Kentucky Business Corporation Act (the "KBCA"), have been approved by the sole shareholder owning 100% of the issued and outstanding stock and shall be effective upon filing with the Secretary of State of the Commonwealth of Kentucky.

THIRD: The Articles of Incorporation are hereby amended and restated to read in their entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation is Maker's Mark Distillery, PBC (the "Corporation").

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the Commonwealth of Kentucky is 421 West Main Street, City of Frankfort, County of Franklin, Kentucky 40601. The name of the Corporation's registered agent at such address is Corporation Service Company.

**ARTICLE III
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE IV
PURPOSE**

The Corporation is a public benefit corporation. The nature of the business of the Corporation and the objects and purposes proposed to be transacted, promoted, or carried on by it are as follows:

1. To purchase, manufacture, warehouse, bottle, import, export, exchange, transport, advertise, sell and deal in whiskey, high wines, spirits, alcohol, gin, brandy, cordial, distilled spirits of all kinds, malt beverages, wines and food products, and any and all articles partly consisting thereof, and all byproducts which are or may be produced, processed or manufactured therefrom or any materials used therein in

whole or in part, and the purchase, lease, mortgage and sale of all equipment, facilities, materials, goods, wares and merchandise used in such business.

2. To purchase, own, lease, sell, mortgage and operate farms and to plant, raise, purchase, cultivate, harvest, store and sell, crops, seed, livestock and other farm products, trees, lumber and other articles of trade.
3. To purchase or otherwise acquire, manufacture, produce, transport, sell, market or otherwise import, export, distribute and deal in and with as principal or agent, or through, franchise dealers, distributors or otherwise, goods, wares, merchandise, materials, equipment and services of every kind and description and to engage in any industrial, manufacturing or mercantile business of any kind or character whatsoever.
4. To purchase or otherwise acquire, own, improve, develop, sell, lease, sub-lease, mortgage or otherwise deal in real estate, machinery, equipment, motor vehicles, aircraft, buildings, hardware, farm machinery and other items of personal property.
5. To issue, purchase, sell, pledge, own, guarantee, certify and deal in warehouse receipts.
6. To carry on a general advertising business, in all its branches both as principal and as agent, including, but not by way of limitation, the purchase, sale and lease of outdoor advertising, magazine and newspaper advertising, point of sale advertising, artwork of various kinds in connection therewith, the design of bottles and labels, the printing and/or publishing of advertising materials of all kinds, and all other related activities.
7. To conduct its business in the State of Kentucky, and other states of the United States, the District of Columbia, the territories and colonies of the United States and in foreign countries and the territories and colonies thereof and to acquire, purchase, hold, mortgage, pledge, assign, transfer and convey real and personal property in any and all such places.
8. To acquire by purchase, exchange or otherwise all of any part of, or any interest in, the properties, assets, business and goodwill of any one or more persons, firms or corporations, to pay for the same in cash or property or stock or obligations of the Corporation or otherwise, to hold, own, operate, reorganize, liquidate, sell or otherwise dispose of the whole or any part thereof subject to the laws of the Commonwealth of Kentucky, and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of such persons, firms or corporations, and to conduct the whole or any part of any business thus acquired.
9. To create a material positive impact on society and the environment, taken as a whole, from the business and operations of the Corporation.

10. Without, in any particular, limiting any of the objects or purposes or powers of the company, it is hereby expressly declared and provided that the company shall have power to do all acts or things necessary, incidental or convenient to do, or calculated, directly or indirectly, to promote the interest of the company, or enhance the value or render profitable any of its properties or rights; and in carrying on its business or for the purpose of obtaining or furthering any of its objects, to do any and all acts and things and to exercise any and all other powers which a natural person could do and exercise and which now or thereafter may be authorized by law.
11. The foregoing provisions of this Article IV shall be construed as purposes, objects and powers and each as an independent purpose, object and power. The foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the purposes, objects and powers of the Corporation and they are in addition to all powers conferred by Kentucky Revised Statutes or other applicable laws.

ARTICLE V CAPITAL STOCK

That capital stock of the Corporation shall be one million dollars (\$1,000,000.00) which shall be divided into fifty thousand (50,000) shares of the par value of \$20.00 per share.

All stock shall be one class, and each shareholder shall be entitled to one vote for each share of stock owned by him in all matters in which a shareholder is entitled to vote. The capital stock herein authorized includes the capital stock heretofore authorized.

ARTICLE VI BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend or rescind the Bylaws of the Corporation.

ARTICLE VII BOARD OF DIRECTORS; OFFICERS

The affairs and business of the Corporation shall be conducted by a Board of Directors consisting of not less than three nor more than fifteen directors, a President, one or more Vice Presidents, one of whom may, in the discretion of the Board of Directors, be designated Executive Vice President, one Secretary, one or more assistant secretaries, one Treasurer, one or more assistant treasurers and such other officers and assistant officers as may be deemed necessary by the Board of Directors. All officers shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws. The respective officers shall have such authority, duty and responsibility as may be prescribed by the Bylaws or the Board of Directors.

The Board of Directors shall be elected by the shareholders at their annual meeting which shall be held at the time and place specified in the Bylaws. The number of directors which shall constitute the Board of Directors shall be fixed from time to time by the Bylaws. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired

term of his predecessor. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors by the shareholders.

The Board of Directors shall have the power to make all Bylaws and rules to regulate the business of the Corporation so long as same are not inconsistent with the provisors of the Articles of Incorporation or the laws of the State of Kentucky, or of the United States, subject to however, to the power of shareholders to change or repeal such Bylaws or any of them.

In discharging the duties of their respective positions and in considering the best interests of the Corporation, the Board of Directors, committees of the Board of Directors, and individual directors shall consider the effects of any action or inaction upon:

- i. the shareholders of the Corporation;
- ii. the employees and workforce of the Corporation, its subsidiaries, and its suppliers;
- iii. the interests of its customers as beneficiaries of the purpose of the Corporation to have a material positive impact on society and the environment;
- iv. community and societal factors, including those of each community in which offices or facilities of the Corporation, its subsidiaries, or its suppliers are located;
- v. the local and global environment;
- vi. the short-term and long-term interests of the Corporation; and
- vii. the ability of the Corporation to create a material positive impact on society and the environment, taken as a whole.

In discharging his or her duties, and in determining what is in the best interests of the Corporation, a director shall not be required to regard any interest, or the interests of any particular group affected by such action, as a dominant or controlling interest or factor.

A director does not have a duty to any person other than a shareholder in its capacity as a shareholder with respect to the purpose of the Corporation or the obligations set forth in this Article, and nothing in this Article, express or implied, is intended to create or shall create or grant any right in or for any person other than a shareholder or any cause of action by or for any person other than a shareholder or the Corporation.

ARTICLE VIII INDEMNIFICATION

To the fullest extent that the KBCA or any other law of the Commonwealth of Kentucky as it exists or as it may hereafter be amended permits, the Corporation may provide indemnification of (and advancement of expenses to) its current and former directors, officers, and agents (and any other persons to which the KBCA permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, votes of shareholders or disinterested directors or otherwise.

ARTICLE IX AMENDMENT

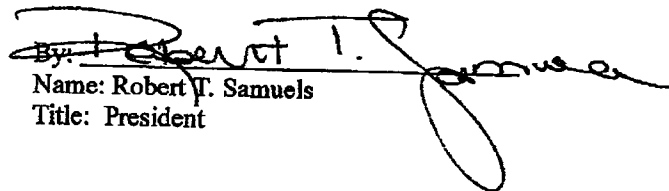
The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights at any time

conferred upon stockholders of the Corporation by this Articles of Incorporation are granted subject to this reservation.

* * * * *

IN WITNESS WHEREOF, the undersigned hereby certifies that the facts stated above are true as of this 5 day of August 2021.

MAKER'S MARK DISTILLERY, INC.

By: 
Name: Robert T. Samuels
Title: President