

MKD 7-7-98

RE
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07-16-1998

Docket No.:



Tab settings → → → ▾ ▾

To the Honorable Commissioner of Patents &

100765828

...hed original documents or copy thereof

1. Name of conveying party(ies):

Outreach Publications Incorporated

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: May 27, 1994

2. Name and address of receiving party(ies):

Name: David C. Cook Publishing Co.

Internal Address: _____

Street Address: 4050 Lee Vance View

City: Colorado Springs, State: CO. ZIP: 80918

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

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,098,138

Additional numbers

Yes No

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

Name: Mark I Feldman, Esq.

Internal Address: Rudnick & Wolfe

Suite 1600

Street Address: 203 North LaSalle Street

City: Chicago State: IL ZIP: 60601

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:

18-2284

07/15/1998 BNGUYEN 00000198 1098138

01 FC:481

40.00 DP

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.

Mark I. Feldman

Name of Person Signing

Mark Feldman

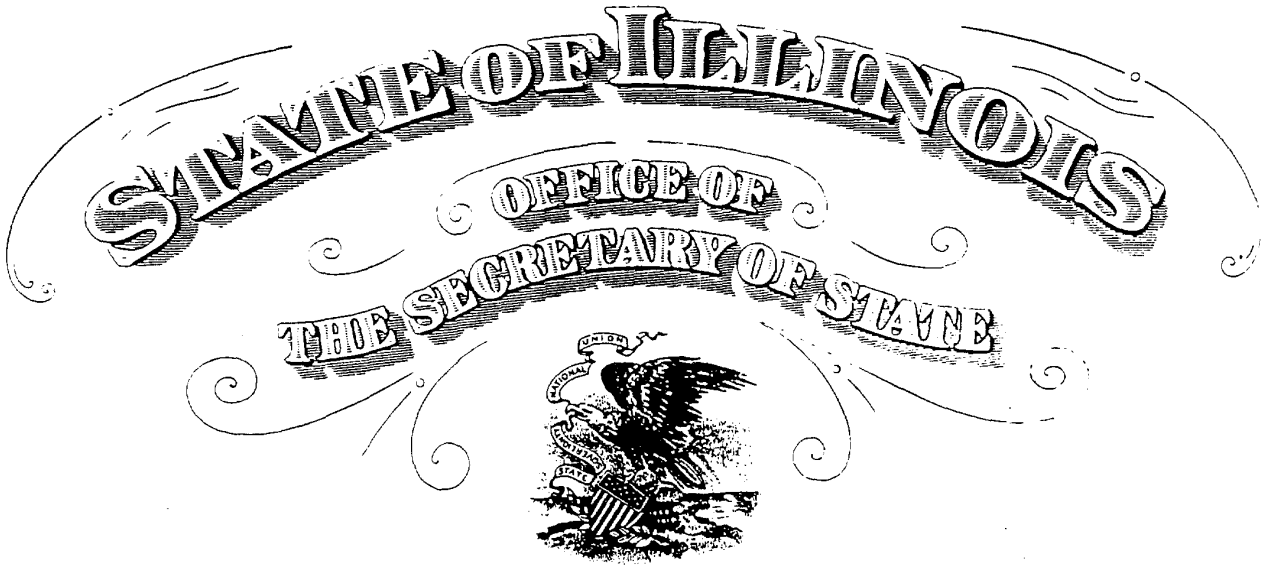
Signature

7-7-98

Date

Total number of pages including cover sheet, attachments, and

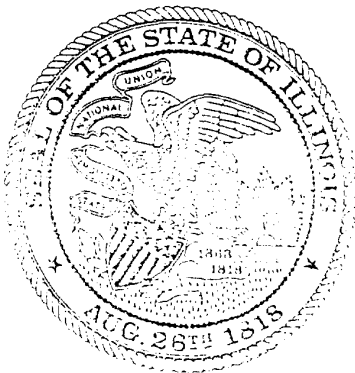




Whereas, ARTICLES OF MERGER OF
DAVID C. COOK PUBLISHING CO.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 31ST
day of MAY A.D. 1994 and
of the Independence of the United States
the two hundred and 18TH.*



George H. Ryan
TRADEMARK

REEL: 1754 FRAME: 0534

Form **BCA-11.25**
(Rev. Jan. 1991)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # **0244-231-**

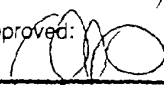
George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

FILED

PAID
MAY 31 1994

**GEORGE H. RYAN
SECRETARY OF STATE**

SUBMIT IN DUPLICATE

This space for use by
Secretary of State
Date **5/31/94**
Filing Fee **\$100.00**
Approved: 

DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or con-
solidation of more than 2 corporations,
\$50 for each additional corporation.

1. Names of the corporations proposing to ~~consolidate~~^{merge} ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation
Outreach Publications Incorporated	Arkansas <i>N.R.</i>
David C. Cook Publishing Co. ✓	Illinois <i>244-231-1</i>

2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. (a) Name of the ~~new~~^{surviving} corporation: David C. Cook Publishing Co. ✓
~~acquiring~~

(b) it shall be governed by the laws of: Illinois ✓

4. Plan of ~~consolidation~~^{merger} ~~exchange~~ is as follows: See Exhibit A attached hereto

If not sufficient space to cover this point, add one or more sheets of this size.

EXPEDITED

MAY 31 1994

SECRETARY OF STATE

PLAN OF MERGER OF /
DAVID C. COOK PUBLISHING CO, PARENT
AND
OUTREACH PUBLICATIONS, INCORPORATED
WHOLLY OWNED SUBSIDIARY

EXHIBIT A

1. DAVID C. COOK PUBLISHING CO., which is a business corporation of the State of Illinois and is the owner of all of the outstanding shares of OUTREACH PUBLICATIONS INCORPORATED, which is a business corporation of the State of Arkansas, hereby merges OUTREACH PUBLICATIONS, INCORPORATED into DAVID C. COOK PUBLISHING CO. pursuant to the provisions of the Arkansas Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of the DAVID C. COOK PUBLISHING CO.
2. The separate existence of OUTREACH PUBLICATIONS INCORPORATED shall cease upon the effective date of the merger pursuant to the provisions of the Arkansas Business Corporation Act; and DAVID C. COOK PUBLISHING CO. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of its jurisdiction of organization.
3. The effective date of the merger shall be June 1, 1994.
4. The articles of incorporation of DAVID C. COOK PUBLISHING CO. are not amended in any respect by this Plan of Merger.
5. The issued shares of OUTREACH PUBLICATIONS INCORPORATED shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
6. Each share of DAVID C. COOK PUBLISHING CO. outstanding immediately prior to the effective date of the merger is to be an identical outstanding or treasury share of DAVID C. COOK PUBLISHING CO. after the effective date of the merger.
7. No shares of DAVID C. COOK PUBLISHING CO. and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
8. The Board of Directors and the proper officers of DAVID C. COOK PUBLISHING CO. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

5. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 —90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>Name of Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
David C. Cook Publishing Co.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary corporations.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 19 _____.

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated May 27, 1984

attested by David R. Hachtel
(Signature of Secretary or Assistant Secretary)

David R. Hachtel, Assistant Secretary
(Type or Print Name and Title)

David C. Cook Publishing Co.

(Exact Name of Corporation)
by David L. Mahlie
(Signature of President or Vice President)

David L. Mahlie, President
(Type or Print Name and Title)

Dated May 27, 1984

attested by David R. Hachtel
(Signature of Secretary or Assistant Secretary)

David R. Hachtel, Assistant Secretary
(Type or Print Name and Title)

Outreach Publications, Inc.

(Exact Name of Corporation)
by David L. Mahlie
(Signature of President or Vice President)

David L. Mahlie, President
(Type or Print Name and Title)

Dated _____, 19 _____

attested by _____
(Signature of Secretary or Assistant Secretary)

by _____
(Signature of President or Vice President)

TRADEMARK