

08-11-1998

To the Honorable Commissioner of Patents



original documents or copy thereof.

1. Name of conveying party(ies): PE
Interuniversity Communications
Council, Inc.

100789603

Name: EDUCAUSE

Internal Address: Suite 600

Street Address: 1112 16th St., N.W.

City: Washington, DC State: DC ZIP: 20036

- Individual(s)
- General Partnership
- Corporation-State Michigan
- Other _____

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

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State D.C.
- 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
- Security Agreement
- Other Articles of Amalgamation
- Merger
- Change of Name

Execution Date: May 9, 1998 and May 11 1998

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

838,543
1,136,169
1,144,136
1,995,574

Additional numbers attached? Yes No

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

Name: Antonelli, Terry, Stout & Kraus, LLP

Internal Address: James N. Dresser

Street Address: Suite 1800, 1300

North Seventeenth St.

City: Arlington State: VA ZIP: 22209

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41):..... \$ 160.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

01-2135

(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.

James N. Dresser
Name of Person Signing

August 6, 1998
Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

08/10/1998 DNGUYEN 00000122-638543

40.00 OP
75.00 OP
Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-8000, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

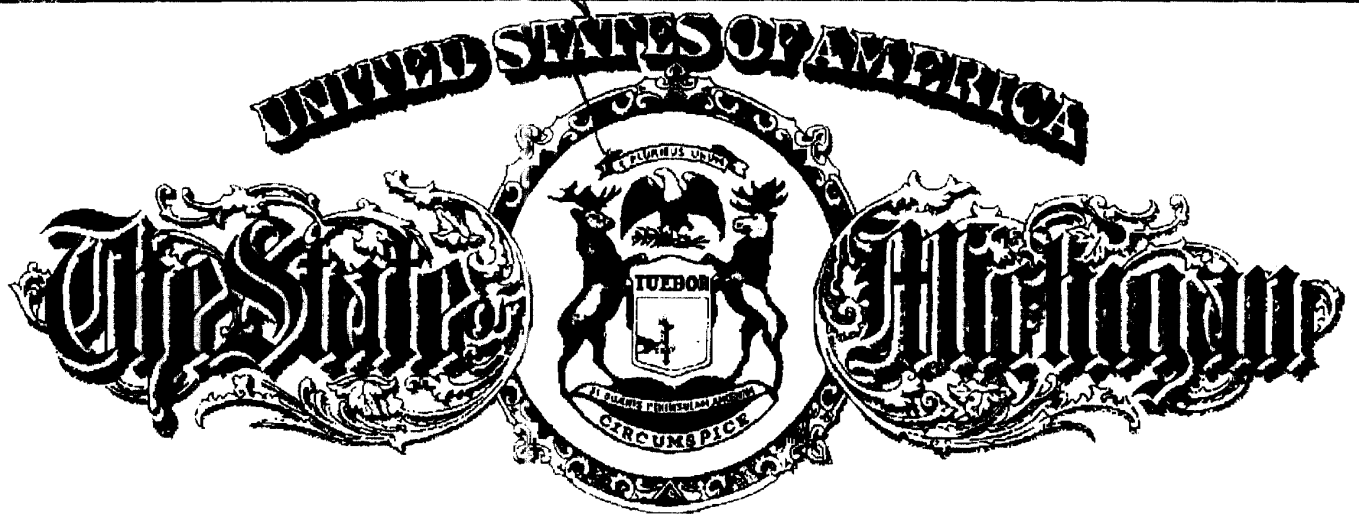
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TRADEMARK

REEL: 1766 FRAME: 0252



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 27th day of July, 1998.

Julie Croll

, Director

172 0379631

Corporation, Securities and Land Development Bureau

TRADEMARK

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU		
Date Received JUN 16 1998		(FOR BUREAU USE ONLY)
		FILED

Name Stephanie T. Buonasera, Esq.		
Address Zeitlin & Buonasera, P.C. 1899 L Street, N.W., Suite 500		
City Washington	State DC	Zip Code 20036

JUN 22 1998

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EFFECTIVE DATE: JULY 1, 1998

↑ Document will be returned to the name and address you enter above ↑

CERTIFICATE OF MERGER / CONSOLIDATION

For use by Domestic Profit and/or NonProfit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), and/or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporations execute the following Certificate:

1. The Plan of Merger (Consolidation) is as follows:			
a. The name of each constituent corporation and its identification number is:			
EDUCOM (Interuniversity Communications Council, Inc.)		791130	
CAUSE		None	
EDUCAUSE		None	
b. The name of the surviving (new) corporation and its identification number is:			
EDUCAUSE		None	
c. For each constituent stock corporation, state: N/A			
Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:			

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2. (Complete for any profit corporation only)

N/A

a. The manner and basis of converting shares are as follows:

b. The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

c. The plan of merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

3. (Complete for any nonprofit corporation only)

a) If it is organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.

See Attached

b) If it is organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.

N/A

c) State the terms and conditions of the proposed merger or consolidation, including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving or consolidated corporation, or into cash or other consideration.

See Attached Plan of Consolidation

d) If a consolidation, the Articles of Incorporation of the consolidated corporation are attached to this Certificate and are incorporated herein. If a merger, the amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

e) Other provisions with respect to the merger (consolidation) are as follows:

N/A

4. (Complete for any foreign corporation only)

This merger (consolidation) is permitted by the laws of the state of Illinois

the jurisdiction under which CAUSE

(name of foreign corporation)

is organized and the plan of merger (consolidation) was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

5. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after receipt of this document in this office.)

The merger (consolidation) shall be effective on the 1st day of July, 1998.

6. TO BE COMPLETED BY MICHIGAN PROFIT CORPORATIONS ONLY (Complete either part a or b for each corporation.) N/A

a) The plan of merger was approved by the unanimous consent of the incorporators of _____

_____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of Incorporator)

(Signature of Incorporator)

(Signature of Incorporator)

(Signature of Incorporator)

b) The plan of merger was approved by:

the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act:

By _____
(Signature of Authorized Officer or Agent)

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name and Title)

(Type or Print Name and Title)

(Name of Corporation)

(Name of Corporation)

7. TO BE COMPLETED BY MICHIGAN NONPROFIT CORPORATIONS ONLY

The plan of merger or consolidation was approved by

the Board of Directors and shareholders or members of the following Michigan corporation(s) in accordance with Sections 701 and 703(1) and (2) of the Act:

EDUCOM (Interuniversity Communications Council, Inc.)

the Board of Directors of the following Michigan corporation(s) organized on a directorship basis in accordance with Section 703(3) of the Act:

By _____
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

By R.C. Heterick
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

(Type or Print Name and Title)

R.C. Heterick, President
(Type or Print Name and Title)

(Name of Corporation)

EDUCOM
(Name of Corporation)

ATTACHMENT TO FORM C&S 550

3.a) If it is organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.

Michigan Corporation

- (a) EDUCOM (Interuniversity Communications Council, Inc.)
- (b) Educational institutions and other institutions, organizations and corporations which the Board of Trustees believes will contribute to the accomplishment of the corporation's purposes.
- (c) There is only one class of members currently consisting of 548 members. The members have the right to vote. Each member is given one vote.

Illinois Corporation

- (a) CAUSE
- (b) Institutions and agencies of higher education; corporations, both for profit and non-profit, nonprofit organizations.
- (c) There are three classes of members as follows:
 - 1. Regular members consisting of institutions and agencies of higher education who subscribe to the purpose of the association and agree to provide information and/or documentation of developed systems. Regular members have one vote. There are currently approximately 1400 Regular members.
 - 2. Corporate members including business, nonprofit and other organizations. Corporate members do not have the right to vote. There are currently 90 corporate members.
 - 3. Associate Organization Members consisting of nonprofit organizations related to higher education which are otherwise not eligible for membership. Associate organization members do not have the right to vote. There are currently 21 Associate organization members.

Surviving District of Columbia Corporation

- (a) EDUCAUSE
- (b) Educational institutions and such other institutions, organizations, agencies and corporations as the Board of Directors shall determine will contribute to the accomplishment of the purposes of the corporation
- (c) There is currently only one class of members consisting of 0 members. The members have the right to vote for the election of Directors only. Each member is given one vote. (EDUCAUSE expects to have about 1500 members join once consolidation is complete.)

**PLAN AND AGREEMENT OF CONSOLIDATION
BETWEEN
CAUSE
AND
EDUCOM**

This Plan and Agreement of Consolidation is made and entered into by and between CAUSE, an Illinois not-for-profit corporation and EDUCOM, a Michigan not-for-profit corporation (EDUCOM), said corporations being hereinafter sometimes referred to jointly as "the constituent corporations."

WITNESSETH:

WHEREAS, CAUSE is a not-for-profit corporation organized and existing under the laws of the State of Illinois, its Articles of Incorporation having been filed in the office of the Secretary of State of Illinois on February 23, 1971, and

WHEREAS, EDUCOM is a nonprofit corporation organized and existing under the laws of the State of Michigan, its Articles of Incorporation, having been filed on October 19, 1934, and

WHEREAS, the board of directors of each of the constituent corporations deems it advisable that EDUCOM and CAUSE be consolidated to form a new District of Columbia not-for-profit corporation on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the laws of the States of Illinois and Michigan which permit such consolidations.

NOW, THEREFORE, in consideration of the promises and of the agreements, covenants, and conditions hereinafter set forth, CAUSE and EDUCOM, by their respective boards of directors, hereby agree each with the other as follows

ARTICLE I

CAUSE and EDUCOM shall be consolidated into a single new District of Columbia not-for-profit corporation to be formed by means of such consolidation, the name of which shall be EDUCAUSE, in accordance with the provisions of the laws of the States of Illinois and Michigan and the District of Columbia.

ARTICLE II

Upon the consolidation becoming effective:

- (1) the constituent corporations shall be a single new District of Columbia not-for-profit corporation named EDUCAUSE;
- (2) the separate existence of CAUSE shall cease, except to the extent provided for by the laws of the State of Illinois in the case of a corporation after its consolidation into a new corporation;
- (3) the separate existence of EDUCOM shall cease, except to the extent provided for by the laws of Michigan in the case of a corporation after its consolidation into a new corporation;
- (4) the new corporation EDUCAUSE shall thereupon possess all the rights, privileges, immunities, and franchises of each of the constituent corporations, the members of each of the constituent corporations shall be the members of EDUCAUSE; EDUCAUSE shall fulfill the obligations of the constituent corporations to their members for the remainder of each member's paid membership term, and all property, real, personal, and mixed, and debts due on whatever account, and all choses in action, and every other interest belonging to or due to each of the constituent corporations shall be deemed to be transferred to and vested in the new corporation EDUCAUSE as the surviving corporation, without further act or deed, and the title to any real estate, or any interest therein, vested in any of the constituent corporations shall not revert to or be in any way impaired by reason of the consolidation but shall rest in the new corporation EDUCAUSE;
- (5) the new corporation EDUCAUSE shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the constituent corporations, and any claim existing or action or proceeding pending by or against any of the constituent corporations may be prosecuted to judgment by the new corporation EDUCAUSE as if the consolidation had not taken place, or the new corporation EDUCAUSE may be substituted in place of the constituent corporations. Neither the rights of creditors nor any liens on the property of any of the constituent corporations shall be impaired by the consolidation;
- (6) the Articles of Incorporation of the new corporation EDUCAUSE shall be substantially the Articles of Incorporation attached hereto;
- (7) the bylaws of the new corporation EDUCAUSE shall be determined by mutual agreement of the boards of CAUSE and EDUCOM prior to the effective date of the consolidation and shall then be attached hereto;

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(8) for all accounting purposes, the effective date of the consolidation shall be determined by mutual agreement of the boards of CAUSE and EDUCOM.

ARTICLE III

The new corporation EDUCAUSE shall pay all expenses of carrying this Plan and Agreement of Consolidation into effect and accomplishing the consolidation provided for herein.

ARTICLE IV

The assets and liabilities of CAUSE and EDUCOM, at the effective date of the consolidation, shall be taken on the books of the new corporation EDUCAUSE at the amounts at which they, respectively, shall, on such date, be carried on the books of CAUSE and EDUCOM.

ARTICLE V

The incorporators and initial directors of the new corporation EDUCAUSE shall be as set forth in EDUCAUSE's Articles of Incorporation.

Initially, the officers of the new corporation EDUCAUSE shall be as determined by mutual agreement of the boards of CAUSE and EDUCOM prior to the effective date of the consolidation and a list of such initial officers shall then be attached hereto. The term of each initial officer of the new corporation EDUCAUSE shall begin as of their appointment at the organization meeting of EDUCAUSE on the effective date of the consolidation and shall continue in accordance with the bylaws of the new corporation EDUCAUSE. Thereafter, other persons may be elected or appointed to offices from time to time in accordance with the bylaws of the new corporation EDUCAUSE.

ARTICLE VI

If at any time the new corporation EDUCAUSE shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the new corporation EDUCAUSE the title to any property or rights of any of the constituent corporations, the proper officers and directors of the constituent corporations shall execute and deliver all such proper assignments, conveyances, and assurances in law and do all things necessary or proper to vest such property or rights in the new corporation EDUCAUSE, and otherwise to carry out the purposes of this Plan and Agreement of Consolidation.

ARTICLE VII

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Consolidation may be abandoned by either of the constituent corporations by the adoption of an appropriate resolution by either board of directors abandoning the consolidation, at any time prior to the filing of these Articles of Consolidation or effective date of the Consolidation as applicable under the laws of the State of Michigan or Illinois and by notifying the other constituent corporation of the adoption of such resolution.

ARTICLE VIII

This Plan and Agreement of Consolidation shall be submitted to the members of CAUSE and EDUCOM, as provided by law, and shall take effect and be deemed to be the Plan and Agreement of Consolidation of said corporations upon the approval or adoption thereof by the vote of the required number of members of CAUSE and EDUCOM under the requirements of the respective laws governing the constituent corporations, and upon the execution, filing, and recording of such documents and the doing of such acts required to accomplish the consolidation under the provisions of the laws of the States of Illinois and Michigan and the District of Columbia.

IN WITNESS WHEREOF, CAUSE and EDUCOM have each caused this Plan and Agreement of Consolidation to be certified as to proper approval by their boards of directors and their members.

I Douglas S. Gale, Secretary of CAUSE, a corporation organized and/or existing under the laws of the State of Illinois, hereby certify, as Secretary, and under the seal of CAUSE, that the Plan and Agreement of Consolidation to which this Certificate is attached, after having been first duly approved on October 20, 1997 by a majority of the directors of CAUSE, the Plan and Agreement of Consolidation was duly adopted on December 5, 1997 by a vote of the members at a meeting of members of CAUSE and is the duly adopted agreement of CAUSE pursuant to the provisions of the laws of the State of Illinois.

Witness my hand and the seal of CAUSE this 11th day of May, 1998.


Secretary
(CORPORATE SEAL)

I, R.C. Heterick, President of EDUCOM, a corporation organized and/or existing under laws of Michigan, hereby certify, as President and under the seal of EDUCOM, that the Plan and Agreement of Consolidation to which this Certificate is attached, was approved by the Board of Directors of EDUCOM in accordance with Sections 701 and 703 (1) and (2) of Michigan Act 162, namely by being first duly approved on October 28, 1997 by a majority of the directors of EDUCOM, the Plan and Agreement of Consolidation was duly adopted on January 15, 1998 by a vote of the members at a meeting of members of EDUCOM and is the duly adopted agreement of EDUCOM pursuant to the provisions of the laws of Michigan.

Witness my hand and the seal of EDUCOM this 9th day of May, 1998.



President
(CORPORATE SEAL)

STATE OF MICHIGAN
DEPARTMENT OF ATTORNEY GENERAL



JOE D. SUTTON
Deputy Attorney General

P.O. BOX 30214
LANSING, MICHIGAN 48909

FRANK J. KELLEY
ATTORNEY GENERAL

June 3, 1998

Stephanie T. Buonasera, Esq.
Zeitlin & Buonasera
1899 L Street, NW, Ste. 500
Washington, DC 20036

Dear Ms. Buonasera:

Re: CONSOLIDATION OF: Educom (Interuniversity Communications
Council, Inc. CID #791-130 and Cause into Educause T21440

Please be advised that the Department of Attorney General does not object to the consolidation referred to above, subject to the following condition(s):

1. That the Charitable Trust Section shall receive documentation that Educause has been determined to be a 501(c)(3) organization by the Internal Revenue Service.
2. That the Charitable Trust Section shall receive a copy of the IRS Form 990 of Educom (Interuniversity Communications Council, Inc.) for the year ended June 30, 1998.

The requested materials or an explanation for any delay must be received in our office by December 31, 1998.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Marion Gorton".

Marion Gorton
Administrator
Charitable Trust Section
(517) 373-1152

MYG/sc
Letters/sjune/21440