

TRADEMARKS ONLY



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached or

100952302

1. Name of conveying party(ies):

The Waxing Corporation of America, Inc.
845 Larch Avenue
Elmhurst, Illinois 60126

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State Illinois
☐ Other

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

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Execution Date: 12/31/98

2. Name and address of receiving party(ies)

Name: The Chamberlain Group, Inc.

Internal Address:

Street Address: 845 Larch Avenue

City: Elmhurst State: IL ZIP: 60126

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State Connecticut
☐ 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

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

A. Trademark Application No.(s)
75/116427

B. Trademark Registration No.(s)

1,132,995; 1,182,636; 1,196,534; 1,505,597;
1,159,637; 1,159,732; 1,754,744; 2,086,625;
2,086,626

Additional numbers attached? ☐ Yes ☒ No

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

Name: Joseph T. Nabor

Internal Address:

01/27/1999 SDURHS 00000207 75116427

01 FC:481 40.00 OP
02 FC:482 225.00 OP

Street Address: Fitch, Even, Tabin & Flannery

120 S. LaSalle Street, Suite 1600

City: Chicago State: IL ZIP: 60603

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41).....\$ 265.00

☒ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number:

(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.

Joseph T. Nabor
Name of Person Signing

Signature

01/22/99
Date

Total number of pages including cover sheet, attachments, and document: 13

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

TRADEMARK

REEL: 1844 FRAME: 0965

State of Illinois

Office of The Secretary of State

Whereas,

ARTICLES OF MERGER OF
THE CHAMBERLAIN GROUP, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF CONNECTICUT 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 29TH day of DECEMBER A.D. 19 98 and of the Independence of the United States the two hundred and 23RD .



George H. Ryan

Secretary of State

Form **BCA-11.25**

(Rev. Jan. 1995)

George H. Ryan
 Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-6961
 http://www.sos.state.il.us

**ARTICLES OF MERGER
 CONSOLIDATION OR EXCHANGE**

File #

FILED

DEC 29 1998

GEORGE H. RYAN

 This space for use by
 Secretary of State

Date

12/29/98

Filing Fee

\$ 100.00

Approved:

H

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

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

Name of Corporation	State or Country of Incorporation	Illinois Secretary of State File Number
Waxing Corporation of America, Inc.	Illinois	5686-754-4
The Chamberlain Group, Inc.	Connecticut	5424-077-5

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 ^{surviving} new corporation: The Chamberlain Group, Inc.
 acquiring
- (b) it shall be governed by the laws of: Connecticut

4. Plan of ^{merger} consolidation is as follows:
 exchange

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

See Exhibit A attached hereto.

DEC 29 1998

GEORGE H. RYAN
 SECRETARY OF STATE
 TRADEMARK
 REEL: 1844 FRAME: 0967

5. Plan of merger consolidation was approved, as to each corporation not organized in Illinois, in compliance with the exchange 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 Illinois 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

	<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"/>
	<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.

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
<u>Waxing Corporation of America, Inc.</u>	<u>1000 outstanding & issued</u>	<u>1000 common</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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 of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 15, 1998

attested by Mark B. Done
(Signature of Secretary or Assistant Secretary)

MARK B. TONE ASSISTANT SECRETARY
(Type or Print Name and Title)

Waxing Corporation of America, Inc.
(Exact Name of Corporation)

by Jeffery P. Vincent
(Signature of President or Vice President)

Jeffery S. Vincent, Executive Vice President
(Type or Print Name and Title)

Dated December 15, 1998

attested by Mark F. Bone
(Signature of Secretary or Assistant Secretary)

MARK B. TONE ASSISTANT SECRETARY
(Type or Print Name and Title)

The Chamberlain Group, Inc.
(Exact Name of Corporation)

by Paul R. Lee
(Signature of President or Vice President)

Robert L. Fealy, Vice President
(Type or Print Name and Title)

Dated _____, 19____

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

Plan of Merger

PLAN OF MERGER approved on December 14, 1998 by resolution adopted by at least a majority vote of the members of the Board of Directors of The Chamberlain Group, Inc. ("CGI"), a business corporation of the State of Connecticut, for the purpose of merging Waxing Corporation of America, Inc. ("Waxcoa"), its wholly-owned subsidiary corporation, into CGI.

1. CGI, as the owner of all of the outstanding shares of Waxcoa, hereby merges Waxcoa into CGI.

2. The separate existence of Waxcoa shall cease upon the effective date of the merger pursuant to the provisions of the Business Corporation Act of 1983 of the State of Illinois and CGI shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of Connecticut.

3. The issued shares of Waxcoa shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of Waxcoa and of CGI, respectively, 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. The merger herein provided for shall become effective in the State of Illinois on December 31, 1998.

WAXING CORPORATION OF AMERICABy: 

Name: Jeffery S. Vincent

Title: Executive Vice President

THE CHAMBERLAIN GROUP, INC.By: 

Name: Robert L. Fealy

Title: Vice President and Chief Financial Officer

CERTIFICATE OF MERGER
OF
WAXING CORPORATION OF AMERICA, INC.
AND
THE CHAMBERLAIN GROUP, INC.

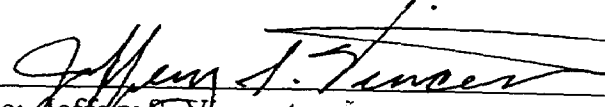
To the Secretary of the State
State of Connecticut

Pursuant to the provisions of the Connecticut Business Corporation Act, the Connecticut parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Certificate of Merger.

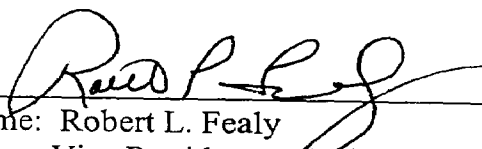
1. Annexed hereto and made a part hereof is a Plan of Merger for merging Waxing Corporation of America, Inc. ("Waxcoa") into The Chamberlain Group, Inc. ("CGI"), as approved by the Board of Directors of the parent corporation on December 14, 1998.
2. The merger of Waxcoa with and into CGI, is permitted by the laws of the jurisdiction of organization of Waxcoa and is in compliance with said laws.
3. As to CGI, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Connecticut Business Corporation Act on December 14, 1998.
4. Shareholder approval was not required for the merger.
5. CGI, as the holder of all the shares of Waxcoa, waived the mailing of a copy of the Plan of Merger to itself.
6. The effective time and date of the merger herein provided for in the State of Connecticut shall be 11:59 p.m. on December 31, 1998.

Executed on December 15, 1998.

WAXING CORPORATION OF AMERICA, INC.

By: 
Name: Jeffrey S. Vincent
Title: Executive Vice President

THE CHAMBERLAIN GROUP, INC.

By: 
Name: Robert L. Fealy
Title: Vice President and Chief Financial Officer

PLAN OF MERGER

1. CGI, which is a business corporation of the State of Connecticut and is the owner of all of the outstanding shares of Waxcoa, which is a business corporation of the State of Illinois, hereby merges Waxcoa into CGI pursuant to the provisions of the laws of the State of Illinois and pursuant to the provisions of the Connecticut Business Corporation Act.

2. The separate existence of Waxcoa shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization, and CGI shall continue its existence as the surviving corporation pursuant to the provisions of the Connecticut Business Corporation Act.

3. The issued shares of Waxcoa shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of CGI 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.

BUSINESS FILING REPORT

WORK ORDER NUMBER:1998187728-001
BUSINESS FILING NUMBER: 0001930230

SURVIVING BUSINESS NAME:
CHAMBERLAIN GROUP, INC. THE

BUSINESS LOCATION:
NONE

MAILING ADDRESS:
RONALD W. FLEMING
845 LARCH AVE

ELMHURST, IL 60126

TERMINATING BUSINESS NAMES:
FOREIGN UNAUTHORIZED BUSINESS

** END OF REPORT **



OFFICE OF THE SECRETARY OF STATE

SPRINGFIELD, ILLINOIS 62756

GEORGE H. RYAN
SECRETARY OF STATE

DECEMBER 29, 1998

5686-254-4

CSC
700 SOUTH 2ND ST
SPRINGFIELD IL 62704

RE THE CHAMBERLAIN GROUP, INC.

DEAR SIR OR MADAM:

ENCLOSED ARE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION.
FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS CERTIFICATE MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER
OF THE COUNTIES IN WHICH THE REGISTERED OFFICES OF THE MERGING CORP-
ORATIONS ARE LOCATED OR BE SUBJECT TO A FINE AS PROVIDED BY THE BUSINESS
CORPORATION ACT.

DO NOT OVERLOOK THE FACT THAT THE SURVIVING CORPORATION MUST FURNISH
THIS OFFICE WITH A COPY OF THE MERGER CERTIFIED BY THE PROPER OFFICERS
OF ITS HOME STATE, AS PROVIDED BY SECTION 13.35 OF THE ACT, AND MUST
ALSO FILE A REPORT FOLLOWING MERGER AS PROVIDED BY SECTION 14.35.

SINCERELY,

GEORGE H RYAN
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
DOCUMENT SECTION
TELEPHONE (217) 782-7880

RECORDED: 01/27/1999

TRADEMARK
REEL: 1844 FRAME: 0975