

12-22-1999

SHEET

Docket No.:



PLY

ACH100/5-158, 5-168

Tab settings

To the Honorable Commissioner of

101230416

the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Park Corporation

12-3-99

- Individual(s)
- General Partnership
- Corporation-State Illinois
- Other

- Association
- Limited Partnership

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

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

Name: Park Holding Corp.

Internal Address:

Street Address: 520 Lake Cook Road, Suite 375

City: Deerfield State: IL ZIP: 60015

- 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  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

3. Nature of conveyance:

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

Execution Date: August 4, 1995

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,393,430  
1,752,765

Additional numbers  Yes  No

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

Name: John F. Woodson, II

Internal Address: Vinson & Elkins L.L.P.

2634 First City Tower

Street Address: 1001 Fannin Street

City: Houston State: TX ZIP: 77002

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

22-0365

12/21/1999 JSHABAZZ 00000143 1393430

DO NOT USE THIS SPACE

01 FC:AB1 40.00 00  
02 FC:AB2 25.00 00

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.

John F. Woodson, II

Name of Person Signing

John F. Woodson II

Signature

December 3, 1999

Date

Total number of pages including cover sheet, attachments, and

9

TRADEMARK

REEL: 002002 FRAME: 0769

State of Illinois  
Office of  
The Secretary of State

Whereas,

ARTICLES OF MERGER OF  
PARK HOLDING CORP.

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 4<sup>TH</sup> day of AUGUST A.D. 19 95 and of the Independence of the United States the two hundred and 20<sup>TH</sup>.



*George H. Ryan*

Secretary of State

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

**ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE**

File # 5744-919-5

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

**FILED**

**PAID**

AUG 4 1995

AUG 7 1995

GEORGE H. RYAN  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date 8-4-95

Filing Fee \$ 100<sup>00</sup>

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  
consolidation of more than 2 corpora-  
tions, \$50 for each additional corpora-  
tion.

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

Name of Corporation	State or Country Of Incorporation	Corporation File No.
The Park Corporation ✓	Illinois	5586-776-3
Park Holding Corp.	Illinois	5744-919-5

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: Park Holding Corp.  
acquiring

- (b) It shall be governed by the laws of: Illinois

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 attached Plan and Agreement of Merger

**EXPEDITED**

AUG 4 1995

**SECRETARY OF STATE**

TRADEMARK

REEL: 002002 FRAME: 0771

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 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

Name of 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
_____	<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.

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

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
The Park Corporation	1,000	1,000
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)  
 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 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 August 4, 1995

attested by Monica Evan  
 (Signature of Secretary or Assistant Secretary)  
 Monica Evan, Secretary  
 (Type or Print Name and Title)

The Park Corporation  
 (Exact Name of Corporation)

by Thomas S. Bagley  
 (Signature of President or Vice President)  
 Thomas S. Bagley, President  
 (Type or Print Name and Title)

Dated August 4, 1995

attested by Monica Evan  
 (Signature of Secretary or Assistant Secretary)  
 Monica Evan, Secretary  
 (Type or Print Name and Title)

Park Holding Corp.  
 (Exact Name of Corporation)

by Thomas S. Bagley  
 (Signature of President or Vice President)  
 Thomas S. Bagley, 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)

**ATTACHMENT TO ARTICLES OF MERGER  
PLAN AND AGREEMENT OF MERGER**

This Plan and Agreement of Merger is made and entered into this 4th day of August, 1995 by and between Park Holding Corp., an Illinois corporation (the "Surviving Corporation") and The Park Corporation, an Illinois corporation (the "Merged Corporation") (said corporations may hereinafter be referred to jointly as "Constituent Corporations"). The Surviving Corporation owns one hundred percent (100%) of the issued and outstanding shares of the Merged Corporation.

**W I T N E S S E T H:**

**WHEREAS**, the purposes and objectives of the Constituent Corporations may be more effectively achieved and promoted within a single corporate structure; and

**NOW, THEREFORE**, in consideration of the premises and of the agreements, covenants, and conditions hereinafter set forth and for the purpose of fixing and declaring the terms and conditions upon which the Constituent Corporations are to be merged, and such other details or provisions as are deemed necessary or desirable, the Constituent Corporations hereby agree as follows:

**ARTICLE I**

**CONSTITUTION OF MERGER**

The Merged Corporation shall be merged with and into the Surviving Corporation, in accordance with the provisions of the Illinois Business Corporation Act of 1983, as amended.

**ARTICLE II**

**CORPORATE NAME**

Through the Effective Date (hereinafter defined) of the merger and thereafter, the name of the Surviving Corporation shall be Park Holding Corp.

### ARTICLE III

#### EFFECT OF MERGER

Upon the merger becoming effective: (1) the Constituent Corporations shall be a single corporation; (2) the separate corporate existence of the Merged Corporation shall cease, except to the extent provided for by the laws of the State of Illinois in the case of a corporation after its merger into another corporation; (3) the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and debts due on whatever account, 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 Surviving Corporation, without further act, deed or transfer; (4) the Surviving Corporation shall thenceforth be responsible for and subject to all of the debts, liabilities and obligations of each of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them; (5) any claim, existing action, or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment by the Surviving Corporation; (6) neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

### ARTICLE IV

#### MANNER AND BASIS OF CONVERTING SHARES

Since all of the issued and outstanding share of the Merged Corporation are owned by the Surviving Corporation, upon effectiveness of the merger, the outstanding shares of the Merged Corporation shall be immediately cancelled and shall cease to exist. The outstanding shares of the Surviving Corporation shall remain in effect.

### ARTICLE V

#### ARTICLES AND BYLAWS

The Articles of Incorporation of the Surviving Corporation existing on the effective date of the merger, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until they are duly altered, amended or repealed. The Bylaws of the Surviving Corporation existing on the effective date of the merger shall continue in full force as the Bylaws of the Surviving Corporation until they are duly altered, amended or repealed.

**ARTICLE VI**

**BASIS FOR TRANSFERRING ASSETS AND LIABILITIES**

The assets and liabilities of the Merged Corporation, at the effective date of the merger, shall be taken on the books of the Surviving Corporation at the amounts at which they are, on such date, carried on the books of the Merged Corporation.

**ARTICLE VII**

**DIRECTORS AND OFFICERS**

The Board of Directors and Officers of the Surviving Corporation shall be the Directors and Officers holding such offices of the Surviving Corporation at the time of effectiveness of the merger. Such individuals shall hold office in accordance with the Bylaws of the Surviving Corporation.

**ARTICLE VIII**

**EXPENSES OF MERGER**

The Surviving Corporation shall pay all expenses of implementing this Plan and Agreement of Merger and accomplishing the merger provided for herein.

**ARTICLE IX**

**FURTHER ASSURANCES**

If at any time the Surviving Corporation shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and deliver or cause to be executed and delivered all such proper assignments, conveyances and assurances in law and do all things necessary or proper to vest and perfect such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.



**ARTICLE X**

**EFFECTIVE DATE**

The effective date of the merger shall be upon filing and acceptance of Articles of Merger with the Secretary of State of Illinois.

02/162490.1