

07-19-2000

06-15-2000

U.S. Patent & TMO/TM Mail RptDt. #61



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TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS: PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPY THEREOF

1. Name of conveying party(ies):

FILCO Corporation

- Individual(s)       Association
- General Partnership       Limited Partnership
- Corporation-State - Indiana
- Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  yes  no

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

Name: Cintas Corporation No. 3

Internal Address: 6800 Cintas Blvd.

Street Address: 6800 Cintas Blvd.

City: Cincinnati State: Ohio Zip: 45262

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Ohio
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  yes  no  
(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?  yes  no

3. Nature of conveyance:

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

Execution Date: May 25, 2000

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

1,843,318

Additional numbers attached?  yes  no

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

Name: Patricia B. Hogan

Internal Address: Keating, Muething & Klekamp, P.L.L. 1

Street Address: 1400 Provident Tower, One E. 4<sup>th</sup> Street

City: Cincinnati State: Ohio Zip: 45202

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: \_\_\_\_\_

(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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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.*

Patricia B. Hogan  
Name of Person Signing

*Patricia B. Hogan*  
Signature

6/12/00  
Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: \_\_\_\_\_

**ARTICLES OF MERGER**

**OF**

**FILCO CORPORATION**

**INTO**

**CINTAS CORPORATION NO. 3**

**FILED #** CP376-95

**MAY 25 2000**

IN THE OFFICE OF  
*Dean Heller*  
DEAN HELLER SECRETARY OF STATE

**FIRST:** The name of the surviving entity is Cintas Corporation No. 3 and the place of its organization is the jurisdiction of Nevada. The name and place of organization of the entity being merged into the surviving entity is Filco Corporation, organized in the jurisdiction of Indiana.

**SECOND:** A plan of merger was adopted by each entity that is a party to this merger.

**THIRD:** The plan of merger was adopted by Cintas Corporation No. 3 and Filco Corporation, both by unanimous consent.

**FOURTH:** The entire plan of merger is set forth in Exhibit A attached hereto.

**FIFTH:** All entities party to this merger have complied with laws of their respective jurisdiction of organization concerning this merger.

**SIXTH:** This merger shall be effective on the date filed.

**CINTAS CORPORATION NO. 3**

By: *David T. Jeanmougin*  
Name: David T. Jeanmougin  
Title: Vice President

By: *Robert E. Coletti*  
Name: Robert E. Coletti  
Title: Assistant Secretary

STATE OF INDIANA )  
 ) SS  
COUNTY OF MARION )

I, the undersigned, a Notary Public, in and for the County and State aforesaid, DO HEREBY CERTIFY that David T. Jeanmougin, personally known to me to be the Vice President of CINTAS CORPORATION NO. 3 (the "Corporation"), and Robert E. Coletti, personally known to me to be the Assistant Secretary of the Corporation, who acknowledged the execution of the foregoing Articles of Merger.

Notary Public *[Signature]*  
Printed Name: *[Signature]*

My Commission Expires: 11/15/00

My County of Residence: Hamilton

768152.1

**PLAN OF MERGER**

**DATE:** May 25, 2000

**PARTIES:** Filco Corporation, an Indiana corporation  
711 East Vermont Street  
Indianapolis, Indiana 46202  
("Merging Corporation")

into

Cintas Corporation No. 3, a Nevada corporation  
6800 Cintas Boulevard  
Mason, Ohio 45040  
("Surviving Corporation")

**SECTION 1. MERGER**

On the Effective Date, the Merging Corporation shall be merged with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease, and both the Merging and Surviving Corporation shall be a single corporation which shall be the Surviving Corporation. The title to all property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed. The Surviving Corporation shall assume all franchise taxes, liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

**SECTION 2. SHAREHOLDER APPROVAL**

The Merging Corporation and the Surviving Corporation have each submitted this Plan of Merger to its shareholders and obtained unanimous approval in accordance with the Indiana Business Corporation Law and the Nevada General Corporation Law.

**SECTION 3. EFFECTIVE DATE AND CLOSING**

3.1 Effective Date. The merger of the Merging Corporation and the Surviving Corporation shall be effective ("Effective Date") upon the filing of the Articles of Merger and this Plan of Merger in accordance with the Indiana Business Corporation Law and the Nevada General Corporation Law.

3.2 Closing. The closing of this merger shall take place at 10:00 a.m. on May 25, 2000 at the offices of Johnson, Smith, Pence & Heath, LLP, One Indiana Square, 18th Floor, Indianapolis, Indiana 46204, or at such other time, place or date as may be agreed upon by the Surviving

EXHIBIT A

- 2 -

Corporation and the Merging Corporation. At the time of the closing the Surviving Corporation and the Merging Corporation shall cause the Articles of Merger and this Plan of Merger to be filed with the Secretary of State of the State of Indiana and with Secretary of State of the State of Nevada.

#### SECTION 4. SHARES OF STOCK

4.1 Exchange of Shares. On the Effective Date, the Surviving Corporation, upon the receipt of stock certificates representing the outstanding shares of common stock of the Merging Corporation surrendered for cancellation and conversion, shall issue to the shareholders of the Merging Corporation shares of common stock in Surviving Corporation's parent company, Cintas Corporation, a Washington corporation, pursuant to a conversion formula set forth in an Agreement and Plan of Merger among the Merging Corporation, the Surviving Corporation, Cintas Corporation, among others, dated April 27, 2000, as amended.

4.2 Conversion of Shares. Upon the effectiveness of the merger, by virtue of the merger and without any further action on the part of the Merging Corporation or the Surviving Corporation, the outstanding shares of the Merging Corporation shall be converted into shares of Cintas Corporation common stock, in an amount set forth above. All outstanding shares of the Merging Corporation will be extinguished in the merger.

4.3 Continuation of Shares. Each share of stock of the Surviving Corporation that is issued and outstanding as of the Effective Date shall continue to be an issued and outstanding share of the Surviving Corporation notwithstanding the merger.

#### SECTION 5. CORPORATION INCIDENTS

5.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following this merger.

5.2 By-laws. The By-laws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the By-laws of the Surviving Corporation following this merger.

5.3 Board of Directors and Officers. The Board of Directors of the Surviving Corporation following this merger shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office until their successors have been elected and qualified. The officers of the Surviving Corporation following this merger shall be the persons who are the officers of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office at the pleasure of the Board of Directors of the Surviving Corporation.

**SECTION 6. INTENT**

It is the intent of the parties that the merger contemplated by this agreement shall constitute a pooling of interests for accounting purposes, and under the Indiana Business Corporation Law and the Nevada General Corporation Law and qualify as a tax-free corporate reorganization within the meaning of Internal Revenue Code Sections 368(a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended.

**CINTAS CORPORATION NO. 3**

By: \_\_\_\_\_ /s/  
Name: David T. Jeanmougin  
Title: Vice President

**CINTAS CORPORATION**

By: \_\_\_\_\_ /s/  
Name: David T. Jeanmougin  
Title: Senior Vice President

**FILCO CORPORATION**

By: \_\_\_\_\_ /s/  
Name: D. Philip French  
Title: President

768163.1/270564.1/May 23, 2000