

10-20-2004

2 SHEET



102863477

TO THE UNDERSECRETARY OF COMMERCE
COPY THEREOF

INTELLECTUAL PROPERTY: PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR
COPY THEREOF

1. Name of conveying party(ies):
Cintas Corp.

: Individual(s) : Association
 : General Partnership : Limited Partnership
 Corporation-State - Ohio

: Other _____

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

2. Name and address of receiving party(ies):
 Name: Cintas Corporation
 Internal Address: _____
 Street Address: 6800 Cintas Blvd.
 City: Cincinnati State: OH Zip: 45262

: Individual(s) citizenship _____
 : Association _____
 : General Partnership _____
 : Limited Partnership _____
 Corporation-State Washington
 : 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: 12/19/1986

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

A. Trademark Application No.(s): _____ B. Trademark Registration No.(s): 999,324

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.
 Street Address: 1400 Provident Tower, One E. 4th 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

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 Patricia B. Hogan 10/11/04
 Name of Person Signing Signature Date

10/19/2004 DBYRME 00000046 999324
 01 FC:8521 40.00 DP

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: _____

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby certify this certificate that the attached is a true and correct copy of

ARTICLES OF MERGER

of

CINTAS CORPORATION

Merging with and into itself CINTAS CORPORATION

as filed in this office on December 29, 1986.



Date: March 9, 1999

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital


Ralph Munro, Secretary of State

Ralph Munro, Secretary of State

200-001



STATE of WASHINGTON SECRETARY of STATE

I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF MERGER

of

CINTAS CORPORATION

a Washington Profit corporation,

was/were filed for record in this office on the date indicated below.

Merging with and into itself CINTAS CORPORATION (Ohio corp. not qualified in WA)

Corporation Number: 2-379784-8

Date: December 29, 1986

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

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277-286

DEC 29 1986

SECRETARY OF STATE
STATE OF WASHINGTON

CERTIFICATE OF MERGER
AND
ARTICLES OF MERGER

The merger of Cintas Corporation, an Ohio corporation ("Cintas Ohio"), into its wholly-owned subsidiary, Cintas Corporation, a Washington corporation ("Cintas Washington"), has been duly adopted by Cintas Ohio and approved by Cintas Washington and this Certificate and Articles are given pursuant to Ohio Revised Code Section 1701.81 and Washington Business Corporation Act Section 23A.20.040.

1. The Plan and Agreement of Merger is attached as Exhibit A.

2. The merger was approved by the Executive Committee of the Board of Directors of Cintas Ohio in a written action dated November 19, 1986 and by the affirmative vote of over two-thirds of the outstanding shares of Common Stock of Cintas Ohio at a special meeting of shareholders held December 19, 1986. Cintas Ohio had 6,520,840 shares of Common Stock outstanding and entitled to vote at the special meeting and no other shares of any class with voting rights were outstanding. At the meeting 4,755,966 shares were voted for the merger, 32,980 shares were voted against and 50 shares were recorded as abstaining.

3. The merger was approved by a written action taken by the Board of Directors of Cintas Washington on November 14, 1986 and by its sole shareholder in a written action dated November 14, 1986. Cintas Washington had 100 shares of Common Stock outstanding at the time of approval by its shareholders and no other shares of any class of stock entitled to vote on the merger were outstanding. All 100 outstanding shares of Cintas Washington were voted in favor of the merger.

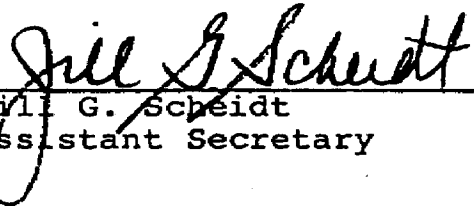
4. The Plan and Agreement of Merger provides that the merger shall become effective December 31, 1986.

IN WITNESS WHEREOF, the above Corporations have caused this Certificate and Articles to be signed by the respective officers thereunto duly authorized this 19th day of December, 1986.

CINTAS CORPORATION
(a Washington Corporation)

BY: 
Robert J. Kohlhepp,
President

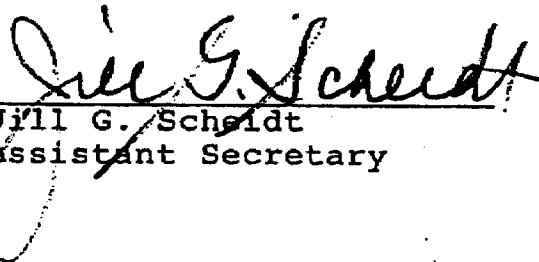
ATTEST:


Jill G. Scheidt
Assistant Secretary

CINTAS CORPORATION
(an Ohio Corporation)

BY: 
Robert J. Kohlhepp,
President

ATTEST:


Jill G. Scheidt
Assistant Secretary

PLAN AND AGREEMENT OF MERGER BETWEEN
CINTAS CORPORATION, AN OHIO COPORATION AND
CINTAS CORPORATION, A WASHINGTON CORPORATION

THIS PLAN AND AGREEMENT OF MERGER ("Agreement") entered into this 2nd day of December, 1986 by and between CINTAS CORPORATION, an Ohio corporation ("Parent") and CINTAS CORPORATION, a Washington corporation ("Sub") (the foregoing are sometimes hereinafter referred to collectively as the "Constituent Corporations");

W I T N E S S E T H:

WHEREAS, Parent is a corporation duly organized and validly existing under the laws of the State of Ohio, with its principal offices located at 11255 Reed Hartman Highway, Cincinnati, Ohio 45241; and

WHEREAS, Sub is a corporation duly organized and validly existing under the laws of the State of Washington with its principal offices located at 11255 Reed Hartman Highway, Cincinnati, Ohio 45241; and

WHEREAS, the total aggregate number of shares, all classes, that Parent is authorized to issue is 18,000,000 shares of no par Common Stock, 6,520,840 of which shares are issued and outstanding, all of which are publicly traded and 100,000 shares of no par Preferred Stock, none of which shares are outstanding; and

WHEREAS, the total aggregate number of shares, all classes, that Sub is authorized to issue is 18,000,000 shares of no par Common Stock, 100 of which shares are issued and outstanding, and

all of which are presently owned by Parent and 100,000 shares of no par Preferred Stock, none of which shares are outstanding; and

WHEREAS, it is desirable for the benefit of both Constituent Corporations and their shareholders that the properties, business, assets and liabilities of both Constituent Corporations be combined into one surviving corporation, which shall be Sub, effective on the Effective Date as defined in Section 10 herein.

NOW, THEREFORE, for the reasons set forth above and in consideration of the mutual covenants and promises of the Constituent Corporations, Parent and Sub, the Constituent Corporations agree pursuant to Ohio Revised Code Sections 1701.78 and 1701.80 and Washington Business Corporations Act Section 23A.20.070 that Parent shall be merged into Sub as a single corporation; and that the Constituent Corporations hereto agree to and subscribe by the terms and conditions of such merger, the method of carrying it into effect, and the disposition of the shares of Parent as follows:

1. Merger. Parent shall be merged with and into Sub (hereinafter sometimes referred to as the Surviving Corporation), and Sub does hereby merge Parent with and into itself. On and after the Effective Date (as hereinafter defined) of this merger:

(a) Sub shall be the surviving corporation and shall continue to exist as a domestic corporation under the laws of the State of Washington, with all of the rights and obli-

gations as are provided by the laws of the State of Washington.

(b) Parent, as a Constituent Corporation, pursuant to the general corporation laws of the Ohio Revised Code, shall cease to exist (except as otherwise provided for certain specific purposes as permitted under the Ohio Revised Code) and its property shall become the property of Sub.

2. Articles of Incorporation; By-Laws. The Articles of Incorporation and the By-Laws of Sub shall continue as the Articles of Incorporation and By-Laws of the surviving corporation.

3. Principal Office. The principal office of Sub in the State of Washington shall be c/o CT Corporation System, 1218 Third Avenue, Seattle, Washington 98101.

4. Future Business Purpose of Parent. Sub may, following this merger, engage in the conduct of any lawful act or activity for which corporations may be formed under the laws of the State of Washington.

5. Directors and Officers. The directors and officers of Sub shall be the directors and officers, respectively of the surviving corporation, until their successors are duly elected and qualified pursuant to the By-Laws of the surviving corporation.

6. Statutory Agent of Parent. The name and address of the statutory agent of Sub, upon whom any process, notice or demand against either Constituent Corporation or the surviving corporation may be served is CT Corporation System, 1218 Third Avenue, Seattle, Washington 98101.

Sub, as the surviving corporation, hereby consents to be sued and served with process in the State of Ohio and irrevocably appoints the Secretary of State of Ohio as its agent to accept service of process in any proceeding in Ohio or to enforce against it any obligation of Parent or to enforce the rights of a dissenting shareholder of Parent.

7. Ohio Business Qualification. Sub, as the surviving corporation to the merger, desires to transact business in Ohio as a foreign corporation and to that effect, appoints CT Corporation System, Carew Tower, Cincinnati, Ohio 45202 as its statutory agent with respect to service of any process, notice or demand upon such statutory agent or the Secretary of State.

8. Shares of Surviving Corporation. Each share of Parent, Common or Preferred, outstanding prior to the effectiveness of the Merger contemplated herein shall, on the Effective Date, without further action, become one like share of the surviving corporation, without the issuance or exchange of new shares or share certificates.

9. Cancellation of Sub Shares. All of the 100 authorized and outstanding common shares of Sub, such shares being owned in their entirety by Parent, and all rights with respect thereof, shall be cancelled forthwith on the Effective Date, and the certificates representing such shares shall be surrendered and cancelled.

10. Approval and Implementation. This Agreement shall be submitted to the shareholders and Directors of Parent and Sub for approval as required by the laws of the States of Ohio and Washington. If and when such required approval is obtained, the proper officers of each Constituent Corporation shall, and are hereby authorized and directed to perform all such further acts and execute and deliver to the proper authority for filing all such documents as may be necessary or proper to render effective the merger contemplated by this Agreement.

Each of the Constituent Corporations hereby agrees that at any time as and when requested by the Surviving Corporation, it will, as far as it is legally able, execute and deliver all such conveyances, assignments, deeds or other instruments as the Surviving Corporation may deem necessary or desirable in order to vest or perfect in or confirm to the Surviving Corporation title to or possession of all of the property, rights, privileges, powers and interests referred to in this Agreement and to otherwise carry out the intent and purposes of the Merger contemplated herein.

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11. Effective Date. The effective date ("Effective Date") of the merger contemplated herein shall be December 31, 1986.

12. Amendment, Termination and Waiver. This Agreement may be amended or terminated at any time prior to the Effective Date and whether before or after the meeting of shareholders called for in Section (10) except that no such amendment after such meeting of shareholders shall change the amount or kind of shares of Sub which are to be delivered pursuant to Section (8) hereof or alter or change any of the terms and conditions of the Articles of Incorporation and By-Laws of the Sub or otherwise change any terms of this Agreement to the detriment of the shareholders of Parent.

This Agreement shall terminate automatically if holders of more than 10% of the outstanding shares of Common Stock of Parent elect dissenters' rights as provided by Ohio Revised Code Sections 1701.84 and 1701.85 within ten days after the date on which the vote on this Agreement is taken pursuant to Section (10).

The parties may waive any of the provisions of this Agreement so long as any such waiver after the meeting referred to in Section (10) does not have any of the effects prohibited to be taken by amendment as set forth in the first paragraph of this Section (12).

IN WITNESS WHEREOF, Cintas Corporation, an Ohio corporation and Cintas Corporation, a Washington corporation, have caused

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