

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
National Spa and Pool Institute		05/20/2005	Not for Profit Corporation: ILLINOIS

RECEIVING PARTY DATA

Name:	The Association of Pool and Spa Professionals
Street Address:	2111 Eisenhower Ave.
City:	Alexandria
State/Country:	VIRGINIA
Postal Code:	22314
Entity Type:	CORPORATION: VIRGINIA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1224623	
Registration Number:	1476370	
Registration Number:	2236102	CBP CERTIFIED BUILDING PROFESSIONAL
Registration Number:	2237421	CSP CERTIFIED SERVICE PROFESSIONAL
Registration Number:	1503452	NATIONAL SPA AND POOL INSTITUTE
Registration Number:	1491696	NSPI
Registration Number:	1619109	NSPI CERTIFICATE PROGRAM
Registration Number:	1616137	NSPI CERTIFIED
Registration Number:	1614335	NSPI TECH I
Registration Number:	1614336	NSPI TECH II

CORRESPONDENCE DATA

CH \$265.00 1224623

Fax Number: (540)510-3050
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Email: trademarks@leclairryan.com
Correspondent Name: Tara A. Branscom
Address Line 1: 10 S. Jefferson St., Suite 1800
Address Line 4: Roanoke, VIRGINIA 24011

ATTORNEY DOCKET NUMBER:	14959.0007
NAME OF SUBMITTER:	Tara A. Branscom
Signature:	/tara a. branscom/
Date:	06/06/2008

Total Attachments: 5
source=Merger Docs#page1.tif
source=Merger Docs#page2.tif
source=Merger Docs#page3.tif
source=Merger Docs#page4.tif
source=Merger Docs#page5.tif

0638199 - 0

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, SEPTEMBER 1, 2005

The State Corporation Commission finds the accompanying articles submitted on behalf of

Association of Pool and Spa Professionals, The

comply with the requirements of law and confirms payment of all required fees. Therefore, it is
ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the
Commission, effective September 1, 2005. Each of the following:

National Spa and Pool Institute Illinois (USED IN
VA BY: National Spa and Pool Institute)

is merged into Association of Pool and Spa Professionals, The, which continues to exist under
the laws of VIRGINIA with the name Association of Pool and Spa Professionals, The, and the
separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS0322
05-09-01-0501

TRADEMARK
REEL: 003791 FRAME: 0355

COMMONWEALTH OF VIRGINIA



CLINTON MILLER
CHAIRMAN

MARK C. CHRISTIE
COMMISSIONER

THEODORE V. MORRISON, JR.
COMMISSIONER

JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1187
RICHMOND, VIRGINIA 23218-1187

STATE CORPORATION COMMISSION
Office of the Clerk

September 1, 2005

LYNN HAYES
LECLAIR RYAN PC
951 E BYRD ST
HOLD FOR PICKUP**
RICHMOND, VA 23219

RE: The Association of Pool and Spa Professionals
ID: 0638199 - 0
DCN: 05-09-01-0501

Dear Customer:

This is your receipt for \$25.00, covering the fees for filing articles of merger with this office.

This is also your receipt for \$200.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of merger is September 1, 2005.

Each non-surviving entity:

National Spa and Pool Institute Illinois (USED IN
VA BY: National Spa and Pool Institute)

is merged into Association of Pool and Spa Professionals, The.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

MERGRcpt
MERCACPT
CIS0322

ARTICLES OF MERGER
OF
NATIONAL SPA AND POOL INSTITUTE
AND
THE ASSOCIATION OF POOL AND SPA PROFESSIONALS

To the State Corporation Commission
Commonwealth of Virginia

The undersigned corporations, pursuant to Title 13.1, Chapter 10, Article 11 of the Code of Virginia, hereby execute the following articles of merger and set forth:

ONE

The Plan of Merger for merging NATIONAL SPA AND POOL INSTITUTE, an Illinois not for profit corporation ("NSPI"), with and into THE ASSOCIATION OF POOL AND SPA PROFESSIONALS, a Virginia nonstock corporation ("APSP"), is attached hereto as Exhibit A.


TWO

The Plan of Merger was adopted by resolution of the Boards of Directors of NSPI and APSP. Member approval is not necessary for NSPI because NSPI members have no voting rights with respect to a merger. Member approval is not necessary for APSP because APSP has no members.

[Signatures On Following Page]

The undersigned declares that the facts herein stated are true as of May 20, 2005.

NATIONAL SPA AND POOL INSTITUTE

By: 
Name: John J. Cergot, Jr.
Title: Chief Staff Executive

THE ASSOCIATION OF POOL AND SPA PROFESSIONALS

By: 
Name: John J. Cergot, Jr.
Title: President

PLAN OF MERGER
BETWEEN
NATIONAL SPA AND POOL INSTITUTE
AND
THE ASSOCIATION OF POOL AND SPA PROFESSIONALS

1. The names of the corporations planning to merge are NATIONAL SPA AND POOL INSTITUTE, a not for profit corporation organized under the laws of the State of Illinois ("NSPI"), and THE ASSOCIATION OF POOL AND SPA PROFESSIONALS, a nonstock corporation organized under the laws of the Commonwealth of Virginia ("APSP"). The name of the surviving corporation into which NSPI plans to merge is "THE ASSOCIATION OF POOL AND SPA PROFESSIONALS."
2. Pursuant to the provisions of the Virginia Nonstock Corporation Act and the resolutions of the Board of Directors of NSPI dated November 30, 2004 and the Board of Directors of APSP dated May 20, 2005 (the "*Resolutions*"), NSPI and APSP shall be merged (the "*Merger*") with and into a single corporation, to wit, APSP, which shall be the surviving corporation at the effective time and date of the Merger (the "*Effective Time*") and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Virginia Nonstock Corporation Act. The separate existence of NSPI shall cease at the Effective Time in accordance with the provisions of the Virginia Nonstock Corporation Act and the Illinois Not For Profit Corporation Act.
3. The Articles of Incorporation of APSP at the Effective Time shall be the Articles of Incorporation of the surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Virginia Nonstock Corporation Act. The Bylaws of APSP at the Effective Time shall be the Bylaws of the surviving corporation, and said Bylaws shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Virginia Nonstock Corporation Act.
4. The Board of Directors of NSPI as of the time immediately prior to the Effective Time shall constitute the Board of Directors of the surviving corporation as of the Effective Time. Each member of NSPI as of the time immediately prior to the Effective Time shall be a member of the surviving corporation as of the Effective Time.