

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | CHANGE OF NAME |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|----------|----------------|------------------------------|
| Building Healthy Lives for Women Foundation | | 09/02/2008 | Non-profit corporation: OHIO |

RECEIVING PARTY DATA

| | |
|-----------------|-----------------------------------|
| Name: | Building Healthy Lives Foundation |
| Street Address: | 625 Eden Park Drive |
| City: | Cincinnati |
| State/Country: | OHIO |
| Postal Code: | 45202 |
| Entity Type: | Non-profit corporation: OHIO |

PROPERTY NUMBERS Total: 11

| Property Type | Number | Word Mark |
|----------------------|----------|---|
| Registration Number: | 3341690 | CLEVER CRAZES FOR KIDS |
| Registration Number: | 3341691 | CLEVER CRAZES FOR KIDS |
| Registration Number: | 3433042 | CLEVER CRAZES FOR KIDS |
| Registration Number: | 3341692 | CLEVER CRAZES FOR KIDS |
| Registration Number: | 3360744 | CLEVER CRAZES FOR KIDS BUILDING HEALTHY LIVES |
| Registration Number: | 3341689 | CLEVER KIDS KITCHEN |
| Serial Number: | 78823643 | CLEVER CRAZES FOR KIDS |
| Serial Number: | 78823647 | CLEVER CRAZES FOR KIDS |
| Serial Number: | 78823655 | CLEVER CRAZES FOR KIDS |
| Serial Number: | 78823658 | CLEVER CRAZES FOR KIDS |
| Serial Number: | 78823636 | RHYTHM REVOLUTION |

CORRESPONDENCE DATA

Fax Number: (513)651-6981

900135495

**TRADEMARK
 REEL: 003998 FRAME: 0792**

OP \$290.00 3341690

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 513-651-6800
Email: trademarks@fbtlaw.com
Correspondent Name: Monica L. Dias
Address Line 1: 2200 PNC Center, 201 East Fifth Street
Address Line 4: Cincinnati, OHIO 45202

| | |
|-------------------------|----------------|
| ATTORNEY DOCKET NUMBER: | 109415/538803 |
| NAME OF SUBMITTER: | Monica L. Dias |
| Signature: | /mld/ |
| Date: | 06/04/2009 |

Total Attachments: 5
source=Assignment - Namechange-Building#page1.tif
source=Assignment - Namechange-Building#page2.tif
source=Assignment - Namechange-Building#page3.tif
source=Assignment - Namechange-Building#page4.tif
source=Assignment - Namechange-Building#page5.tif



| DATE: | DOCUMENT ID | DESCRIPTION | FILING | EXPED | PENALTY | CERT | COPY |
|------------|--------------|--|--------|-------|---------|------|------|
| 09/22/2008 | 200826300988 | DOMESTIC/AMENDED RESTATED ARTICLES (AMA) | 50.00 | .00 | .00 | .00 | .00 |

Receipt

This is not a bill. Please do not remit payment.

CAROL R RUSSELL
THOMPSON HINE LLP
41 S HIGH ST STE 1700
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1417315

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

BUILDING HEALTHY LIVES FOUNDATION

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):

200826300988

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 2nd day of September,
A.D. 2008.

Ohio Secretary of State



Prescribed by: The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

| | |
|---|---|
| Expedite this Form: (Select One) | |
| Mail Form to one of the Following: | |
| <input type="radio"/> Yes | PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$5.00 *** |
| <input checked="" type="radio"/> No | PO Box 1329 Columbus, OH 43216 |

Certificate of Amendment by Shareholders or Members (Domestic)
Filing Fee \$50.00

(CHECK ONLY ONE (1) BOX)

| | | | |
|---|--|---|--|
| (1) Domestic for Profit <input type="checkbox"/> Amended (122-AMAP) | PLEASE READ INSTRUCTIONS <input type="checkbox"/> Amendment (125-AMDS) | (2) Domestic Nonprofit <input checked="" type="checkbox"/> Amended (126-AMAN) | <input type="checkbox"/> Amendment (128-AMD) |
|---|--|---|--|

Complete the general information in this section for the box checked above.

Name of Corporation: Building Healthy Lives for Women Foundation

Charter Number: 1417315

Name of Officer: Dianne Dunkelmann

Title: President

Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

A meeting of the shareholders directors (nonprofit only) members was duly called and held on June 24, 2008 (Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise 80 % as the voting power of the corporation.

In a writing signed by all of the shareholders directors (nonprofit amended articles only) members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

RECEIVED SECRETARY OF STATE 2008 SEP 18 AM 10:43

CLIENT SERVICE CENTER 2008 SEP -2 PM 2:32 RECEIVED SECRETARY OF STATE ok pcc

All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: Building Healthy Lives Foundation

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

Cincinnati Hamilton
(city, village or township) (county)

THIRD: The purposes of the corporation are as follows:

The Foundation is organized and shall be operated for public charitable, educational, and scientific purposes. The Foundation may engage in the following activities, among others, in carrying out its charitable purposes:

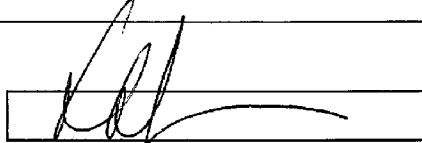
- 1. Educating the public about health and issues related to improving the health of women and their families;
- 2. Enhancing the health, well-being, and personal safety of women and their families;

(See Attachment)

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____

(Does not apply to box (2))

REQUIRED
Must be authenticated
(signed) by an authorized
representative
(See Instructions)



Authorized Representative
Dianne Dunkelman
(Print Name)
President

9-2-2008

Date

Authorized Representative
(Print Name)

Date

ATTACHMENT TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BUILDING HEALTHY LIVES FOUNDATION

THIRD. (continued):

3. Acquiring or receiving from any individuals, estates, associations, corporations, trusts, foundations, or other entities, or any governmental subdivision, unit, or agency, by deed, gift, purchase, bequest, devise, or otherwise, cash, securities, and other property, tangible or intangible, real or personal, and holding, managing, investing, reinvesting, distributing, and disbursing the income and/or principal thereof solely for the purposes identified in this Article THIRD; and

4. Doing whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Foundation described in this Article Third, including the exercise of all other authority enjoyed by corporations generally by virtue of the provisions of the Ohio Nonprofit Corporation Law.

The Foundation shall carry on only such activities as are consonant with the purposes set forth in this Article THIRD. No part of the net earnings of the Foundation shall inure to the benefit of any incorporator, member, or director of the Foundation, or of any other private individual, except that the Foundation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article THIRD. No part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

It is intended that the Foundation shall have the status of an organization (a) that is exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code; (b) to which contributions are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code; (c) to which bequests are deductible for federal estate tax purposes, if any; and (d) to which gifts are deductible for federal gift tax purposes, if any. These Articles shall be construed, and all authority and activities of the Foundation shall be limited, accordingly.

If the organization is classified as a private foundation:

- The Foundation shall make qualifying distributions for each year at such time and in such manner as to satisfy the minimum distribution requirements of Section 4942 of the Internal Revenue Code;
- The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and
- The Foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

FOURTH. The Members of the Foundation shall consist of those individuals who from time to time are serving as Directors of the Foundation.

FIFTH. These Articles may be amended, or new Articles may be adopted (i) at a meeting held for such purpose, by the affirmative vote or consent of a majority of the full number of Members of the Foundation or (ii) without a meeting, by the written consent of all the Members.

SIXTH. The Foundation may be dissolved (i) at a meeting held for the purpose of adopting a resolution of dissolution by the affirmative vote or consent of a majority of the full number of Members of the Foundation or (ii) without a meeting, by the written consent of all the Members. Upon the dissolution of the Foundation, the Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute all of the assets of the Foundation to such organizations described in Section 501(c)(3) of the Internal Revenue Code, organized and operated to advance charitable purposes similar to the Foundation's purposes, as the Board of Directors shall determine. If for any reason the Board of Directors fails to so distribute any such assets, the assets not so disposed of shall be distributed exclusively for charitable and educational purposes to such organizations described in Section 501(c)(3) of the Internal Revenue Code, organized and operated for charitable purposes similar to the Foundation's purposes as may be designated by the Court of Common Pleas in the county in which the principal office of the Foundation is then located.

SEVENTH. All references in these Articles to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any similar law subsequently enacted, and to all regulations issued under such Sections and provisions.

EIGHTH. These Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation of the Foundation.

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