

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Kingswood-Oxford School, Inc.		04/22/2010	non-stock corporation: CONNECTICUT
<b>RECEIVING PARTY DATA</b>			
Name:	Kingswood Oxford School, Inc.		
Street Address:	170 Kingswood Road		
City:	West Hartford		
State/Country:	CONNECTICUT		
Postal Code:	06119		
Entity Type:	non-stock corporation: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	1562660	KINGSWOOD-OXFORD SCHOOL	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(860)275-8299		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	860-275-8285		
Email:	jscheib@rc.com		
Correspondent Name:	Jacqueline P. Scheib		
Address Line 1:	280 Trumbull Street		
Address Line 2:	Robinson & Cole LLP		
Address Line 4:	Hartford, CONNECTICUT 06103		
NAME OF SUBMITTER:	Jacqueline P. Scheib		
Signature:	/Jacqueline P. Scheib/		
Date:	05/19/2010		

OP \$40.00 1562660

**Total Attachments: 8**

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SECRETARY OF THE STATE  
30 TRINITY STREET  
P.O. BOX 150470  
HARTFORD, CT 06115-0470

MAY 5, 2010

SHERRY STRICKLAND  
ROBINSON & COLE  
280 TRUMBULL STREET  
HARTFORD, CT 06103-3597

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

KINGSWOOD-OXFORD SCHOOL, INC.

Work Order Number: 2010111670-001  
Business Filing Number: 0004158950  
Type of Request: CERTIFICATE OF AMENDMENT  
File Date/Time: MAY 05 2010 12:20 PM  
Effective Date/Time: MAY 05 2010 12:20 PM  
Work Order Payment Received: 70.00  
Payment Received: 70.00  
Credit on Account: 1661.00  
Customer Id: 000000414  
Business Id: 0100118

EVETT PEREZ  
Commercial Recording Division  
860-509-6036  
WWW.CONCORD.SOTS.CT.GOV

TRADEMARK  
REEL: 004208 FRAME: 0773

BUSINESS FILING REPORT

WORK ORDER NUMBER:2010111670-001  
BUSINESS FILING NUMBER: 0004158950

BUSINESS NAME:

KINGSWOOD OXFORD SCHOOL, INC.

BUSINESS LOCATION:

170 KINGSWOOD RD  
WEST HARTFORD,CT 06119

MAILING ADDRESS:

170 KINGSWOOD RD  
WEST HARTFORD,CT 06119

PRINCIPAL INFORMATION FOR UP TO THREE PRINCIPALS:

NAME:MARILYN GLOVER  
TITLE:SECRETARY

NAME:LES TAGER  
TITLE:CHAIRMAN OF THE BOARD OF TRUSTEES

NAME:WALTER S. BAILEY  
TITLE:BOARD MEMBER

\*\* END OF REPORT \*\*

# CERTIFICATE OF AMENDMENT NONSTOCK CORPORATION

Office of the Secretary of the State

**MAILING ADDRESS:**

Commercial Recording Division  
Connecticut Secretary of the State  
P.O. Box 150470  
Hartford, CT 06115-0470  
860-509-6003

**DELIVERY ADDRESS:**

Commercial Recording Division  
Connecticut Secretary of the State  
30 Trinity Street  
Hartford, CT 06106  
860-509-6003

Space For Office Use Only      Filing Fee: \$20.00      Make Checks Payable To "Secretary of the State"

**1. NAME OF CORPORATION**

Kingswood-Oxford School, Inc.

**2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C)**

A. AMENDED

B. RESTATED

C. AMENDED AND RESTATED

The restated certificate consolidates all amendments into a single document.

**3. TEXT OF EACH AMENDMENT / RESTATEMENT**

Kingswood-Oxford School, Inc. (the "Corporation") is hereby amending and restating its amended and restated certificate of incorporation. *Article 1 is amended to reflect that the Corporation is changing its name from Kingswood-Oxford School, Inc. to Kingswood Oxford School, Inc.*

The full text of the Amended and Restated Certificate of Incorporation is set forth on Exhibit A, attached hereto and made a part hereof.

The Amended and Restated Certificate of Incorporation was approved by the Corporation's Board of Directors on April 22, 2010.

(Please reference an 8½ x 11 attachment if additional space is needed)

Space For Office Use Only

4. VOTE INFORMATION (check A, B or C.)

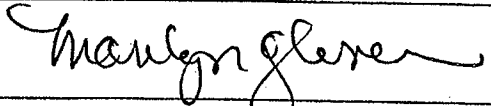
A. The Amendment was duly approved by the members in the manner required by sections 33-1140 to 33-1147 of the Connecticut General Statutes, and by the Certificate of Incorporation.

B. The Amendment was duly approved by the incorporators and member approval was not required.

C. The Amendment was duly approved by the board of directors and member approval was not required.

5. EXECUTION

Dated this 22 day of April, 2010.

MARILYN GLOVER	Secretary, BOT	
Print or type name of signatory	Capacity of signatory	Signature

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION

of

**KINGSWOOD OXFORD SCHOOL, INC.**

1. **Name.** The name of the corporation is Kingswood Oxford School, Inc. (the “Corporation”). The Corporation was formerly known as Kingswood-Oxford School, Inc.
2. **Nonprofit Corporation.** The Corporation is nonprofit and shall not have or issue shares of stock or make distributions except as otherwise provided in this certificate of incorporation or the bylaws of the Corporation or by applicable statute.
3. **Membership.** The Corporation has no members.
4. **Registered Agent.** The Corporation’s registered agent is R&C Service Company, with a business office located c/o Robinson & Cole LLP, 280 Trumbull Street, Hartford, CT 06103.
5. **Purposes.** The purpose of the Corporation is to operate a private, nondenominational school (or schools) located in the State of Connecticut, and to carry on all activities which may be necessary or proper with respect thereto.

Subject to the foregoing limitations and those set forth in Article 8 below, the Corporation may engage in any lawful act or activity for which a corporation may be organized under the Connecticut Revised Nonstock Corporation Act (the “Act”).

6. **Board of Trustees.** The activities, business, property and affairs of the Corporation shall be managed by a self-perpetuating board of elected and ex-officio trustees, as further provided in the Corporation’s bylaws.
7. **Limitation on Liability of Trustees.** The personal liability of a trustee to the Corporation for monetary damages for breach of duty as a trustee shall be limited to the amount

of compensation, if any, received by the trustee for serving the Corporation during the year of the violation, so long as the breach was not of a sort for which such limitation of liability is not permitted by Section 33-1026(b)(4) of the General Statutes of Connecticut.

Nothing contained in this Article 7 shall be construed to deny a trustee of the Corporation the benefit of Section 52-557m of the General Statutes of Connecticut or of any other limitation of liability available to such trustee under Connecticut law. Any repeal or modification of this Article 7 shall not adversely affect any right or protection of a trustee of the Corporation existing at the time of such repeal or modification.

8. **Restrictions.** Notwithstanding any other provision of this certificate of incorporation:

(a) The Corporation shall at all times be organized and operated exclusively for charitable, educational or scientific purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code");

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's trustees, officers or other private persons, provided that the Corporation may pay reasonable compensation for services actually rendered, may reimburse reasonable expenses actually incurred by any such persons, and may make payments and distributions, to the extent reasonable and necessary, in furtherance of the purposes set forth in Article 5 above;

(c) No substantial part of the activities of the Corporation shall include carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including by the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office; and

(d) The Corporation shall not conduct any activities, nor exercise any power, not permitted to be conducted by a corporation described under Section 501(c)(3) of the Internal Revenue Code and exempt from taxation under Section 501(a) of the Internal Revenue Code, or



by a corporation the contributions to which are deductible by a contributor under Section 170(a), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code.

9. **Fundamental Changes.** The trustees, by the affirmative vote of no less than two-thirds of all trustees present at a meeting of the board of trustees at which a quorum is present, provided notice of such proposal shall have been provided to all trustees at least seven days before such meeting, may:

(a) Amend the certificate of incorporation, provided, however, that no such amendment shall operate to terminate the deductibility of gifts or bequests to the Corporation for federal tax purposes or the federal income tax exemption of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code;

(b) Transfer substantially all of the Corporation's assets to another corporation formed for purposes similar to those of the Corporation, exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization organized and operated exclusively for educational and/or charitable purposes described under Section 501(c)(3) of the Internal Revenue Code, and at the time contributions to which shall be tax deductible under Section 170(a) of the Internal Revenue Code.

(c) Sell or mortgage substantially all of the assets of the Corporation;

(d) Merge the Corporation with another corporation; and

(e) Dissolve the Corporation.

The trustees of the Corporation shall have the right to make other fundamental changes to the extent and in the manner permitted by Connecticut law to trustees of a Connecticut nonstock corporation except as otherwise provided in this certificate of incorporation or the bylaws of the Corporation.

10. **Indemnification.** The Corporation shall indemnify and advance expenses to its trustees to the fullest extent permitted by law. Without limiting the foregoing, the Corporation shall indemnify its trustees against liability to any person for any action taken, or any failure to

take any action, as a trustee, except liability of a sort for which indemnification is not permitted by Section 33-1026(b)(5) of the General Statutes of Connecticut.

In addition, the Corporation may indemnify and advance expenses to officers, employees and agents of the Corporation who are not trustees to the same extent as trustees, and may further indemnify such officers, employees and agents to the extent provided by the specific action of the Corporation and permitted by law. The Corporation may also procure insurance providing greater indemnification as provided by law.

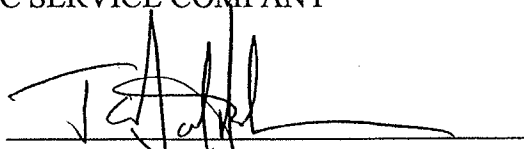
11. **Dissolution**. Upon dissolution of the Corporation, all of its assets remaining for distribution after payment of obligations or provision for the same shall be distributed (subject to any restrictions imposed by any applicable will, trust, deed, agreement or other document) to such organization or organizations selected by the board of trustees, provided such organization or organizations shall be then exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization organized and operated exclusively for educational and/or charitable purposes described under Section 501(c)(3) of the Internal Revenue Code, and at the time contributions to which shall be tax deductible under Section 170(a) of the Internal Revenue Code. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for educational and/or charitable purposes, as described in Section 501(c)(3) of the Internal Revenue Code.

12. **References to Internal Revenue Code**. All references to the Internal Revenue Code herein shall be deemed to refer to sections of the Internal Revenue Code now in effect, and to the corresponding sections of any subsequent Internal Revenue Code.

Acceptance of appointment by registered agent:

R&C SERVICE COMPANY

By: \_\_\_\_\_

  
J. C. David Hadden  
Vice President