

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/31/2008		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
ProCentury Corporation		07/31/2008	CORPORATION: OHIO
<b>RECEIVING PARTY DATA</b>			
Name:	MBKPC Corp.		
Street Address:	26255 American Drive		
City:	Southfield		
State/Country:	MICHIGAN		
Postal Code:	48034		
Entity Type:	CORPORATION: MICHIGAN		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Serial Number:	76520852	PROCENTURY	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(703)836-8727		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	703-836-6400		
Email:	email@oliff.com		
Correspondent Name:	Oliff & Berridge, PLC		
Address Line 1:	P.O. Box 320850		
Address Line 4:	Alexandria, VIRGINIA 22320-4850		
ATTORNEY DOCKET NUMBER:	116178		
NAME OF SUBMITTER:	William P. Berridge		
Signature:	/William P. Berridge/		

CH \$40.00 76520852

**900165422**

**TRADEMARK  
 REEL: 004230 FRAME: 0289**

Date:

06/23/2010

**Total Attachments: 11**

source=Merger Document#page1.tif  
source=Merger Document#page2.tif  
source=Merger Document#page3.tif  
source=Merger Document#page4.tif  
source=Merger Document#page5.tif  
source=Merger Document#page6.tif  
source=Merger Document#page7.tif  
source=Merger Document#page8.tif  
source=Merger Document#page9.tif  
source=Merger Document#page10.tif  
source=Merger Document#page11.tif



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/31/2008	200821302676	MERGED OUT OF EXISTENCE (MEX)	125.00	300.00	.00	.00	.00

**Receipt**

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

BAKER & HOSTETLER LLP  
ATTN SHARON FUNK  
65 E STATE ST. STE 2100  
COLUMBUS, OH 43215

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1170133

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

**PROCENTURY CORPORATION**

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

Document(s)

**MERGED OUT OF EXISTENCE**

Document No(s):

**200821302676**

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 31st day of July, 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

<b>Expedite this Form:</b> (Select One)	
<del>Do Not Expedite One of the Following</del>	
<input checked="" type="radio"/> Expedite	P.O. Box 1390 Columbus OH 43216
*** Requires an additional fee of \$100 ***	
<input type="radio"/> Non Expedite	P.O. Box 1329 Columbus OH 43216

**CERTIFICATE OF MERGER**

**Filing Fee \$125.00**

(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

**I. SURVIVING ENTITY**

A. The name of the entity surviving the merger is: MBKPC Corp.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: **(Please check the appropriate box and fill in the appropriate blank:**

- Domestic (Ohio) For-Profit Corporation, charter number \_\_\_\_\_
- Domestic (Ohio) Nonprofit Corporation, charter number \_\_\_\_\_
- Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the state of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the state/country of Michigan and **NOT** licensed to transact business in the state of Ohio
- Foreign (Non-Ohio) Nonprofit Corporation under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the state of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Nonprofit Corporation under the laws of the state/country of \_\_\_\_\_ and **NOT** licensed to transact business in the state of Ohio
- Domestic (Ohio) For-Profit Limited Liability Company, with registration number \_\_\_\_\_
- Domestic (Ohio) Nonprofit Limited Liability Company, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and **NOT** registered to do business in the state of Ohio
- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and **NOT** registered to do business in the State of Ohio
- Domestic (Ohio) Limited Partnership, with registration number \_\_\_\_\_

RECEIVED SECRETARY OF STATE 2008 JUL 31 PM 11 08 CLIENT SERVICE CENTER

- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio
- Domestic (Ohio) Partnership Having Limited Liability, with the registration number \_\_\_\_\_
- Foreign (Non-Ohio) Partnership Having Limited Liability organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Partnership Having Limited Liability organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio
- General Partnership NOT registered with the state of Ohio

**II. MERGING ENTITY**

The name, charter/license/registration number, type of entity, state or country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows (if this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities ).

Name/Charter, License or Registration Number	State/Country of Organization	Type of Entity
<u>ProCentury Corporation/1170133</u>	<u>Ohio</u>	<u>Corporation for Profit</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**III. MERGER AGREEMENT ON FILE**

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

<u>Holly Moltane</u>	<u>26255 American Drive</u>	
Name	Street Address / P.O. Box Address	
<u>Southfield</u>	<u>Michigan</u>	<u>48034</u>
City	State	Zip Code

**IV. EFFECTIVE DATE OF MERGER**

This merger is to be effective on 7/31/2008 (4p.m. EST) (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

**V. MERGER AUTHORIZED**

Each constituent entity has complied with all of the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and that each person who signed the certificate on behalf of each entity is authorized to do so.

**VI. STATUTORY AGENT**

If the surviving entity is a foreign entity **NOT** licensed to transact business in this state, the name and address of statutory agent upon whom any process, notice or demand may be served is:

CT Corporation System 1300 East 9th Street  
Name Mailing Address

Cleveland , Ohio 44114  
City Zip Code

If the agent is an individual and using a P.O. Box, check this box to certify the agent is a resident of the state of Ohio.

**VII. STATEMENT OF MERGER**

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

**VIII. AMENDMENTS**

In the case of a merger into a domestic corporation, limited liability company, or limited partnership, any amendments to the articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached  No Amendments

**IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE**

If a domestic or foreign corporation licensed to transact business in this state is a constituent entity and the surviving or new entity resulting from the merger is not a domestic or foreign corporation that is to be licensed to transact business in this state, the certificate of merger or consolidation shall be accompanied by the affidavits, receipts, certificates, or other evidence required by division (G) of section 1702.47 of the Revised Code, with respect to each domestic corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code, with respect to each foreign constituent corporation licensed to transact business in this state.

**X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

A. The listed surviving foreign entity desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

\_\_\_\_\_  
Name Mailing Address  
\_\_\_\_\_, Ohio \_\_\_\_\_  
City Zip Code

If the agent is an individual and using a P.O. Box, check this box to certify the agent is a resident of the state of Ohio.

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is:

\_\_\_\_\_

(b) The name(s) of any Trade Name(s) under which the corporation will conduct business:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(c) The location of the main office (non-Ohio) shall be:

\_\_\_\_\_  
Street Address / P.O. Box Address  
\_\_\_\_\_  
City County State Zip Code

(d) The principal office location in the state of Ohio shall be:

\_\_\_\_\_  
Street Address / P.O. Box Address  
\_\_\_\_\_  
City County State Ohio Zip Code

(If there will not be an office in the state of Ohio, please list none)

(e) The corporation will exercise the following purpose(s) in the state of Ohio:  
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient.)

\_\_\_\_\_  
\_\_\_\_\_

2. Foreign Qualifying Limited Liability Company under section 1705.54

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a) The name of the For-Profit or Nonprofit limited liability company in its state of organization/registration is:

\_\_\_\_\_

(b) The name under which the limited liability company desires to transact business in Ohio (if different from its home state name) is:

\_\_\_\_\_

(c) The limited liability company was organized or registered on \_\_\_\_\_  
under the laws of the state/country of \_\_\_\_\_

(d) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

\_\_\_\_\_  
Street Address/ P.O. Box Address  
\_\_\_\_\_  
City State Zip Code

**3. Foreign Qualifying Limited Partnership under section 1782.49**

(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

(a) The name of the limited partnership is:

\_\_\_\_\_

(b) The limited partnership was formed on \_\_\_\_\_

Under the laws of the state/country of: \_\_\_\_\_

(c) The address of the office of the limited partnership in its state/country of organization is:

\_\_\_\_\_

Street Address / P.O. Box Address

\_\_\_\_\_

City

County

State

Zip Code

(d) The limited partnership's principal office address is:

\_\_\_\_\_

Street Address / P.O. Box Address

\_\_\_\_\_

City

County

State

Zip Code

(e) The names and business or residence addresses of the general partners of the partnership are as follows:

\_\_\_\_\_

Name

Street Address / P.O. Box Address

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

(f) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

\_\_\_\_\_

Street Address / P.O. Box Address

\_\_\_\_\_

City

County

State

Zip Code

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.



**4. Foreign Qualifying Partnership Having Limited Liability Under Section 1775.64**

(if the qualifying entity is a foreign partnership having limited liability, the following information must be completed.)

(a) The name of the partnership shall be:

\_\_\_\_\_

(b) The partnership was formed under the laws of the state/country of: \_\_\_\_\_

(c) Please complete the following appropriate section (either item c(1) or c(2) ):

(1.) The address of the partnership's principal office in Ohio is:

\_\_\_\_\_

Street Address / P.O. Box Address

\_\_\_\_\_, Ohio \_\_\_\_\_

City

Zip Code

*(If the partnership does not have a principal office in Ohio, then item c(2) must be completed)*

(2.) The address of the partnership's principal office (Non-Ohio):

\_\_\_\_\_

Street Address / P.O. Box Address

\_\_\_\_\_

City

State

Zip Code

(d) The business which the partnership engages in is:

\_\_\_\_\_  
\_\_\_\_\_

**(Proceed to page 7 for signatures of authorized officers, partners and representatives.)**

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below

  
ProCentury Corporation

MBKPC Corp

By: Edward F. Felghan  
Its: Chairman, President and Chief Executive Officer  
Date: July 31, 2008

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

Exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

Exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

Exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

Exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

Exact Name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

Exact Name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

Exact Name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

Exact Name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1775.47(A), 1782.433(A)

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below

*Robert S. Cubbins*

ProCentury Corporation

MBKPC Corp.

By: Edward F. Feighan

By: Robert S. Cubbins

Its: Chairman, President and Chief Executive Officer

Its: President and Chief Executive Officer

Date: July 31, 2008

Date: July 31, 2008

Exact name of entity

Exact name of entity

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

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

Its: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

Exact name of entity

Exact name of entity

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

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

Its: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

Exact Name of entity

Exact Name of entity

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

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

Its: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

Exact Name of entity

Exact Name of entity

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

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

Its: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1775.47(A), 1782.433(A)

Complete the information in this section if box (1), (2) or (3) is checked.

**AFFIDAVIT**

In lieu of dissolution releases from various governmental authorities (1701.86(H)(6) ORC)

ProCentury Corporation  
(Exact Name of Corporation)

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate of Dissolution and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of Section 1701.95 of the ORC.

AGENCY DATE NOTIFIED  
Ohio Department of Taxation July 31, 2008  
Dissolution Section  
Box 182382  
Columbus, Ohio 43218-2382

Ohio Job & Family Services July 31, 2008  
Status and Liability Section  
Data Correspondence Control  
Overnight: 4020 East 5th Avenue  
Columbus, OH 43219-1611  
Regular: P.O. Box 182413  
Columbus, OH 43218-2413  
Fax: 614-752-4811  
Phone: 614-466-2319

The treasurer of any County named below:  
Delaware July 31, 2008

Ohio Bureau of Workers' Compensation July 31, 2008  
30 W. Spring Street  
Columbus, Ohio 43215

(Note: This affidavit must be signed by one or more persons executing the certificate of dissolution or by an officer of the corporation.)

By: [Signature] Title: Chairman, President and CEO

Name: Edward F. Feighan

465 Cleveland Avenue  
(Street) NOTE: P.O. Box Addresses are NOT acceptable.

Westerville Ohio 43082  
(City) (State) (Zip Code)

Sworn before me and subscribed in my presence on July 31, 2008  
(Date)



[Signature]  
NICHOLAS Z. ALEXANDER, Attorney At Law  
Notary Public - State of Ohio  
Commission Expires 1/15/2011  
SECTION 147.03(B), B.C.

Complete the information in this section if box (1), (2) or (3) is checked.

STATE OF OHIO

County of Delaware :SS

Edward F. Feighan, being first duly sworn, deposes and says that she/he is

President of ProCentury Corporation

that this affidavit is made in compliance with section 1701.86 of the ORC: (Section #)

That said corporation has (Check one of the following)

- A. has no personal property in any county in the State of Ohio:
B. personal property only in the following county(ies)

and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

Signature: [Handwritten Signature]

Name: Edward F. Feighan

Sworn before me and subscribed in my presence on July 31, 2008 (Date)

[Handwritten Signature]

(Notary Public)

NICHOLAS Z. ALEXANDER, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
MY COMMISSION HAS NO EXPIRATION DATE, SECTION 147.03 R. C.

Commission Expires LIFETIME (Date)

