

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM358208

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|------------------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|----------|----------------|---------------------------------|
| Human Resource Certification Institute Subsidiary LLC | | 06/30/2015 | LIMITED LIABILITY COMPANY: D.C. |

RECEIVING PARTY DATA

| | |
|------------------------|--|
| Name: | Human Resource Certification Institute, Inc. |
| Street Address: | 1725 DUKE STREET |
| City: | ALEXANDRIA |
| State/Country: | VIRGINIA |
| Postal Code: | 22314 |
| Entity Type: | nonprofit corporation: D.C. |

PROPERTY NUMBERS Total: 55

| Property Type | Number | Word Mark |
|----------------------|----------|--|
| Serial Number: | 86436119 | HR HR CERTIFICATION INSTITUTE PRE-APPROV |
| Serial Number: | 86436079 | HR HR CERTIFICATION INSTITUTE APPROVED P |
| Registration Number: | 4823756 | SPHR-CA |
| Registration Number: | 4823755 | PHR-CA |
| Registration Number: | 4823066 | HR CERTIFICATION INSTITUTE |
| Registration Number: | 4813872 | HRCI |
| Serial Number: | 86340646 | HR |
| Serial Number: | 86340583 | HR |
| Serial Number: | 86340671 | HR |
| Serial Number: | 86340657 | HR |
| Serial Number: | 86340638 | HR |
| Serial Number: | 86340623 | HR |
| Serial Number: | 86340603 | HR |
| Serial Number: | 86441132 | PHR CA |
| Serial Number: | 86440998 | HRMP |
| Serial Number: | 86440972 | HRBP |
| Serial Number: | 86440834 | GPHR |
| Serial Number: | 86440799 | SPHR |
| Serial Number: | 86440769 | PHR |

TRADEMARK

| Property Type | Number | Word Mark |
|----------------------|----------|--|
| Serial Number: | 86441165 | SPHR CA |
| Serial Number: | 86397214 | HRCI |
| Registration Number: | 4715187 | HR LEADS BUSINESS |
| Registration Number: | 4691113 | SPHR |
| Registration Number: | 4691112 | PHR |
| Registration Number: | 4691111 | HRMP |
| Registration Number: | 4691110 | HRBP |
| Registration Number: | 4691109 | GPHR |
| Registration Number: | 4325763 | HRMP |
| Registration Number: | 4325762 | HRBP |
| Registration Number: | 3254685 | GPHR |
| Registration Number: | 2965010 | HUMAN RESOURCE CERTIFICATION INSTITUTE |
| Registration Number: | 2889180 | HRCI |
| Registration Number: | 2934752 | SPHR |
| Registration Number: | 4332157 | HRBP |
| Registration Number: | 4007858 | GLOBAL PROFESSIONAL IN HUMAN RESOURCES |
| Registration Number: | 4007857 | SENIOR PROFESSIONAL IN HUMAN RESOURCES |
| Registration Number: | 3516877 | PHR-CA |
| Registration Number: | 3416517 | PHR |
| Registration Number: | 4332156 | HRMP |
| Registration Number: | 4533768 | HRCI |
| Registration Number: | 4537880 | HRCI |
| Registration Number: | 4537879 | HRCI |
| Registration Number: | 4537878 | HRCI |
| Registration Number: | 4646955 | HR CERTIFICATION INSTITUTE |
| Registration Number: | 4642835 | HR CERTIFICATION INSTITUTE |
| Registration Number: | 4535121 | HR CERTIFICATION INSTITUTE |
| Registration Number: | 4650770 | HR CERTIFICATION INSTITUTE |
| Registration Number: | 4535120 | HR CERTIFICATION INSTITUTE |
| Registration Number: | 4535119 | HR CERTIFICATION INSTITUTE |
| Registration Number: | 4268420 | HR BP |
| Registration Number: | 4268419 | HRMP |
| Registration Number: | 4007856 | PROFESSIONAL IN HUMAN RESOURCES |
| Registration Number: | 3416516 | GPHR |
| Registration Number: | 3421106 | SPHR |
| Registration Number: | 1703985 | PHR |

CORRESPONDENCE DATA

**TRADEMARK
REEL: 005642 FRAME: 0525**

Fax Number: 2023448300

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 202.344.4000

Email: hbmarkus@venable.com

Correspondent Name: Andrew D. Price

Address Line 1: P.O. Box 34385

Address Line 2: Venable LLP

Address Line 4: Washington, D.C. 20043

| | |
|--------------------------------|---------------|
| ATTORNEY DOCKET NUMBER: | 126886-370735 |
|--------------------------------|---------------|

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|---------------------------|-----------------|
| NAME OF SUBMITTER: | Halle B. Markus |
|---------------------------|-----------------|

| | |
|-------------------|-------------------|
| SIGNATURE: | /Halle B. Markus/ |
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| | |
|---------------------|------------|
| DATE SIGNED: | 10/09/2015 |
|---------------------|------------|

Total Attachments: 5

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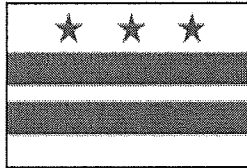
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GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

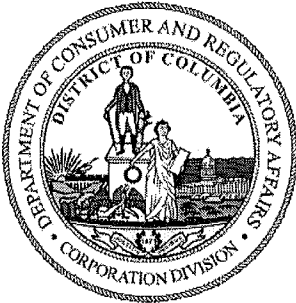
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this **CERTIFICATE OF CONVERSION** is hereby issued to:

HUMAN RESOURCE CERTIFICATION INSTITUTE, INC.

Effective Date: 6/30/2015

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 6/30/2015 11:19 AM

Business and Professional Licensing Administration



A handwritten signature in cursive script that reads 'Patricia E. Grays'.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Muriel Bowser
Mayor

Tracking #: dxbrN3dr

HUMAN RESOURCE CERTIFICATION INSTITUTE SUBSIDIARY LLC

STATEMENT OF CONVERSION TO A NONPROFIT CORPORATION

As of: June 30, 2015

1. The conversion (the "Conversion") of Human Resource Certification Institute Subsidiary LLC, a District of Columbia limited liability company (the "Converting Entity"), from a District of Columbia nonprofit limited liability company to a District of Columbia nonprofit corporation named "Human Resource Certification Institute, Inc." (the "Converted Entity") shall be effected pursuant to the Business Organizations Code of the District of Columbia (the "Code").
2. The Conversion shall be effective upon the date and time of filing of this Statement of Conversion with the Department of Consumer and Regulatory Affairs of the District of Columbia (the "Conversion Effective Time").
3. Attached hereto as **Exhibit A** are the Converted Entity's Articles of Incorporation, which are made a part hereof.
4. Upon the Conversion Effective Time, automatically and without the necessity of further action, the Converting Entity shall be converted to the Converted Entity.
4. The Plan of Conversion was approved in accordance with Section 29-204.05 of the Code and the other applicable provisions of Subchapter IV thereof.

[Signature page follows]

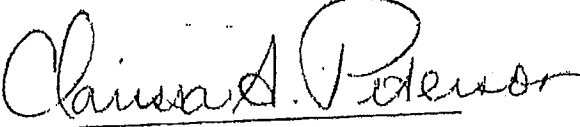
Dated: June 30, 2015


MANAGER/CHIEF EXECUTIVE OFFICER:

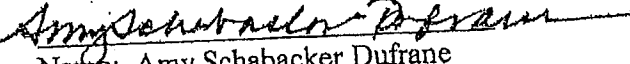

AMY SCHABACKER DUFRANE

MEMBER:

**HUMAN RESOURCE CERTIFICATION
INSTITUTE SUBSIDIARY LLC**

By: 
Name: Clarissa A. Peterson
Title: Chair of the Board of Directors

By: 
Name: Ronnie Charles
Title: Vice Chair of the Board of Directors

By: 
Name: Amy Schabacker Dufrane
Title: Chief Executive Officer

ARTICLES OF INCORPORATION
of
HUMAN RESOURCE CERTIFICATION INSTITUTE, INC.

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is the Human Resource Certification Institute, Inc.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The Corporation is hereby organized for the following purposes:

1. The Corporation is organized and shall be operated exclusively as a nonprofit trade association within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Code"). Specifically, and without limitation, the Corporation shall promote, further, and advance the human resources industry.

2. The Corporation shall have and may exercise, to the extent that they are not inconsistent with the purposes of the Corporation, any and all powers conferred upon corporations organized under the District of Columbia Nonprofit Corporation Act of 2010, as the same may be amended or supplemented (hereinafter referred to as the "Act"); provided, however that:

a. No part of the net earnings of the Corporation shall inure to the benefit of any directors or officers of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation and the Corporation may provide reasonable reimbursements and advances to such persons as permitted by law, and no director or officer of the Corporation, or any private person, shall be entitled to share in the distribution of any of the assets of the Corporation upon the dissolution of the Corporation; and

b. Notwithstanding any other provisions of these Articles, the Corporation is organized and at all times shall be operated exclusively as a Corporation not organized for profit, and the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(6) of the Code, and exempt from taxation under Section 501(a) of the Code.

FOURTH: The address, including street and number, of the registered agent of the Corporation in the District of Columbia is c/o CT Corporation System, 1015 15th Street NW, Suite 1000, Washington, DC 20005 and the name of the Corporation's registered agent at such address is CT Corporation System.

FIFTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Directors.

SIXTH: The Corporation shall have no members within the meaning of the Act.

SEVENTH: In the event of the termination, liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, all of the assets of the Corporation that remain after the payment or provision for payment of the obligations and liabilities of the Corporation shall be transferred in a manner approved by the Corporation's Board of Directors that is not inconsistent with the provisions of the Act, the Code, or any other applicable law or regulation.

EIGHTH: These Articles of Incorporation may be amended from time to time in any and as many respects as may be desired; provided: (i) that the Articles of Incorporation as amended may contain only such provisions as might be lawfully contained in original Articles of Incorporation; (ii) that any amendments to these Articles of Incorporation be adopted at a duly called meeting of the Board of Directors of the Corporation by no less than a majority of the directors in office; (iii) and that any such amendments are made in the manner and pursuant to the procedures prescribed by the Act.