

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2


ETAS ID: TM375498

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2015		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Keene Skills, Inc.		12/22/2015	CORPORATION: FLORIDA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	American Home Inspectors Training Institute, Ltd.		
<b>Street Address:</b>	20225 Water Tower Blvd, 4th Floor		
<b>City:</b>	Brookfield		
<b>State/Country:</b>	WISCONSIN		
<b>Postal Code:</b>	53045		
<b>Entity Type:</b>	CORPORATION: WISCONSIN		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4040702	QUICKCERT	
<b>Registration Number:</b>	4040703	ONCOURSE LEARNING	
<b>Registration Number:</b>	4037415	SPECIALIZED SOLUTIONS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2627831211		
<i>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.</i>			
<b>Phone:</b>	262 783-1300		
<b>Email:</b>	rkmp@rkmiplaw.com		
<b>Correspondent Name:</b>	Ryan Kromholz & Manion, S.C.		
<b>Address Line 1:</b>	Patrick J. Fleis		
<b>Address Line 2:</b>	PO Box 26618		
<b>Address Line 4:</b>	Milwaukee, WISCONSIN 53226-0618		
<b>ATTORNEY DOCKET NUMBER:</b>	2403.22954, 55, 56		
<b>NAME OF SUBMITTER:</b>	Barbara Mueller		
<b>SIGNATURE:</b>	/Barbara Mueller/		
<b>DATE SIGNED:</b>	03/03/2016		
<b>Total Attachments: 7</b>			

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# State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on December 23, 2015, effective December 31, 2015, for AMERICAN HOME INSPECTORS TRAINING INSTITUTE, LTD. INC., the surviving Wisconsin entity, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H15000303004 and this certificate issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is F04000002107.

Authentication Code: 415A00026933-122815-F04000002107-1/1

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-eighth day of December, 2015



*Ken Detzner*  
Ken Detzner  
Secretary of State

TRADEMARK

REEL: 005745 FRAME: 0511

**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
American Home Inspectors Training Institute, Ltd. Wisconsin		F04000002107

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Keen Skills, Inc.	Florida	P02000127924

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 12 / 31 / 15 / 11:59 p.m. EST (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Fifth:** Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 22, 2015.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 22, 2015.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

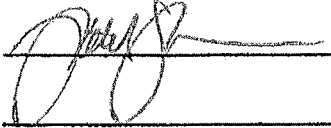
Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

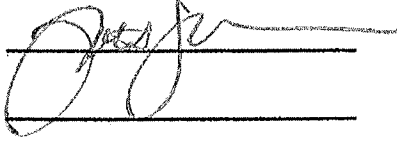
American Home Inspectors

Training Institute, Ltd.



Patrick Sheahan, President

Keen Skills, Inc.



Patrick Sheahan, President

**PLAN AND AGREEMENT OF MERGER**  
of  
**Keen Skills, Inc.**  
with and into  
**American Home Inspectors Training Institute, Ltd.**

THIS PLAN AND AGREEMENT OF MERGER (hereinafter this "Agreement"), is made and entered into as of December 22, 2015, by and between Keen Skills, Inc., a Florida corporation (hereinafter referred to as "Keen"), and American Home Inspectors Training Institute, Ltd., a Wisconsin corporation (hereinafter referred to as "AHIT," and with Keen hereinafter sometimes collectively referred to as the "Constituent Companies").

WITNESSETH:

WHEREAS, Keen is a corporation duly organized and existing under the laws of the State of Florida, and AHIT is a corporation duly organized and existing under the laws of the State of Wisconsin; and

WHEREAS, the Boards of Directors of the Constituent Companies deem it advisable that Keen be merged into AHIT pursuant to this Agreement, and the Constituent Companies respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the State of Wisconsin.

NOW, THEREFORE, the Constituent Companies hereby agree in accordance with the applicable provisions of the laws of the State of Wisconsin that Keen shall be merged into AHIT, which shall continue its existence and be the entity surviving the merger (AHIT hereinafter sometimes referred to as the "Surviving Company"), upon the following terms and conditions of the merger hereby agreed upon (hereinafter referred to as the "Merger"):

**ARTICLE I**  
**EFFECTIVE TIME OF MERGER**

At the effective time of the Merger, the separate existence of Keen shall cease, and Keen shall be merged into the Surviving Company. Consummation of the Merger shall be deemed effective at 11:59 p.m. EST on the 31<sup>st</sup> day of December, 2015.

**ARTICLE II  
GOVERNING LAW; ARTICLES OF INCORPORATION**

The laws of the State of Wisconsin shall govern the Surviving Company. The Articles of Incorporation of AHIT shall, at the effective time of the Merger, remain in effect, as the Articles of Incorporation of the Surviving Company, until the same shall be further amended or altered in accordance with the provisions thereof.

**ARTICLE III  
BY-LAWS**

The By-Laws of AHIT at the effective time of the Merger shall be the By-Laws of the Surviving Company until altered or amended in accordance with the provisions thereof.

**ARTICLE IV  
DIRECTORS AND OFFICERS**

The Directors and Officers of AHIT at the effective time of the Merger shall be and remain the Directors and Officers of the Surviving Company, and they shall hold their office until their respective successors are duly elected and qualified.

**ARTICLE V  
TREATMENT OF SHARES IN THE MERGER**

The mode of carrying into effect the Merger is as follows:

1. Keen Skills, Inc. Common Stock. Each outstanding share of Keen stock shall be extinguished.
2. Surrender of Certificates. After the effective time of the Merger, each holder of an outstanding certificate or certificates representing shares of Keen stock shall surrender such certificates to the Surviving Company for cancellation.

**ARTICLE VI  
TRANSFER OF ASSETS; ASSUMPTION OF LIABILITIES**

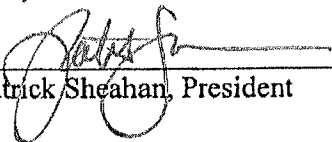
From and after the effective time of the Merger, the Surviving Company shall be liable and responsible for all the liabilities and obligations of the Constituent Companies.

**ARTICLE VII  
EFFECT OF THE MERGER**

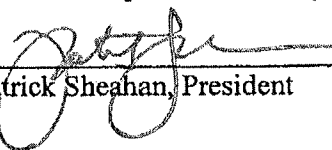
At the effective time of the Merger, the Surviving Company shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, franchises and powers both of a public and a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Companies, and all the rights, privileges, immunities and powers of each of the Constituent Companies and all property, real, personal and mixed, and all debts due to either Constituent Company on whatever account, and all other property and rights belonging to each of said corporations, shall be vested in the Surviving Company.

This Agreement has been signed by an authorized officer of the Constituent Companies, all as of the day and year first above written.

Keen Skills, Inc.

By:   
Patrick Sheahan, President

American Home Inspectors Training Institute, Ltd.

By:   
Patrick Sheahan, President





December 28, 2015

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

AMERICAN HOME INSPECTORS TRAINING INSTITUTE, LTD. INC.  
N19 W24075 RIVERWOOD  
STE 200  
WAUKESHA, WI 53188

Re: Document Number F04000002107

The Articles of Merger for AMERICAN HOME INSPECTORS TRAINING INSTITUTE, LTD. INC., the surviving Wisconsin entity were filed on December 23, 2015, effective December 31, 2015.

The certification you requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H15000303004.

Should you have any questions regarding this matter, please feel free to telephone (850) 245-6838, the Amendment Section.

Cheryl R McNair  
Regulatory Specialist II  
Division of Corporations

Letter Number: 415A00026933

P.O. BOX 6327 - Tallahassee, Florida 32314