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JUN 13 2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Quest International *6-13-02*

- Individual(s)
- General Partnership
- Corporation-State Ohio
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: October 3, 2000

2. Name and address of receiving party(ies)

Name: International Youth Foundation

Internal

Address: _____

Street Address: 32 South Street, Suite 500

City: Baltimore State: MD Zip: 21202

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Illinois
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

(see attached)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Nancy Oliver LeSourd

Internal Address: Gannon & Grange, P.C.

Street Address: 8280 Greensboro Drive, 7th Fl.

City: McLean State: VA Zip: 22102

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

William S. Reep

Name of Person Signing

[Signature]

Signature

4/23/02

Date

Total number of pages including cover sheet, attachments, and document. 7

06/28/2002 BYVME 00000123 1672125

01 FC:481
02 FC:482

40.00 DP
125.00 DP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 2534 FRAME: 0760

List of Trademark Registrations Conveyed
by QUEST INTERNATIONAL to INTERNATIONAL YOUTH FOUNDATION

<u>Trademark</u>	<u>Int'l. Class</u>	<u>Registration No.</u>	<u>Date of Registration</u>
QUEST	41	1,672,125	January 14, 1992
QUEST INTERNATIONAL	41	1,675,380	February 11, 1992
LIONS-QUEST	41	2,086,110	August 5, 1997
LIONS-QUEST	16	2,210,069	December 15, 1998
SKILLS FOR GROWING	16	2,095,311	September 9, 1997
SKILLS FOR ACTION	16	2,095,310	September 9, 1997

[K:\0346\TRADEMAR\02QuestTMs.wpd]

JESSE WHITE
Secretary of State
State of Illinois

JO1004328
File # 5590-700-5 Page 6 of 16

Submit in Duplicate

Remit payment in check or money
order, payable to "Secretary of
State."

ARTICLES OF MERGER
OR CONSOLIDATION

under the

General Not For Profit Corporation Act

This Space For Use By Secretary of State	
Date	12/11/00
Filing Fee	\$25.00
Approved	

DO NOT SEND CASH!
Filing Fee \$25.00

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986" the undersigned corporations hereby adopt the following Articles of Merger or Consolidation. (Strike inapplicable word.)

1. Names of the corporations proposing to ~~consolidate~~ ^{merge}, and the state or country of their incorporation are:

Name of Corporation	State or Country of Incorporation	File Number
<u>International Youth Foundation</u>	<u>ILLINOIS</u>	<u>5590-700-5</u>
<u>Quest International</u>	<u>OHIO</u>	

2. The laws of the state or country under which each corporation is incorporated permit such merger or consolidation.

3. The name of the ~~new~~ ^{surviving} corporation: International Youth Foundation

and it shall be governed by the laws of: ILLINOIS

4. The plan of ~~consolidation~~ ^{merger} is as follows:

(If space is insufficient, attach additional pages size 8 1/2 x 11.)

See Attached.

FILED

DEC 11 2000

JESSE WHITE
SECRETARY OF STATE

BOX 170

5. The plan of ~~consolidation~~ merger was approved, (a) as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(Please indicate the manner by which the plan was approved by inserting the comparable letter in the box following each corporate name.)

- A. By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors. (§ 111.15)
- B. By written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act. (§ 108.45 & § 111.15)
- C. At a meeting of members by the affirmative vote of members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws (§ 111.20)
- D. By written consent, signed by members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws, in compliance with Section 107.10 of this Act. (§ 107.10 & § 111.20)

NAME OF CORPORATION

MANNER

International Youth Foundation

BOX 170

3. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

Not Applicable

It is agreed that, upon and after the issuance of a certificate of merger or consolidation by the Secretary of State of the State of Illinois:

- a. The surviving or new corporation may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is party to such merger or consolidation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving or new corporation to accept service of process in any such proceeding.

7. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated December 4th, 2000
 (Month & Day) (Year)

attested by N.M. Mohanlal
 (Signature of Secretary or Assistant Secretary)

DON MOHANLAL - SECRETARY
(Type or Print Name and Title)

International Youth Foundation
 (Exact Name of Corporation)

by William S. Reese
 (Signature of President or Vice President)

WILLIAM S. REESE -
 (Type or Print Name and Title)
CHIEF OPERATING OFFICER
 Quest International
 (Exact Name of Corporation)

Dated December 4th, 2000
 (Month & Day) (Year)

attested by N.M. Mohanlal
 (Signature of Secretary or Assistant Secretary)

DON MOHANLAL - SECRETARY
(Type or Print Name and Title)

by Michael A. Buscemi
 (Signature of President or Vice President)

MICHAEL A. BUSCEMI - PRESIDENT
(Type or Print Name and Title)

Dated _____, _____
 (Month & Day) (Year)

attested by BOX 170
 (Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

by _____
 (Signature of President or Vice President)

(Type or Print Name and Title)
TRADEMARK

**PLAN OF MERGER
INTERNATIONAL YOUTH FOUNDATION
QUEST INTERNATIONAL**

WHEREAS, International Youth Foundation, an Illinois nonprofit corporation having its current principal office at 32 South Street, Suite 500, Baltimore, MD ("IYF"), has worked in cooperation with Quest International, an Ohio nonprofit corporation having its current principal office at 1984 Coffman Road, Newark, OH ("Quest"); and

WHEREAS, the IYF and Quest Boards of Directors have determined that it will promote the efficient and effective accomplishment of their respective tax-exempt purposes to operate IYF and Quest as one nonprofit entity and to merge Quest into IYF;

NOW THEREFORE, the Board of Directors of IYF and Quest hereby adopt this Agreement of Merger of Quest into IYF.

1. Quest shall be merged into IYF, and the corporate existence of Quest shall cease. The corporate existence of IYF shall continue under the name International Youth Foundation, and IYF shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and IYF shall become subject to all the debts and liabilities of the constituent corporations. Additionally, the Quest International Retirement Plan shall be merged into the International Youth Foundation Retirement Plan, and the Quest International Retirement Savings Plan shall be merged into the International Youth Foundation Retirement Savings Plan.

2. Any and all donor or other restrictions on Quest assets shall be retained by IYF after the merger.

3. The address of the principal office of IYF in the State of Illinois shall be 208 South LaSalle Street, Chicago, IL 60604.

4. IYF hereby consents that it may be sued and served with process in the State of Ohio in any proceeding for the enforcement of any obligation of Quest. The Secretary of State of Ohio is hereby irrevocably appointed to accept service of process in any such proceeding.

5. The purposes of the surviving corporation, IYF, shall be charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including supporting programs which will help youth within and outside the United States develop skills in learning and living, including skills related to improvement of personal health, alleviation of poverty, elimination of drug abuse, and improvement of education and other conditions which put youth at a disadvantage.

6. The names and addresses of the directors and officers of the surviving corporation shall be:

Directors:

David Bell, Chair, Pearson PLC, 3 Burlington Gardens, London, United Kingdom
Arnold Langbo, Vice Chair, Kellogg Company, 1 Kellogg Square, Battle Creek, Michigan
Sten Akestam, Linnegatan 52, S-11454 Stockholm, Sweden
Maria Livanos Cattau, Int'l Chamber of Commerce, 38, Cours Albert 1er, Paris, France
Inonge M. Lewanika, P.O. Box 910112, Mongu, Zambia
Jaime Augusto Zobel de Ayala II, Ayala Corporation, 34th Floor-Tower One, Ayala Triangle-Ayala Avenue, Makati City, Philippines
Sari Baldauf, Nokia Network, Keilalahdentie 4, Espoo, Finland



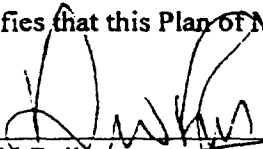
Rick Little, International Youth Foundation, 32 South Street, Suite 500, Baltimore, Maryland

Corporate Officers:

- Rick Little, President and CEO, 32 South Street, Suite 500, Baltimore, Maryland
- William Reese, Chief Operations Officer, 32 South Street, Suite 500, Baltimore, Maryland
- Francisco J. Ramirez, Chief Financial Officer, 32 South Street, Suite 500, Baltimore, Maryland
- Don Mohanlal, Secretary and Treasurer, 32 South Street, Suite 500, Baltimore, Maryland

- The current Articles of Incorporation and Bylaws of IYF shall be the governing documents of the surviving corporation.
- The Articles of Merger shall be filed with the Illinois Secretary of State. The Certificate of Merger shall be filed with the Ohio Secretary of State.
- The effective date of this Plan of Merger shall be December 31, 2000.

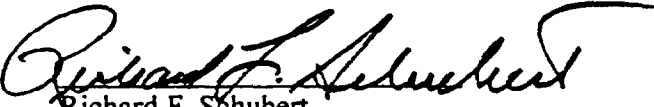
IN WITNESS WHEREOF, the undersigned authorized representative of International Youth Foundation certifies that this Plan of Merger was duly adopted at the 3 October 2000 meeting of the Board of Directors.



 David Bell
 Chairman, International Youth Foundation

October 3 2000
 Date

IN WITNESS WHEREOF, the undersigned authorized representative of Quest International certifies that this Plan of Merger was duly adopted at the 3 October, 2000 meeting of its Board of Directors.



 Richard F. Schubert
 Chairman, Quest International

Oct 3, 2000
 Date

H:\FINMERGER PLAN

BOX 170