

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM375478

<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>
ProSchools, Inc.		12/22/2015	CORPORATION: OREGON
<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: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3585206	PROSCHOOLS	
<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>	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>	2403.22953		
<b>NAME OF SUBMITTER:</b>	Barbara Mueller		
<b>SIGNATURE:</b>	/Barbara Mueller/		
<b>DATE SIGNED:</b>	03/03/2016		
<b>Total Attachments: 12</b>			
source=1 Articles of Merger OR - ProSchools Inc - AHIT#page1.tif			
source=1 Articles of Merger OR - ProSchools Inc - AHIT#page2.tif			
source=1 Articles of Merger OR - ProSchools Inc - AHIT#page3.tif			

OP \$40.00 3585206

source=1 Articles of Merger OR - ProSchools Inc - AHIT#page4.tif  
source=1 Articles of Merger OR - ProSchools Inc - AHIT#page5.tif  
source=1 Articles of Merger OR - ProSchools Inc - AHIT#page6.tif  
source=1 Articles of Merger OR - ProSchools Inc - AHIT#page7.tif  
source=1 Articles of Merger WI - ProSchools - AHIT#page1.tif  
source=1 Articles of Merger WI - ProSchools - AHIT#page2.tif  
source=1 Articles of Merger WI - ProSchools - AHIT#page3.tif  
source=1 Articles of Merger WI - ProSchools - AHIT#page4.tif  
source=1 Articles of Merger WI - ProSchools - AHIT#page5.tif

088461-15

088461-15

FILED

12/23/2015 11:59 AM 000001 #3276  
0010  
OREGON BUSINESS REG \$275.00  
SECRETARY OF STATE CHECK \$275.00

ARTICLES OF MERGER

American Home Inspectors Training Institute, Ltd., a Wisconsin corporation and the surviving corporation in a merger with are ProSchools, Inc., an Oregon corporation, effected pursuant to ORS 60.481-60.501, submits the following articles of merger for filing pursuant to ORS 60.494:

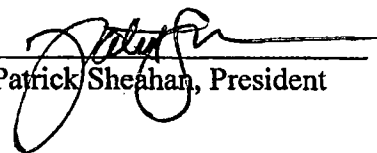
1. The names of the constituent corporations in the merger are ProSchools, Inc. an Oregon corporation (Oregon Registry No. 088461-15), and American Home Inspectors Training Institute, Ltd., a Wisconsin corporation (Wisconsin Entity ID A031432).
2. The surviving corporation in the merger is American Home Inspectors Training Institute, Ltd.
3. A copy of the plan of merger is attached as Exhibit A.
4. The plan of merger is not required to be approved by the holders of common stock of American Home Inspectors Training Institute, Ltd. pursuant to ORS 60.487(7).
5. The plan of merger was approved by the sole holder of common stock of ProSchools, Inc. voting as a single voting group, such approval being the only shareholder approval required on the part of ProSchools, Inc. On the date of the shareholder vote, 200 shares of common stock of ProSchools, Inc. were outstanding, all of which were entitled to be cast with respect to approval of the merger. The sole shareholder unanimously voted for and approved the plan of merger.
6. The merger will be effective as of December 31, 2015 at 11:59 p.m. EST.

IN WITNESS WHEREOF, the undersigned constituent corporations have executed these articles of merger on December 22, 2015.

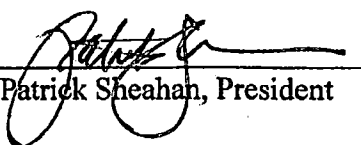
PROSCHOOLS, INC.

AMERICAN HOME INSPECTORS TRAINING INSTITUTE, LTD.

By:

  
Patrick Sheahan, President

By:

  
Patrick Sheahan, President

Person to contact about this filing: JB Koening, (414) 276-5000.

PROSCHOOLS, INC.



8846115-1664 TRADEMARK

REEL: 005745 FRAME: 0434

**EXHIBIT A**  
**MERGER PLAN**

See attached.

**MERGER PLAN**  
of  
**ProSchools, Inc.**  
with and into  
**American Home Inspectors Training Institute, Ltd.**

THIS MERGER PLAN (hereinafter this "Plan"), is made and entered into as of December 22, 2015, by and between ProSchools, Inc., an Oregon corporation (hereinafter referred to as "ProSchools"), and American Home Inspectors Training Institute, Ltd., a Wisconsin corporation (hereinafter referred to as "AHIT," and with ProSchools hereinafter sometimes collectively referred to as the "Constituent Companies").

WITNESSETH:

WHEREAS, ProSchools is a corporation duly organized and existing under the laws of the State of Oregon, 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 ProSchools be merged into AHIT pursuant to this Plan, and the Constituent Companies respectively desire to so merge pursuant to this Plan 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 ProSchools 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 ProSchools shall cease, and ProSchools 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. ProSchools, Inc. Common Stock. Each outstanding share of ProSchools 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 ProSchools stock shall surrender such certificates to the Surviving Company for cancellation.

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

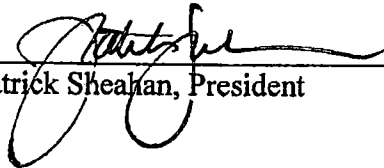
From and after the effective time of the Merger, the Surviving Company shall be liable and responsible for all the liabilities and obligations of the Constituent Companies.

**ARTICLE VII  
EFFECT OF THE MERGER**

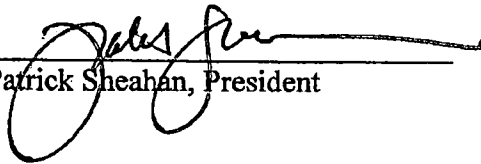
At the effective time of the Merger, the Surviving Company shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, franchises and powers both of a public and a private nature, and be subject to all the restrictions, disabilities and duties of each 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 Plan has been signed by an authorized officer of the Constituent Companies, all as of the day and year first above written.

ProSchools, Inc.

By:   
Patrick Sheahan, President

American Home Inspectors Training Institute, Ltd.

By:   
Patrick Sheahan, President

PROSCHOOLS, INC.

WRITTEN CONSENT IN LIEU OF SPECIAL JOINT MEETING  
OF THE SOLE SHAREHOLDER AND BOARD OF DIRECTORS

The undersigned, being the sole Shareholder and the sole Director of ProSchools, Inc. (the "Corporation"), by their signatures hereto, do hereby consent to and approve the adoption of the following resolutions with the same effect as though adopted by unanimous vote at a special joint meeting of the sole Shareholder and Board of Directors of the Corporation duly called and held:

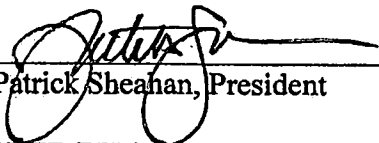
BE IT RESOLVED, that the proposed Merger Plan (the "Merger Plan") of the Corporation and American Home Inspectors Training Institute, Ltd., a Wisconsin corporation ("AHIT"), wherein the Corporation is merged with and into AHIT, a copy of which is attached hereto as Exhibit A, be, and the same hereby is, confirmed, ratified and approved upon the terms and conditions stated therein; and

BE IT FURTHER RESOLVED, that any officer of the Corporation be, and they hereby are, authorized, empowered and directed to execute the Merger Plan, the Articles of Merger attached hereto as Exhibit B, and all documents relating thereto in the name of and on behalf of the Corporation, and to file such documents and take all such actions as they deem necessary or advisable to effectuate the Merger Plan, the Articles of Merger and the transactions contemplated therein.

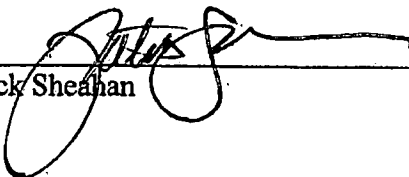
Dated effective as of December 22, 2015.

APPROVED BY SOLE SHAREHOLDER:

ProSchools Acquisition Company

By:   
Patrick Sheahan, President

APPROVED BY SOLE DIRECTOR:

  
Patrick Sheahan



AMERICAN HOME INSPECTORS TRAINING INSTITUTE, LTD.

WRITTEN CONSENT IN LIEU OF SPECIAL JOINT MEETING

OF THE SOLE SHAREHOLDER AND BOARD OF DIRECTORS

The undersigned, being the sole Shareholder and the sole Director of American Home Inspectors Training Institute, Ltd. (the "Corporation"), by their signatures hereto, do hereby consent to and approve the adoption of the following resolutions with the same effect as though adopted by unanimous vote at a special joint meeting of the sole Shareholder and Board of Directors of the Corporation duly called and held, which authority exists under Sections 180.0704 and 180.0821 of the Wisconsin Statutes:

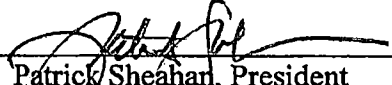
BE IT RESOLVED, that the proposed Merger Plan (the "Merger Plan") of the Corporation and ProSchools, Inc., an Oregon corporation ("ProSchools"), wherein ProSchools is merged with and into the Corporation, a copy of which is attached hereto as Exhibit A, be, and the same hereby is, confirmed, ratified and approved upon the terms and conditions stated therein; and

BE IT FURTHER RESOLVED, that any officer of the Corporation be, and they hereby are, authorized, empowered and directed to execute the Merger Plan, the Articles of Merger attached hereto as Exhibit B, and all documents relating thereto in the name of and on behalf of the Corporation, and to file such documents and take all such actions as they deem necessary or advisable to effectuate the Merger Plan, the Articles of Merger and the transactions contemplated therein.

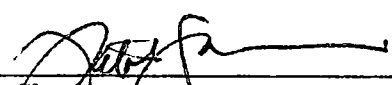
Dated effective as of December 22, 2015.

APPROVED BY SOLE SHAREHOLDER:

OnCourse Learning Corporation

By:   
Patrick Sheahan, President

APPROVED BY SOLE DIRECTOR:

  
Patrick Sheahan

ONLINE  
PYMT

**FILING FEE \$150.00**  
 **OPTIONAL EXPEDITED SERVICE** + \$25.00

**DO NOT STAPLE**

Sec. 180.11045  
and 180.1105,  
Wis. Stats.

State of Wisconsin  
**DEPARTMENT OF FINANCIAL INSTITUTIONS**  
Division of Corporate & Consumer Services



**ARTICLES OF MERGER**  
Domestic and Foreign For-Profit Corporations

**1. Non-Surviving Parties to the Merger:**

Corporation Name: ProSchools Acqulsition Company	STATE OF WISCONSIN FILED	Organized under the laws of Delaware (state or country)
	DEC 29 2015 DEPARTMENT OF FINANCIAL INSTITUTIONS	

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

Yes  No

**IMPORTANT:** If you answer yes, the surviving entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the merger. **NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://ww2.revenue.wi.gov/internet/merger.html>

Corporation Name: ProSchools, Inc.	Organized under the laws of Oregon (state or country)
---------------------------------------	--

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

Yes  No

**IMPORTANT:** If you answer yes, the surviving entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the merger. **NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://ww2.revenue.wi.gov/internet/merger.html>

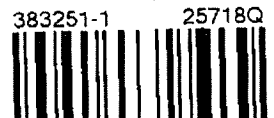
Schedule more non-surviving parties as an additional page and indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate.

**2. Surviving Corporation:**

Corporation Name: American Home Inspectors Training Institute, Ltd.	Organized under the laws of Wisconsin (state or country)
--	---

**3. Indicate below if the surviving corporation is an indirect wholly owned subsidiary or parent:**

- The surviving corporation is a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with sec. 180.11045 and the requirements of sec. 180.11045(2) have been satisfied.
- The surviving corporation is not a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent.



DFI/CORP/2001 (05/15)

4. The plan of merger has been approved and adopted by each corporation that is a party to the merger as required under sec. 180.1103 or 180.1104, Wis. Stats., as applicable.

5. A. The articles of incorporation of the surviving corporation are amended as follows:

[Empty rectangular box for amending articles of incorporation]

OR

B. If there are no amendments, indicate the name of the corporation that is a party to the merger whose articles of incorporation will be the articles of incorporation of the surviving corporation:

American Home Inspectors Training Institute, Ltd.

6. The executed plan of merger is on file at the principal place of business of the surviving corporation.

7. The surviving corporation will provide a copy of the plan of merger, upon request and without cost, to any shareholder of a corporation that was a party to the merger or, upon payment to the surviving corporation of an amount equal to the cost of producing the copy, to any other interested person.

8. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on 12/31/2015 (date) at 11:59 pm EST (time).

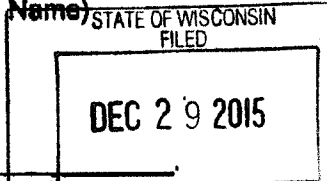
(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by sec.180.0123.

9. Executed on 12/23/15 (date) by the surviving corporation on behalf of all parties to the merger.

Mark (X) below the title of the person executing the document.

Title:  President OR  Secretary or other officer title \_\_\_\_\_

[Signature]  
(Signature)  
Patrick Sheahan  
(Printed Name)



This document was drafted by: J.B. Koenings, Esq.  
(Name the individual who drafted the document)

**SCHEDULE TO ARTICLES OF MERGER**

**1. Additional Non-Surviving Parties to the Merger:**

Corporation Name: Keen Skills, Inc.	Organized under the Laws of: Florida
--	---

Does the above named-non-surviving party have a fee simple ownership in any Wisconsin real estate?

Yes       No

Fee simple ownership interest  Yes  No (for DFI use only)

ARTICLES OF MERGER

Domestic and Foreign Business Corporations

┌

J.B. Koenings, Esq.

O'Neil, Cannon, Hollman, DeJong & Laing S.C.

111 East Wisconsin Avenue, Suite 1400

Milwaukee, Wisconsin 53202

└

▲ Enter your return address within the bracket above.

Phone number during the day: (414 ) 276 - 5000

INSTRUCTIONS (Ref. Sec. 180.11045 and 180.1105, Wis. Stats. for document content)

Please use BLACK ink. Submit one original along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under 180.0103(16).		
Mailing Address: State of WI – Dept. of Financial Institutions Box 93348 Milwaukee WI 53293-0348	Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 201 W. Washington Ave – Suite 300 Madison WI 53703	Phone: 608-261-7577 TTY: 711

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the corporation name and state or country of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in sec.180.0103 (9), Wis. Stats. Select yes or no to indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.
2. Enter the corporation name (prior to any amendment to change the name) and state or country of organization of the surviving corporation.
3. Indicate whether the surviving corporation is an indirect wholly owned subsidiary or parent. See sec. 180.11045, Wis. Stats. for requirements. See sec. 180.11045(1)(b), Wis. Stats. for definition.
4. This statement is required per sec. 180.1105 (1)(cm) of the Wis. Stats.
5. A. OR B. Indicate any amendments to the articles of incorporation of the surviving corporation in section A. If there are no amendments, indicate the name of the corporation that is a party to the merger whose articles of incorporation will be the articles of incorporation of the surviving corporation in section B.
6. This statement is required per sec. 180.1105(f) of the Wis. Stats.
7. This statement is required per sec. 180.1105(g) of the Wis. Stats.
8. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
9. Enter the date of execution and the name and title of the person signing the document. If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.



For Office



**State of Wisconsin**  
**Department of Financial Institutions**

***Endorsement***

**ARTICLES OF MERGER Domestic and Foreign For-Profit Corporations - Ch. 180**

**AMERICAN HOME INSPECTORS TRAINING INSTITUTE, LTD.**

**Received Date: 12/23/2015**

**Filed Date: 12/29/2015**

**Filing Fee: \$150.00**

**Expedited Fee: \$25.00**

**Entity ID#: A031432**

**Total Fee: \$175.00**

Articles of Merger, merging 3 unlicensed foreign Corps (Non-Survivors) into AMERICAN HOME INSPECTORS TRAINING INSTITUTE, LTD. (a WI domestic Corp)(Chap 180)(Survivor)

Effective Date: December 31, 2015

FSOI: On all three non-survivors; NO

OOS# 201512234581449