

04-16-2001



101675054

Handwritten notes: RE, 11/20/00, 3-12-01

Stamp: NOV 20 1997

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
June 1, 1997

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name SCRIPTURE PRESS PUBLICATIONS INCORPORATED

Formerly _____

Handwritten: 2168460

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name COCK COMMUNICATIONS MINISTRIES

DBA/AKA/TA _____

Composed of _____

Address (line 1) 4050 LEE VANCE VIEW

Address (line 2) _____

Address (line 3) COLORADO SPRINGS COLORADO 80918
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Illinois

12/11/2000 DRYRNE 00000082 2168460
01 FD:481 40.00 DP

FOR OFFICE USE ONLY

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

| | | | | | |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Bruce J. Adair

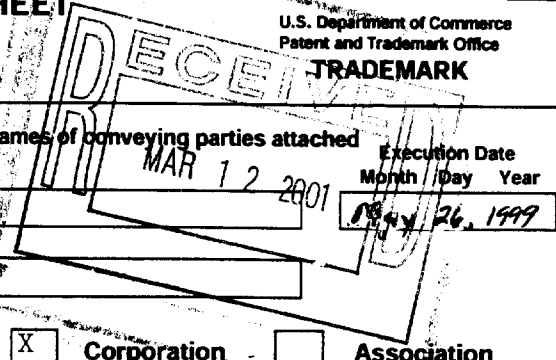
11-15-2000

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**



Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month / Day / Year
APR / 26 / 1999

Name

Formerly

- Individual
 General Partnership
 Limited Partnership
 Corporation
 Association
 Other
 Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual
 General Partnership
 Limited Partnership
 If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)
 Corporation
 Association
 Other
 Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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| <input type="text" value="1220849"/> | <input type="text" value="2063278"/> | <input type="text" value="2395655"/> |
| <input type="text" value="2395520"/> | <input type="text" value="1429432"/> | <input type="text" value="2343149"/> |
| <input type="text" value="2173230"/> | <input type="text" value="1613831"/> | <input type="text" value="2323685"/> |
| <input type="text" value="1619843"/> | <input type="text" value="1652629"/> | <input type="text" value="1627076"/> |
| <input type="text" value="2391443"/> | <input type="text" value="2298145"/> | <input type="text" value="1277440"/> |
| <input type="text" value="1617602"/> | <input type="text" value="2314577"/> | <input type="text" value="2379500"/> |

04/13/2001 JJALLAHZ 00000002 2168460
 01 FD: 481 40.00 DP
 02 FD: 482 1700.00 DP

TRADEMARK REGISTRATION NUMBERS

DAVID C. COOK PUBLISHING CO.

| | | | | |
|---------|---------|---------|---------|---------|
| 1680779 | 2103358 | 2296206 | 1614859 | 1618754 |
| 1613830 | 1680780 | 2275284 | 1618752 | 1618756 |
| 1617603 | 947382 | 2371834 | 1155544 | 1747952 |
| 2314582 | 2343206 | | | |

SCRIPTURE PRESS PUBLICATIONS

| | | | | |
|---------|---------|---------|---------|---------|
| 2343149 | 1600778 | 1134113 | 1446076 | 2232887 |
| 797500 | 1473120 | 1897181 | 2300919 | 1510082 |
| 2035420 | 1148773 | 2392917 | 2395054 | 232383 |
| 1498070 | 1545347 | 1235268 | 1428366 | 1305501 |
| 1764464 | 344366 | 1764466 | 1650117 | 1999545 |
| 1494212 | 362105 | 1391721 | 1195715 | 1513351 |
| | 1962309 | | | |

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # 0244-231-1

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

SUBMIT IN DUPLICATE

FILED

This space for use by
Secretary of State

Date 5-29-97

Filing Fee \$ 100.

Approved:
[Signature]

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or consolidation of more than 2 corporations, \$50 for each additional corporation.

MAY 29 1997

GEORGE H. RYAN
SECRETARY OF STATE

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

| Name of Corporation | State or Country Of Incorporation | Corporation File No. |
|---|-----------------------------------|----------------------|
| <u>Scripture Press Publications, Inc.</u> | <u>Delaware</u> | <u>E 5007-9-775</u> |
| <u>David C. Cook Publishing Co.</u> | <u>Illinois</u> | <u>0244-231-1</u> |
| | | |
| | | |

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

3. (a) Name of the ~~new~~^{surviving} corporation: David C. Cook Publishing Co.
~~acquiring~~

(b) it shall be governed by the laws of: Illinois

4. Plan of ~~consolidation~~^{merger} is as follows: SEE EXHIBIT A
~~exchange~~

If not sufficient space to cover this point, add one or more sheets of this size.

EXPEDITED

MAY 29 1997

merger

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

(The following items are not applicable to mergers under §11.30 —90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action in accordance with § 7.10 & § 11.20

Name of Corporation

| | | | |
|------------------------------|--------------------------|--------------------------|-------------------------------------|
| David C. Cook Publishing Co. | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

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

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

* The subsidiary is 100% owned by David C. Cook Publishing Co.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

| Name of Corporation | Total Number of Shares Outstanding of Each Class | Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation |
|---------------------|--|--|
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 19 _____.

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. 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 May 27, 19 97

attested by *Bruce J. Adair*
(Signature of Secretary or Assistant Secretary)

Bruce J. Adair, Secretary
(Type or Print Name and Title)

Dated May 27, 19 97

attested by *Bruce J. Adair*
(Signature of Secretary or Assistant Secretary)

Bruce J. Adair, Secretary
(Type or Print Name and Title)

Dated _____, 19 _____

attested by _____
(Signature of Secretary or Assistant Secretary)

David C. Cook Publishing Co.

(Exact Name of Corporation)
by *David L. Mehlis*
(Signature of President or Vice President)

David L. Mehlis, President
(Type or Print Name and Title)

Scripture Press Publications, Inc.

(Exact Name of Corporation)
by *David L. Mehlis*
(Signature of President or Vice President)

David L. Mehlis, President
(Type or Print Name and Title)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

State of Illinois

Office of

The Secretary of State

Whereas,

ARTICLES OF MERGER OF
DAVID C. COOK PUBLISHING CO.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 29TH day of MAY A.D. 19 97 and of the Independence of the United States the two hundred and 21ST



George H. Ryan

Secretary of State



Cook Communications Ministries

4050 Lee Vance View, Colorado Springs, CO 80918

DAVID C. COOK PUBLISHING CO. CERTIFICATE OF SECRETARY AS TO CORPORATE RESOLUTIONS


I, Bruce J. Adair, the duly elected Secretary of David C. Cook Publishing Co., an Illinois corporation (the "Corporation"), do hereby certify that the following resolutions were duly adopted at a duly-constituted meeting of the Board of Directors of the Corporation held on May 26, 1999, at which meeting a quorum was present and voting throughout, to-wit:

RESOLVED, that the corporation declares a dividend of certain of its Assets listed on Exhibit A hereto to its sole shareholder, Cook Communications Ministries, an Illinois not-for-profit corporation, payable on a date at the direction of the officers of the Company, but before the closing of any transaction of the DaySpring Division.

Additionally, that any two officers including President David L. Mehlis, Secretary Bruce J. Adair and Treasurer David R. Hachtel, be and they are hereby authorized to sell, assign, transfer and/or deliver any and all stocks, bonds or other securities now or hereafter registered in the name of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation

August 22, 2000


Secretary

**Board of Directors Meeting
David C. Cook Publishing Co.
May 26, 1999**

David L. Mehlis, President of the corporation, acted as Chairman of the meeting and Bruce J. Adair, Vice President and Secretary of the corporation, acted as Secretary of the meeting.

The Chairman stated that a quorum of members of the Board of Directors was present and declared the meeting competent to proceed to the business for which it was called.

Approval of Minutes: Joe Koch moved that the minutes of the October 28, 1998 meeting be accepted. Tom Boodell seconded the motion. The motion carried unanimously.

Review "Best Offer" for DaySpring Sale: David Mehlis recapped the offers received for the purchase of DaySpring. He reviewed the changes in the offers of the four final bidders.

A discussion followed regarding the proposed sale of the DaySpring Division of the Company to H.A., Inc., a Delaware corporation, and the declaration of a dividend of certain assets of the corporation as set forth on Exhibit A attached hereto and incorporated herein by this reference (hereinafter referred to as the "Assets") to its sole shareholder, Cook Communications Ministries, an Illinois not-for-profit corporation. The transaction with H.A., Inc. would take the form of a sale of all the shares of the Company to H.A., Inc. preceded by an assignment of all the assets unrelated to DaySpring to the parent Company, Cook Communications Ministries. These are the assets listed in Exhibit A. Following extensive discussion, on motion, duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that the corporation declares a dividend of certain of its Assets listed on Exhibit A hereto to its sole shareholder, Cook Communications Ministries, an Illinois not-for-profit corporation, payable on a date at the direction of the officers of the Company, but before the closing of any transaction for the DaySpring Division.

FURTHER RESOLVED, that the proposed sale of all the shares of the Company to H.A., Inc., a Delaware corporation, be recommended and submitted to the sole shareholder of the corporation for approval; and

FURTHER RESOLVED, that the proper officers of the corporation be and they hereby are, authorized and directed, in the name of and on behalf of the corporation, to take all such actions, and execute all such documents, agreements and certificates as any officer may deem necessary or appropriate to effectuate the intent of the foregoing resolutions and if requested or required, the Secretary or any officer is authorized to attest to any such document executed on behalf of the corporation, and the execution by any of them of any such document or the doing of any such act shall be conclusive evidence of such officer's determination in that respect and approval thereof.

Name Change of "C" Corp: As has been noted in previous discussion, we will change the name of the "C" Corp so CCM can continue to use the David C. Cook curriculum name. Bruce Adair moved the following: