

05-27-2004

5/27/04

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102763554

Tab settings

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

1. Name of conveying party(ies):
The Association for Corporate Growth, Inc.

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

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

2. Name and address of receiving party(ies)

Name: The Association for Corporate Growth, Inc.
Internal
Address: _____
Street Address: 1926 Waukegan Road - Suite I
City: Glenview State: IL Zip: 60025-1770

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 15, 2004

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

A. Trademark Application No.(s) 76518875

Additional number(s) attached Yes No (See Addendum)

B. Trademark Registration No.(s) _____

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

Name: James T. Easterling, Esq.
Internal Address: Ungaretti & Harris
Street Address: 3500 Three First National Plaza
City: Chicago State: IL Zip: 60602

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41) \$365.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Jennifer R. Quinn Jennifer R. Quinn May 25, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 13

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments

05/28/2004 BYRNE 00000001 76518875
01 FC:8521 40.00 DP
02 FC:8522 325.00 DP

TRADEMARK REEL: 002975 FRAME: 0429

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ADDENDUM TO RECORDATION FORM

Applicant: Association for Corporate Growth, Inc.

Address: 1926 Waukegan Road, Suite 1
Glenview, IL 60025

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

The following list supplements Section 4 of the Recordation Form Cover Sheet changing the owner name filed on behalf of the Applicant.

Section 4(A). Application numbers: 76,518,875; 76,559,165; 76,563,813; 76,563,812

Section 4(B). Registration numbers: 1,270,416; 1,271,130; 1,322,594; 1,707,124;
2,153,571; 2,816,952; 2,812,811; 2,812,810; 2,816,953; 2,816,951.

ARTICLES OF MERGER
OR CONSOLIDATION

General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to the Secretary of State.



Doc#: 0405816191
Eugene "Gene" Moore Fee: \$34.50
Cook County Recorder of Deeds
Date: 02/27/2004 02:12 PM Pg: 1 of 6

FILED

FEB 17 2004

**JESSE WHITE
SECRETARY OF STATE**

File #

6328-015-1

Filing Fee: \$25.00

Approved:

Submit in duplicate

Type or Print clearly in black ink

Do not write above this line

NOTE: Strike inapplicable word in items 1, 3 and 4.

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

Name of Corporation	State or Country of Incorporation	File Number
<u>ACG Merger Corp., NFP</u>	<u>Illinois</u>	<u>6328-015-1</u>
<u>The Association for Corporate Growth, Inc.</u>	<u>New York</u>	<u>N/A 5270-922-9</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 ^{surviving}~~new~~ corporation: ACG Merger Corp., NFP

and it shall be governed by the laws of: Illinois

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

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

SEE ATTACHED PLAN AND AGREEMENT OF MERGER

merger

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

ACG Merger Corp., NFP

C

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

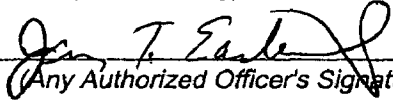
It is agreed that, upon and after the issuance of a certificate of merger or consolidation by the Secretary of State of the State of Illinois:

- 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 February 18, 2004
(Month & Day) (Year)

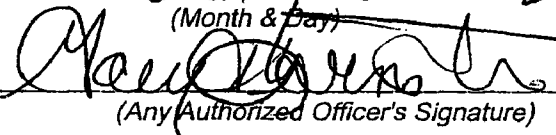
ACG Merger Corp., NFP
(Exact Name of Corporation)


(Any Authorized Officer's Signature)

James T. Easterling, Vice President
(Type or Print Name and Title)

Dated February 18, 2004
(Month & Day) (Year)

The Association for Corporate Growth, Inc.
(Exact Name of Corporation)


(Any Authorized Officer's Signature)

Gary I. Levenstein, Secretary
(Type or Print Name and Title)

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

(Exact Name of Corporation)

(Any Authorized Officer's Signature)

(Type or Print Name and Title)

PLAN AND AGREEMENT OF MERGER
OF
THE ASSOCIATION FOR CORPORATE GROWTH, INC.
a New York not-for-profit corporation
WITH AND INTO
ACG MERGER CORP., NFP
an Illinois not-for-profit corporation

This PLAN AND AGREEMENT OF MERGER (the "Agreement") is entered into as of the 15th day of January, 2004, by and between THE ASSOCIATION FOR CORPORATE GROWTH, INC., a New York not-for-profit corporation ("ACG"), and ACG MERGER CORP., NFP, an Illinois not-for-profit corporation ("MERGER CORP."). Said corporations are hereinafter sometimes collectively referred to as the "Constituent Corporations" and individually as a "Constituent Corporation."

WHEREAS, ACG is a not for profit corporation duly organized under the laws of the State of New York, which has a total of 7,253 members, all of whom are voting members; and

WHEREAS, Merger Corp. is a not for profit corporation duly organized under the laws of the State of Illinois, the sole member of which is ACG; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations have determined that it is advisable that ACG be merged with and into Merger Corp. pursuant to the terms and conditions of this Agreement and Section 906 of the Not-For-Profit Corporation Law of the State of New York and Section 111.37 of the General Not-For-Profit Corporation Act of the State of Illinois; and

WHEREAS, the members of the Constituent Corporations approved the proposed merger as required under their respective By-Laws and applicable state law;

NOW THEREFORE, the Constituent Corporations agree as follows:

1. Plan of Merger. ACG shall be merged with and into Merger Corp., hereinafter sometimes referred to as the "Surviving Corporation".

2. Effective Date of the Merger. The merger contemplated by this Agreement (the "Merger") shall become effective upon the approval and filing of Articles of Merger with the Secretary of State of Illinois and a Certificate of Merger with the Secretary of State of New York (the "Effective Date").

3. Membership. On the Effective Date, ACG, being the sole member of Merger Corp., shall cease to be a member of Merger Corp. and the members of ACG shall be the members of the Surviving Corporation.

4. Articles of Incorporation/Amendment. The Articles of Incorporation of Merger Corp. in effect on the Effective Date shall continue as the Articles of Incorporation of the Surviving Corporation until duly amended or repealed, provided, however, that Article I of the Articles of Incorporation shall be amended to read in its entirety as follows: "The name of the corporation is: Association for Corporate Growth, Inc. "

5. By-Laws. On the Effective Date, the By-Laws of Merger Corp. shall be amended and restated in the form approved by the respective Boards of Directors of ACG and Merger Corp.

6. Directors and Officers. On the Effective Date, the duly elected and acting directors of ACG shall be the directors of the Surviving Corporation; and the duly elected and acting officers of ACG shall be the officers of the Surviving Corporation.

7. Committees. On the Effective Date, the committees of ACG shall be the committees of the Surviving Corporation, and the members of such committees shall be members of the committees of the Surviving Corporation.

8. Effect of the Merger. On the Effective Date:

(a) The separate existence of the ACG shall cease (except as may be continued by statute). The Surviving Corporation shall succeed, without other transfer, to all the rights and property of each of the Constituent Corporations and shall be subject to all the debts and liabilities of each of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them.

(b) All rights of creditors and all liens upon the property of each of the Constituent Corporations shall be preserved unimpaired, provided that any such liens upon the property of ACG shall be limited to the property affected thereby immediately prior to the Effective Date.

(c) Any action or proceeding pending by or against either Constituent Corporation may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in place of either Constituent Corporation.

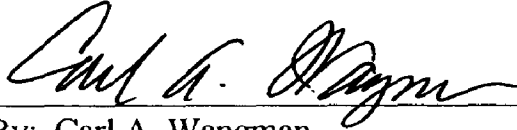
9. Reorganization. It is intended that the Merger shall be deemed a corporate reorganization pursuant to the provisions of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

10. Further Assurances. Each of the Constituent Corporation agrees that, from time to time when and as requested by the Surviving Corporation, its successors or assigns, it will execute, acknowledge, deliver and file all proper deeds, assurances, assignments, bills of sale and other documents, and do all other acts and things, or cause the same to be done, which are necessary or proper in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all property, rights, privileges, powers and franchises of each Constituent Corporation, or otherwise necessary or proper to carry out the intent and purposes of this Agreement.

IN WITNESS WHEREOF, the Constituent Corporations have executed this Plan and Agreement of Merger as of the date first written above.

THE SURVIVING CORPORATION:

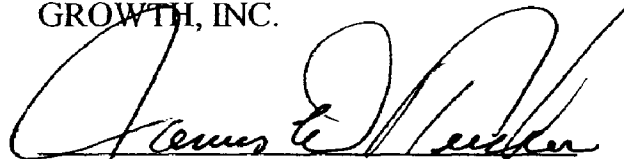
ACG MERGER CORP., NFP



By: Carl A. Wangman
President

THE MERGING CORPORATION:

THE ASSOCIATION FOR CORPORATE
GROWTH, INC.



By: James D. Tucker
President

Return recorded document to:

**VERA PENEV
UNGARETTI & HARRIS**
3500 THREE FIRST NATIONAL PLAZA
CHICAGO ILLINOIS 60602-4283

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

February 18, 2004



A handwritten signature in black ink, appearing to be "R. A. J.", is written over the seal.

Secretary of State

DOS-200 (Rev. 03/02)

F040218000235

CERTIFICATE OF MERGER**OF****THE ASSOCIATION FOR CORPORATE GROWTH, INC.,
a New York not-for-profit corporation****WITH AND INTO****ACG MERGER CORP., NFP
an Illinois not for-profit corporation****Under Section 906 of the Not-For Profit
Corporation Law of New York**

Pursuant to the provisions of Section 906 of the Not-For-Profit Corporation Law of the State of New York governing the merger of domestic and foreign corporations, **THE ASSOCIATION FOR CORPORATE GROWTH, INC.**, a New York not-for-profit corporation and **ACG Merger Corp., NFP**, an Illinois not-for-profit corporation, hereby state as follows.

1. The Association for Corporate Growth, Inc. is a not-for-profit corporation organized under the laws of the State of New York on October 28, 1957 under the original name of Association for Corporate Growth and Diversification, Inc. ("ACG").

2. **ACG Merger Corp., NFP** is a not-for-profit corporation organized under the laws of the State of Illinois on December 22, 2003 ("Merger Corp." and also referred to herein as the "Surviving Corporation").

3. **ACG** has membership consisting of a total of 7,253 members, divided into four (4) classes designated as (a) Members, (b) Members-at-Large, (c) Honorary Members and (d) Emeritus Members, all of whom are voting members and none of whom have made, or are required to make, any capital contributions.

4. **Merger Corp.** has a sole member, **ACG**, which has not made, and is not required to make, any capital contributions.

5. The Plan and Agreement of Merger was approved by vote of the members of **ACG** and by the sole member of **Merger Corp.**

6. The merger herein provided for is permitted by the laws of the jurisdiction of organization of ACG and Merger Corp. and is in compliance therewith.

7. The effective date of the merger herein provided shall be upon filing of this Certificate of Merger with the New York Department of State.

8. The Surviving Corporation has not filed an Application for Authority to transact business with the New York Department of State and does not intend to conduct business activities in the State of New York.

9. The Surviving Corporation hereby agrees (i) that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic or of any foreign corporation, previously amenable to suit in the State of New York and (ii) that it may be subject to suit in the State of New York in respect of any property transferred or conveyed to it or the use made of such property, or any transaction in connection therewith.

10. The Surviving Corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in any action or special proceeding and the post office address to which the Secretary of State shall mail a copy of the process in such action or special proceeding shall be c/o James T. Easterling, Ungaretti & Harris LLP, 3500 Three First National Plaza, Chicago, IL 60602.

IN WITNESS WHEREOF, this Certificate has been executed on the 12th day of ~~February~~, 2004

THE ASSOCIATION FOR CORPORATE
GROWTH INC.

By: 

James D. Tucker
President

ACG MERGER CORP., NFP

By: 

Carl A. Wangman
President

040218000235

CERTIFICATE OF MERGER

OF

THE ASSOCIATION FOR CORPORATE GROWTH, INC.

INTO

ACG MERGER CORP., NFP

Section 906 of the Not-for-Profit Corporation Law

FILED

2004 FEB 18 AM 10:16

RECEIVED

2004 FEB 17 AM 9:05

Filer: Ungaretti & Harris
Suite 3500
Three First National Plaza
Chicago, IL 60602-4283
Cust. Ref#442958DAV

DRAWDOWN

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 18 2004
TAX \$
BY: Jwl

CSC 45
DRAW DOWN

3

RECEIVED
2004 FEB 17 PM 4:20

040218000240
TRADEMARK