

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/19/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Gas Appliance Manufacturers Association		12/19/2007	not-for-profit corporation: ILLINOIS

**RECEIVING PARTY DATA**

Name:	Air-Conditioning, Heating and Refrigeration Institute
Street Address:	2111 Wilson Boulevard
Internal Address:	Suite 500
City:	Arlington
State/Country:	VIRGINIA
Postal Code:	22201-3001
Entity Type:	not-for-profit corporation: VIRGINIA

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Serial Number:	77314475	HIA HYDRONICS INDUSTRY ALLIANCE
Serial Number:	77328054	HYDRONICS INDUSTRY ALLIANCE
Registration Number:	1049876	G
Registration Number:	2057266	NICE&WARM
Registration Number:	2154180	SENSIBLE HEAT
Registration Number:	3033462	GAMA EFFICIENCY RATING CERTIFIED

**CORRESPONDENCE DATA**

Fax Number: (202)719-7049  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 202.719.7000  
 Email: ckelly@wileyrein.com  
 Correspondent Name: Christopher Kelly

CH \$165.00 77314475

Address Line 1: 1776 K Street, N.W.  
Address Line 2: Trademark Administration  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

NAME OF SUBMITTER:	Christopher Kelly
Signature:	/ck/
Date:	12/22/2008

Total Attachments: 4  
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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

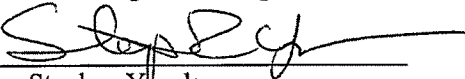
ARTICLES OF MERGER OF ARI/GAMA,  
THE AIR-CONDITIONING AND REFRIGERATION INSTITUTE (ARI), AND  
THE GAS APPLIANCE MANUFACTURERS ASSOCIATION (GAMA)

The undersigned, on behalf of the corporations set forth below, pursuant to Title 13,1, Chapter 10, Article 11 of the Code of Virginia, state as follows:

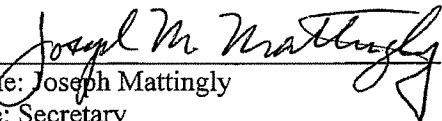
1. **ARI/GAMA**, a Virginia nonprofit (nonstock) corporation, the **Air-Conditioning and Refrigeration Institute**, a Delaware nonprofit (non-stock) corporation, and the **Gas Appliance Manufacturers Association**, an Illinois nonprofit (not-for-profit) corporation, agree to merge, with ARI/GAMA as the surviving corporation (the "Surviving Corporation").
2. The Plan/Agreement of Merger is attached to these Articles of Merger.
3. The amendments to the Articles of Incorporation of ARI/GAMA, which shall be effective upon the filing of these Articles of Merger, are included in the Plan/Agreement of Merger, which is attached to these Articles of Merger.
4. The Plan/Agreement of Merger was adopted by two-thirds of the directors of ARI/GAMA in office on December 19, 2007. The corporation does not have members, thus member approval is not required.
5. The Air-Conditioning and Refrigeration Institute certifies that its participation in the merger was duly authorized as required by the laws of the State of Delaware.
6. The Gas Appliance Manufacturers Association certifies that its participation in the merger was duly authorized as required by the laws of the State of Illinois.

In witness whereof, the parties have executed this Plan/Agreement of Merger.

Air-Conditioning and Refrigeration Institute

By:   
Name: Stephen Yurek  
Title: President

Gas Appliance Manufacturers Association

By:   
Name: Joseph Mattingly  
Title: Secretary

ARI/GAMA

By:   
Name: Stephen Yurek  
Title: President

**AIR-CONDITIONING AND REFRIGERATION INSTITUTE,  
GAS APPLIANCE MANUFACTURERS ASSOCIATION AND  
ARI/GAMA  
PLAN/AGREEMENT OF MERGER**

1. The Air-conditioning and Refrigeration Institute ("ARI"), a Delaware nonprofit (non-stock) corporation originally incorporated on April 23, 1953, the Gas Appliance Manufacturers Association ("GAMA"), an Illinois nonprofit (not-for-profit) corporation originally incorporated on October 8, 1935, and ARI/GAMA ("ARI/GAMA"), a Virginia nonprofit (nonstock) corporation originally incorporated on November 7, 2007, agree to merge, with ARI/GAMA as the surviving corporation (the "Surviving Corporation") as provided in this Plan/Agreement of Merger ("Agreement"), subject to satisfactory due diligence/legal/financial reviews and all approvals as required by applicable corporate governance documents and state laws. The merger shall be carried into effect by filing Articles of Merger with the Virginia State Corporation Commission, by filing a Certificate of Merger with the Delaware Secretary of State and by filing Articles of Merger with the Illinois Secretary of State. The merger shall be effective as of January 1, 2008, except as otherwise provided by law.
2. Upon merger, all assets and liabilities of ARI, GAMA and ARI/GAMA shall vest in the Surviving Corporation, ARI and GAMA will cease to exist, and the Surviving Corporation shall continue to operate as a Section 501 (c)(6) tax exempt organization pursuant to applicable law, in accordance with this Plan/Agreement and the ARI-GAMA Comprehensive Agreement on Merger Terms entered into between ARI and GAMA and incorporated herein by reference.
3. Each member of ARI and GAMA shall automatically become a member in good standing of the Surviving Corporation in specific membership categories and with such voting privileges as set forth in the Bylaws of the Surviving Corporation, without need for application for membership.
4. The Board of Directors of the Surviving Corporation (the "Board") shall manage its affairs consistent with applicable law and the Articles of Incorporation and Bylaws of the Surviving Corporation. The Board shall be responsible for the establishment of the policies and procedures, for approval of annual budgets, and for all other steps deemed necessary, desirable, or appropriate for the Surviving Corporation and to effect the purposes of the Plan/Agreement of Merger and the ARI-GAMA Comprehensive Agreement on Merger Terms.
5. The following amendments are made to the Articles of Incorporation of the Surviving Corporation:
  - (a) ARTICLE 1 is hereby amended to read as follows:

The name of the corporation is Air-Conditioning, Heating, and Refrigeration Institute.
  - (b) ARTICLE 2 is hereby amended to read as follows:

The corporation is to have the following class(es) of members: The corporation shall have members of such classes and with such rights as provided in the Bylaws of the corporation.

**Executed in the name of the corporation by:**

ARI/GAMA

  
(signature)

December 19, 2007  
(date)

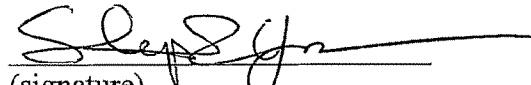
Stephen R. Yurek  
(printed name)

President  
(Corporation Title)

0685803-9  
(Corporation's SCC ID no.)

(703) 524-8800  
(Telephone)

**Air-Conditioning and Refrigeration Institute**

  
(signature)

December 19, 2007  
(date)

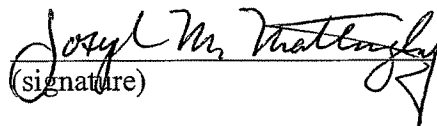
Stephen R. Yurek  
(printed name)

President  
(Corporation Title)

F017227-2  
(Corporation's SCC ID no.)

(703) 524-8800  
(Telephone)

**Gas Appliance Manufacturers Association**

  
(signature)

December 20, 2007  
(date)

Joseph Mattingly  
(printed name)

Secretary  
(Corporation Title)

F022844-7  
(Corporation's SCC ID no.)

(703) 524-8800  
(Telephone)