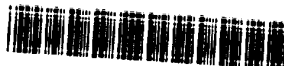


07-09-1998



100758547

HEET

Attorney Docket No. 86344.09972

Address to: Commissioner of Patents and Trademarks, Box Assignments,  
Washington, D.C., 20231

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

1. Name of conveying party(ies):  
BloodCare

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State: Texas non-profit corporation
- Other -

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

MRD 6-19-98



2. Name and Address of receiving party(ies):

Name: Carter BloodCare  
 Internal Address:  
 Street Address: 2205 Highway 121  
 City: Bedford State: Texas Zip: 76021

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation -State: Texas non-profit corporation
- Other

3. Nature of conveyance:

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

Execution Date: January 1, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designation 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 Attachment A

Additional Numbers attached?

X

Yes

No

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

Name: Dwain K. Rogers, Jr.

Internal Address:

Street Address: Thompson & Knight, P.C.  
1700 Pacific Avenue, Suite 3300

City: Dallas

State: Texas

Zip: 75201

6. Total number of applications and registrations involved: 6

7. Total Fee (37 CFR 3.41): \$165.00  
(payable to Commissioner of Patents and Trademarks)

X Enclosed

Authorized to be charged to deposit account

8. Deposit account number: Please charge any excess fees that are not covered in the enclosed check to Account No. 20-0821 of Thompson & Knight, P.C.

165E

(Attach Duplicate Copy of this page if paying by deposit account)

07/08/1998 INHUYEH 00000359 1852767

DO NOT USE THIS SPACE

Signature and signature.

40.00 DP

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.

125.00 DP

Dwain K. Rogers, Jr.  
Name of Person Signing

Signature

Date

6/19/98

86334 09972 CORP 196452

OMB No. 0651-0011 (exp.4/94)

Total number of pages comprising cover sheet

2

## Attachment A to Trademark Recordation Form PTO-1994

Conveying Party: BloodCare  
Receiving Party: Carter BloodCare

Mark	International Class	Registration No.
BLOODCARE	42	1,852,767
BLOODCARE	5	1,851,284
BLOODCARE and Design	42	1,866,079
BLOODCARE and Design	5	1,853,474
LIFETRAK	9	2,091,578
ONLINE CARE	9	1,645,015



# The State of Texas

## SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

CARTER BLOODCARE  
FILE NO. 153618-01

ARTICLES OF MERGER

DECEMBER 30, 1997



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on June 9, 1998.*

Alberto R. Gonzales

Secretary of State

DAE

REEL: 1749 FRAME: 0679

FILED  
In the Office of the  
Secretary of State of Texas

DEC 30 1997

Corporations Section

**ARTICLES OF MERGER  
OF  
DOMESTIC NON-PROFIT CORPORATIONS**

Pursuant to the provisions of Article 5.04 of the Texas Non-Profit Corporation Act (the "Act"), the undersigned corporations, BloodCare, a Texas non-profit corporation ("BloodCare"), and Carter Blood Center, a Texas non-profit corporation ("Carter" or the "Surviving Corporation"), have adopted these Articles of Merger for the purpose of effecting a merger (the "Merger") of BloodCare with and into Carter in accordance with the provisions of Article 5.01 of the Act.

**ARTICLE I**

**PLAN OF MERGER**

A Plan of Merger was adopted in accordance with the provisions of Article 5.03 of the Act providing for the merger of BloodCare with and into Carter, resulting in Carter being the Surviving Corporation, as attached hereto as Exhibit "A" and incorporated herein by reference (the "Plan of Merger").

**ARTICLE II**

**PROCEDURE OF ADOPTION**

2.1 BloodCare has no members entitled to vote on the Plan of Merger. The Plan of Merger was adopted on August 20, 1997 by a majority of all directors entitled to vote on the Plan of Merger.

2.2 Carter has no members entitled to vote on the Plan of Merger. The Plan of Merger was adopted on August 25, 1997 by a majority of all directors entitled to vote on the Plan of Merger.

**ARTICLE III**

**EFFECTIVE DATE OF MERGER**

The effective date of the Merger shall be January 1, 1998.

IN WITNESS WHEREOF, the undersigned have, through their duly authorized representatives, executed these Articles of Merger on this 30<sup>th</sup> day of December, 1997.

**BLOODCARE**

By: Merlyn H. Sayers  
Name: MERLYN H. SAYERS  
Title: PRESIDENT & C.E.O.

**CARTER BLOOD CENTER**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

184097.2

IN WITNESS WHEREOF, the undersigned have, through their duly authorized representatives, executed these Articles of Merger on this 30<sup>th</sup> day of December, 1997.

**BLOODCARE**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**CARTER BLOOD CENTER**

By: John W. Freese MD  
Name: John W. Freese, M.D.  
Title: Chairman, Carter

Blood Center - 12-29-97

184097.2

**EXHIBIT "A"**

**PLAN OF MERGER**

1. At the Effective Time (as hereinafter defined) and upon the terms and subject to the conditions set forth herein, BloodCare, a Texas non-profit corporation ("BloodCare"), shall be merged (the "Merger") with and into Carter Blood Center, a Texas non-profit corporation ("Carter"), in accordance with the provisions of the Texas Non-Profit Corporation Act (the "Act"), whereupon the separate corporate existence of BloodCare shall cease and Carter shall be the surviving corporation (the "Surviving Corporation").

2. Unless the Merger has been earlier terminated and abandoned, at the closing of the Merger, Carter and BloodCare will execute and file articles of merger relating to the Merger in accordance with the Act and make all other filings or recordings required by law in connection with the Merger. The Merger shall become effective as of January 1, 1998 as specified in the articles of merger (the "Effective Time").

3. From and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises and be subject to all the restrictions, liabilities and obligations of BloodCare in accordance with the Act.

4. Following the merger, the Surviving Corporation shall continue to conduct its operations as an organization exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

5. As of the Effective Time, the Articles of Incorporation of Carter shall be amended and restated in their entirety to read, and the articles of incorporation of the Surviving corporation shall read, as set forth in Exhibit "1" attached hereto and shall remain in effect thereafter until amended and/or restated in accordance with the provisions of the Act.

6. Following the Merger, the bylaws of Carter shall be the bylaws of the Surviving Corporation.

184097.2

EXHIBIT "1"  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CARTER BLOODCARE

ARTICLE ONE

The name of the Corporation is Carter BloodCare (the "Corporation").

ARTICLE TWO

The Corporation is a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Non-Profit Corporation Act (the "Act"). Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws.

ARTICLE THREE

The period of the Corporation's duration is perpetual.

ARTICLE FOUR

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Code and Texas Tax Code Section 11.18(c). In carrying out these basic purposes the Corporation shall be authorized to, among other things, establish and maintain facilities for the collection, storage, testing, processing and provision of human blood and human tissues and to foster teaching and research activities related to such functions.

ARTICLE FIVE

The Corporation shall have no members.

ARTICLE SIX

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services

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REEL: 1749 FRAME: 0684



rendered and to make payments and distributions in furtherance of the Corporation's purposes set forth in Article Four. The Corporation may not take any action prohibited by the Act.

#### ARTICLE SEVEN

(1) Except as these Articles otherwise provide, the Corporation has all the powers provided in the Act, as that law is now in effect or may at any time be amended. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers.

(2) Notwithstanding the powers granted to the Corporation, it is expressly provided that the grant of the rights, powers, privileges and authority by any provision of these Articles of Incorporation or by any statute relating thereto will not be effective if and to the extent that the grant of such rights, powers, privileges and authority, if effective, would cause the Corporation to fail to qualify as an organization described in Section 501(c)(3) of the Code, or its Regulations.

#### ARTICLE EIGHT

The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Code and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170(c)(2) of the Code and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation may not:

1. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
5. Have objectives characterizing it as an "action organization" as defined by the Code and related regulations, rulings, and procedures.
6. Carry on an unrelated trade or business, except as a secondary purposes related to the Corporation's primary, exempt purposes.

**ARTICLE NINE**

The Board of Directors of the Corporation shall be the governing body of the Corporation. The number of directors may be changed from time to time in the manner provided by the Bylaws of the Corporation, but in no event shall there be less than twelve (12) directors. The number of directors constituting the current Board of Directors shall be sixteen (16) and their names and addresses are as follows:

Mr. Richard Adams	4200 South Hulen, Suite 319 Fort Worth, Texas 76109
Dr. Barry Brooks	3829 Greenbrier Dallas, Texas 75225
Mr. Jerry Brownlee	12970 County Road 1117 Cleburne, Texas 76031
Mr. Ruben E. Esquivel	1217 Hanna Circle DeSoto, Texas 75115
Mrs. Sandra Estess	5315 South Dentwood Drive Dallas, Texas 75220
Mr. Craig Florence	6941 Lakeshore Drive Dallas, Texas 75214
Dr. John W. Freese	2221 Colonial Parkway Fort Worth, Texas 76109
Mr. Morton L. Herman	2913 Alton Road Fort Worth, Texas 76109
Dr. E.P. "Pat" Jenevein	4204 Versailles Dallas, Texas 75205
Dr. Dudley Jones	908 Wright Street Arlington, Texas 76012
Mr. Stephen Jordan	#34 Stonecourt Dallas, Texas 75225
Ms. Kathy Luper	Lockheed Martin Tactical Aircraft Systems P.O. box 748 Fort Worth, Texas 76101
Dr. Rob McKenna	11038 Candlelight Lane Dallas, Texas 75229

NOT FOR REPRODUCTION

Mr. Tim Parris

3313 Drexel  
Dallas, Texas 75246

Mr. James N. Patterson, Jr.

809 Scarlet Sage Court  
Fort Worth, Texas 76112

Mr. John Robinson, CPA

4459 Kirkland Drive  
Fort Worth, Texas 76109

#### ARTICLE TEN

A director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director, except with respect to liability for:

- (1) A breach of the director's duty of loyalty to the Corporation;
- (2) An act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) A transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (4) An act or omission for which the liability of the director is expressly provided for by an applicable statute.

If the Texas Miscellaneous Corporation Laws Act, or any other similar statute, is amended, further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal or amendment of this Article Ten shall be prospective only and may not adversely affect any limitation on the personal liability or alleged liability of a director arising from an act or omission of such director occurring prior to the time of such repeal or amendment.

#### ARTICLE ELEVEN

Any action required by the Act to be taken at a meeting of the directors of the Corporation or any action that may be taken at a meeting of the directors or of any committee may be taken without a meeting if (1) a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors or committee members as would be necessary to take that action at a meeting at which all of the directors or members of the committee were present and voted and (2) the procedures set forth in the Act are followed.

#### ARTICLE TWELVE

The registered office of the Corporation is 1236 West Rosedale, Fort Worth, Texas 76104, and the name of the registered agent at such address is Bobby Grigsby.

**ARTICLE THIRTEEN**

If the Corporation ever is determined to be a private foundation for federal income tax purposes, then:

(1) The Corporation will distribute its income for each tax year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation will not make any investments in such a manner so as to subject it to tax under Section 4944 of the Code.

(5) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

**ARTICLE FOURTEEN**

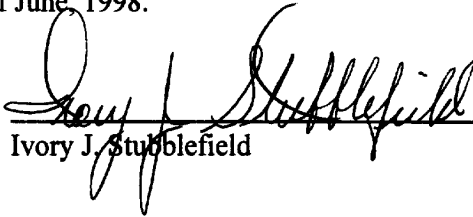
The Corporation hereby pledges all of its assets for use solely in performing the Corporation's charitable, scientific and educational purposes. Upon dissolution of the Corporation, (1) all liabilities and obligations of the Corporation shall be paid, satisfied and discharged, (2) all assets held by the Corporation upon a condition requiring return, transfer or conveyance, which condition occurs because of the Corporation's dissolution, shall be returned, transferred or conveyed in accordance with such requirements and (3) all remaining assets of the Corporation shall be distributed only for tax exempt purposes to one or more organizations which are exempt from tax under Section 501(c)(3) of the Code, pursuant to a plan of distribution adopted as provided in the Act, except that no payment, distribution or transfer shall be made upon dissolution that would cause the Corporation to fail to qualify as an organization described in Section 501(c)(3) of the Code.

**CERTIFICATE OF EXPRESS MAIL**

Express Mail Label Number: EM584604497US

Date of Deposit: June 19, 1998

I hereby certify the foregoing documents are being deposited with the United States Postal Service as Express Mail, Post Office to Addressee, postage prepaid, in an envelope addressed to the Assistant Commissioner for Trademarks, Box ASSIGNMENT, 2900 Crystal Drive, Arlington, Virginia 22202-3513, on this the 19th day of June, 1998.

  
Ivory J. Stubblefield

# THOMPSON & KNIGHT

A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS

1700 PACIFIC AVENUE • SUITE 3300  
DALLAS, TEXAS 75201-4693  
(214) 969-1700  
FAX (214) 969-1751

DIRECT DIAL:

(214) 969-1542

AUSTIN  
FORT WORTH  
HOUSTON  
MONTERREY, MEXICO

June 19, 1998

VIA EXPRESS MAIL NO. EM584604497US

Assistant Commissioner for Trademarks  
2900 Crystal Drive  
BOX ASSIGNMENT  
Arlington, Virginia 22202-3513



**Re: Trademark Recordation Cover Sheet for:**

**Merger of BloodCare and Carter Blood Center to Carter BloodCare**

Dear Sir:

Enclosed please find the recordation cover sheet referenced above. Please note that this is for Trademarks only. I have enclosed a check for \$165.00 to cover the relevant recordation fees.

If the enclosed amount is insufficient to cover the required fees, please withdraw any discrepancy from Deposit Account No. 20-0821 of Thompson & Knight, P.C.

Please acknowledge receipt of the enclosed material by date stamping and returning the enclosed pre-paid self-addressed postcard.

Please direct all correspondence and telephone communications regarding this matter to the undersigned at (214) 969-1542.

Sincerely,

A handwritten signature in black ink that reads "Dwain K. Rogers, Jr." with a stylized flourish at the end.

Dwain K. Rogers, Jr.

Enclosures

86334 09972 CORP 197139.1

RECORDED: 06/19/1998

TRADEMARK  
REEL: 1749 FRAME: 0690