

MRDZ-1649

Form PTO-1594

RECORDAT

1-31-94

Ti

02-22-1999



DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks

100968042

Documents or copy thereof.

1. Name and Address of Conveying Party(ies):

Dayton Area Heart Association
120 Zeigler Street
Dayton, Ohio 45402-2538

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation- State of Ohio
- Other _____

Additional name(s) on conveying party(ies) attached Yes No

2. Name and Address of Receiving Party:

Dayton Area Heart and Cancer Association
120 Zeigler Street
Dayton, Ohio 45402-2538

- Individual(s) Citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - State of Ohio
- Other _____

3. Nature of Conveyance:

- Assignment
 - Merger
 - Security Agreement
 - Change of Name
- Dated: April 29, 1994

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) and address(es) attached. Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,764,851

Additional numbers attached? Yes No

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

Name: Theodore D. Lienesch, Esq.
Address: Thompson Hine & Flory LLP
2000 Courthouse Plaza NE
PO Box 8801
Dayton OH 45401 8801

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No.: 20-0809

Attach duplicate copy of this page if paying by deposit account

DO NOT USE THIS SPACE

9. 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.

Theodore D. Lienesch, Esq.

January 31, 1999

Signature

Total Number of pages comprising cover sheet: _____

02/17/1999 SBURHS 00000174 1764851

01 FC:481

40.00 OP

Mail documents to be recorded with required cover sheet information to :

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

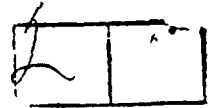
Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information System, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 1856 FRAME: 0550



The State of Ohio

00171677



Bob Taft

Secretary of State

236750

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: MER CHN

of:

DAYTON AREA HEART AND CANCER ASSOCIATION FORMERLY DAYTON AREA HEART ASSOCIATION

VICKI D. HEGG
RECORDED 50
94 AUG 12 AM 11:09 K
MONTGOMERY CO. OHIO
RECORDED

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 4148 at Frame 0793 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 9TH day of MAY

A.D. 19 94



Bob Taft

Bob Taft
Secretary of State

236750
APPROVED

04148-010
By: GEB
Date: 5-9-94
Amount: \$50.00

94050933001
Lb

CERTIFICATE OF ADOPTION

OF

AGREEMENT OF MERGER

DAYTON AREA HEART ASSOCIATION

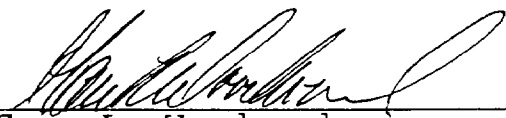
The undersigned officers of Dayton Area Heart Association ("the Association"), an Ohio non-profit corporation, hereby certify that the foregoing Agreement of Merger by and between Dayton Area Heart Association and the Dayton Area Cancer Association was approved by the board of directors of the Dayton Area Heart Association, by a majority vote at a duly constituted meeting at which a quorum was present, and signed by the duly authorized officers of the Association and thereafter the Agreement of Merger was duly submitted to the members of the Association at a meeting duly called and held for such purpose, that at such meeting a quorum was present and that said Agreement of Merger was approved by the affirmative vote of members in excess of a majority of the members present at such meeting.

IN WITNESS WHEREOF, the undersigned have signed this document this 29th day of April, 1994.

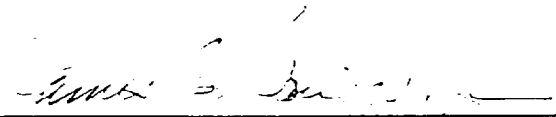
RECEIVED

MAY 09 1994

SECRETARY OF STATE



Gary L. Woodward,
Chairman of the Board




James S. Briggs, Secretary

PJD485.AGM

CERTIFICATE OF ADOPTIONofAGREEMENT OF MERGERbyDAYTON AREA CANCER ASSOCIATION

The undersigned officers of Dayton Area Cancer Association ("the Association"), an Ohio non-profit corporation, hereby certify that the foregoing Agreement of Merger by and between the Dayton Area Cancer Association and the Dayton Area Heart Association was approved by the board of directors of the Dayton Area Cancer Association by a majority vote at a duly constituted meeting at which a quorum was present, and signed by duly authorized officers of the Association, and thereafter the Agreement of Merger was duly submitted to the members of the Association at a meeting duly called and held for such purpose, that at such meeting a quorum was present and that said Agreement of Merger was approved by the affirmative vote of members in excess of a majority of the members present at such meeting.

IN WITNESS WHEREOF, the undersigned have signed this document this 27th day of April, 1994.



 Edward Schober, Chairman of the Board



 James S. Briggs, Secretary

PJD486.AGM

AGREEMENT OF MERGER

AGREEMENT OF MERGER made and entered into as of 29th day of April, 1994, by and between the DAYTON AREA CANCER ASSOCIATION, a non-profit corporation organized under the laws of the State of Ohio (hereinafter sometimes called "D.A.C.A." or the "Merged Corporation") and DAYTON AREA HEART ASSOCIATION, a non-profit corporation organized under the laws of the State of Ohio (hereinafter sometimes called "D.A.H.A." or the "Surviving Corporation").

W I T N E S S E T H:

WHEREAS, the respective boards of directors of the Merged Corporation and the Surviving Corporation each has deemed it advisable and in the best interests of the respective corporations (hereinafter together sometimes called the "Constituent Corporations"), and their members that D.A.C.A. be merged with and into the D.A.H.A.;

WHEREAS, the directors of the Merged Corporation approved this Agreement of Merger on February 25, 1994, subject to the approval of the members of the Merged Corporation, and the directors of the Surviving Corporation have approved this Merger Agreement on March 24, 1994, subject to the approval of the members of the Surviving Corporation;

WHEREAS, it is intended that the merger provided for hereby shall constitute and qualify as a "reorganization" under the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and provisions hereinafter contained, the parties hereto agree as follows:

ARTICLE ONE: The named Constituent Corporations, D.A.C.A. and D.A.H.A. have agreed that D.A.C.A. shall merge with and into D.A.H.A. with D.A.H.A. continuing as the Surviving Corporation under the laws of Ohio.

ARTICLE TWO: The name of the Surviving Corporation shall be "DAYTON AREA HEART AND CANCER ASSOCIATION".

ARTICLE THREE: The place in the State of Ohio where the principal office of the Surviving Corporation is to be located is Dayton, Montgomery County, Ohio.

ARTICLE FOUR: The purposes of the Surviving Corporation are as follows:

- (a) To enhance the well-being of persons afflicted with heart disease or cancer disease by offering services to ease suffering, improve quality of life, create a network of

caring supporters and help alleviate the burden of financial distress;

(b) To assure, through cooperative efforts with other organizations, not-for-profit, private, commercial, governmental, etc., that services provided are adequate, appropriate and fitting;

(c) To increase public awareness of the nature of heart and cancer disease, known causes, aggravating factors, risks, avoidance of heart and cancer diseases or risk and to increase self-awareness to enable individual citizens to make informed decisions regarding their health;

(d) To encourage community efforts to create an atmosphere of caring by developing means of generating support for Association programs and services;

(e) To encourage professional and technical education and medical and social research in the field of heart and cancer diseases to improve human understanding of the disease and means to arrest it; including the sponsorship and payment for such education, if deemed appropriate.

(f) To continue to develop strategies designed to assure the Association's sustained ability to fulfill its mission, pursue its vision and abide by its values.

ARTICLE FIVE: The names and addresses of the first directors of the Surviving Corporation, divided into three (3) classes, are as follows:

<u>Name</u>	<u>Address</u>	<u>Term Ending</u>
Barbara Balbach	30 Hadley Road West Dayton, OH 45419-2579	1995
Sharon Dunnagan, RN, BRN, CCRN	349 Avon Way Kettering, OH 45429	1995
June Lyle	201 Mad River Road Dayton, OH 45429-2027	1995
Judge Walter A. Porter	504 Montgomery County Courts Building Dayton, OH 45422-2150	1995

Roger Thomas	Whitmer Brothers & Thomas Funeral Home 25 Indianaola Avenue Dayton, OH 45405	1995
--------------	---	------

Term Ending in 1996

<u>Name</u>	<u>Address</u>	<u>Term Ending</u>
Peter J. Donahue	2000 Courthouse Plaza NE 10 West Second Street Dayton, OH 45402	1996
John Knapke	Merrill Lynch 10 W. Second St. Mead Bldg., 4th Floor Dayton, OH 45402	1996
Kenneth H. Oberheu, M.D.	Valley Cardiovascular & Thoracic Surgeons 30 East Apple St., #6257 Dayton, OH 45409	1996
Rolando S. Sineneng, M.D.	Digestive Disease, Inc. 3535 Salem Avenue Dayton, OH 45406	1996
Joel H. Tobiansky, M.D.	1530 Needmore Road Dayton, OH 45414	1996

Term Ending in 1997

<u>Name</u>	<u>Address</u>	<u>Term Ending</u>
Shirley A. Althoff	Schlientz & Moore Funeral Home 1632 Wayne Avenue Dayton, OH 45410	1997
George R. Darner	206 East Social Row Road Centerville, OH 45458-4410	1997
M.J. Freeman, DDS	711 N. Main St. Dayton, OH 45415	1997
Robert Huesman	4629 Far Hills Ave., Apt. 5B Dayton, OH 45429	1997

Gary L. Woodward

P.O. Box 1103
Bank One, Dayton, NA
Dayton, OH 45401-1103

1997

The names and address of the first officers of the Surviving Corporation (all of whom are directors except for the Secretary) are as follows:

Officers

<u>Name</u>	<u>Address</u>	<u>Office</u>
Gary L. Woodward	P.O. Box 1103 Bank One, Dayton, NA Dayton, OH 45401-1103	Chairman of the Board
Judge Walter A. Porter	504 Montgomery County Courts Bldg. Dayton, OH 45422-2150	Vice Chairman of the Board
Shirley A. Althoff	Schlientz & Moore Funeral Home 1632 Wayne Avenue Dayton, OH 45410	Vice Chairwoman
Roger Thomas	Whitmer Brothers & Thomas Funeral Home 25 Indianola Avenue Dayton, OH 45405	Treasurer
James S. Briggs, Jr.	Dayton Area Heart & Cancer Association 120 Zeigler Street Dayton, OH 45402-2543	Secretary- Executive Sec.

ARTICLE SIX: James S. Briggs, 120 Zeigler Street, Dayton, Ohio 45402, is hereby designated as the Statutory Agent upon whom any process, notice or demand against the Surviving Corporation may be served.

ARTICLE SEVEN: The D.A.C.A. shall be merged with and into the D.A.H.A. as the Surviving Corporation with the effect set forth in Section 1702.44, Ohio Revised Code, whereupon the separate existence of the D.A.C.A. shall cease, and the D.A.H.A. as the Surviving Corporation shall succeed to and become owner of all of the assets and properties of, and shall assume and be liable for all of the liabilities and obligations of the D.A.C.A. Upon the Effective Date of the merger as herein provided, the D.A.C.A. shall become part of the D.A.H.A., as the Surviving Corporation within the meaning of the Code of Regulations of the Surviving Corporation, and its members shall have all of the

rights and privileges of Members of the Surviving Corporation as provided in its Code of Regulations.

ARTICLE EIGHT: The Code of Regulations of the Dayton Area Heart and Cancer Association shall be the Constitution of the Surviving Corporation as changed or amended where appropriate to reflect the effects of this merger.

ARTICLE NINE: If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest or to perfect or confirm of record in the Surviving Corporation the title to any property or rights of the Merged Corporation or otherwise to carry out the provisions hereof, the proper officers and trustees of the Merged Corporation as of the effective date of the merger shall execute and deliver any and all proper documents and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation.

ARTICLE TEN: This Agreement of Merger shall become effective at the close of business on June 30, 1994, or such earlier date as this Agreement of Merger is filed with the Secretary of State of Ohio (herein called the "Effective Date"), subject to prior approval of the National Association of Realtors and the Ohio Association of Realtors.

ARTICLE ELEVEN: Anything is this Agreement to the contrary notwithstanding, this Agreement of Merger may be terminated and the transactions herein contemplated may be abandoned by the board of directors of either the D.A.C.A. or the D.A.H.A. prior to the Effective Date.

ARTICLE TWELVE: This Agreement of Merger may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original, but said counterparts, together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Dayton Area Cancer Association and the Dayton Area Heart Association have caused this Agreement of Merger to be signed by their respective Chairmen and Secretaries, all thereunto duly authorized by their respective boards of directors, as of the day and year first above written.


DAYTON AREA CANCER ASSOCIATION


By: Edward J. Schober
Edward Schober, Chairman

By: James S. Briggs
James S. Briggs, Secretary

04118-0000

DAYTON AREA HEART ASSOCIATION

By: 
Gary L. Woodward, Chairman

By: 
James S. Briggs, Secretary

PJD488.AGM