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11-15-2000

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

1. Name of conveying party(ies):

HealthSpan Health Systems Corporation

- Individual(s)
- General Partnership
- Corporation-State
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: July 25, 1994

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

Name: Allina Health System

Internal Address: \_\_\_\_\_

Street Address: 5601 Smetana Drive

City: Minnetonka State: MN ZIP: 55434

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Minnesota
- Other \_\_\_\_\_

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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1379708

Additional numbers attached?  Yes  No

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

Name: G. Brian Pingel

Internal Address: \_\_\_\_\_

Street Address: 3737 Woodland Avenue,

Suite 437

City: West Des Moines State: IA ZIP: 50266

6. Total number of applications and registrations involved: \_\_\_\_\_

1

7. Total fee (37 CFR 3.41):..... \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(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.

G. Brian Pingel  
Name of Person Signing

October 26, 2000

Date

Total number of pages comprising cover sheet: \_\_\_\_\_

6 pgs.

NP.  
1-6 40

**CERTIFICATE OF RESTATED  
ARTICLES OF INCORPORATION  
OF  
HEALTHSPAN HEALTH SYSTEMS CORPORATION  
(TO BE RENAMED "ALLINA HEALTH SYSTEM")**

The undersigned, Gordon M. Sprenger, the Executive Officer of HealthSpan Health Systems Corporation, a corporation subject to the provisions of Chapter 317A, Minnesota Statutes, hereby certifies that a resolution as hereinafter set forth was adopted at a meeting of the Directors of the corporation on March 8, 1994, notice of such meeting, the stated purpose of the meeting and a copy of these Restated Articles of Incorporation having been provided to each Director within the time required by law and the Articles of Incorporation, by a majority vote of the Directors of the corporation pursuant to Minnesota Statutes Section 317A.133, subd. 1, effective 12:01 a.m., July 27, 1994.

**Adoption of Restated  
Articles of Incorporation**

RESOLVED, that the Articles of Incorporation of the corporation be and the same are hereby amended in their entirety to read as follows:

**RESTATED  
ARTICLES OF INCORPORATION  
OF  
ALLINA HEALTH SYSTEM**

**ARTICLE I  
Name**

The name of the corporation shall be Allina Health System.

**ARTICLE II  
Purpose**

This corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") as now enacted or as hereafter amended. In furtherance of those purposes, the corporation may:

- (a) Directly and indirectly establish, construct, own, lease, operate and/or conduct the affairs of hospitals, nursing homes, rehabilitation facilities, substance abuse treatment centers, clinics, community health centers, medical transport services, and all programs incidental thereto related to the promotion of health.

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- (b) Directly and indirectly promote, by donation, loan or otherwise the interests of any organizations which are affiliated with the corporation.
- (c) Directly and indirectly own or operate facilities or other assets for public use and the public's health and welfare.
- (d) Directly and indirectly contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies.
- (e) Directly and indirectly engage in, advance, promote and administer charitable, health, scientific and educational activities and projects of every kind and nature whatsoever of its own behalf or as the agent, trustee or representative of others.
- (f) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, as amended, in the course of which operation:
  - (i) The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members or directors, and no part of the net income or net earnings of the corporation shall inure to any member, director or individual. Reasonable compensation may be paid for services rendered to or for the corporation in respect of one or more of its purposes, including services by a member, director or officer. Notwithstanding the foregoing, the corporation may afford pecuniary gain to any member designated in the Bylaws which is a nonprofit corporation exempt from tax under Section 501(a) as an organization described in 501(c)(3) of the Code. Except as authorized by law, the corporation shall not lend any of its assets to a director, officer or employee of the corporation, nor guarantee to any other person the payment of a loan to a director, officer or employee of the corporation.
  - (ii) The corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in the loss of its tax-exempt status under Section 501(c)(3) of the Code; nor shall the corporation participate in, or intervene in (including the publishing or distribution of statements) or any political campaign on behalf of or in opposition to any candidate for public office.

The corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise, and to own, hold, expend, make gifts, grants and contributions of, and to convey, transfer and dispose of any funds and property and the income therefrom for the furtherance of the foregoing purposes, or any of them, and to lease, mortgage, encumber and use

the same, and such other powers as are consistent with the foregoing purposes and are afforded to the corporation by the Minnesota Nonprofit Corporation Act, as now enacted or as hereafter amended.

**ARTICLE III**  
**Dissolution of Corporation**

This corporation may be dissolved in accordance with the laws of the State of Minnesota. In the event of the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the corporation, shall distribute, in any proportions considered by the Board of Directors to be prudent, all of the assets of the corporation to such entity or entities organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such entity or entities as said court shall determine, which are organized and operated exclusively for such purposes. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

**ARTICLE IV**  
**Duration**

The period of duration of the corporation's existence shall be perpetual.

**ARTICLE V**  
**Registered Office**

The location of the registered office of the corporation shall be at 5601 Smetana Drive, Minnetonka, Minnesota 55434.

**ARTICLE VI**  
**No Capital Stock**

The corporation shall have no capital stock.

**ARTICLE VII**  
**Members**

The qualifications of members, if any, any limitations upon their number, and the other rights and privileges of members shall be stated in the Bylaws. The members of the corporation

shall not be personally liable to any extent whatsoever for any debts or obligations of the corporation, nor shall any of the property of the members be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

## ARTICLE VIII Directors

Section 1. The management and direction of the business of this corporation shall be vested in its Board of Directors. The number, classes, terms of office, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation.

Section 2. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by a writing or writings signed by that number of directors that would be required to take the same action at a meeting of the Board at which all directors are present; provided, that the written action shall be effective when signed by the required number of directors, unless a different effective time is provided in the written action.

Section 3. The terms of all directors serving on the Board of Directors prior to the effective date of these Restated Articles of Incorporation shall expire on the effective date of the Restated Articles of Incorporation. The names of the directors of the corporation as of the effective date of these Restated Articles of Incorporation, each of whom shall serve for the respective term expiring at the annual meeting of the Board of Directors of the corporation in the years set forth below are as follows:

### **For the term expiring 1995:**

Betty Bednarczyk  
Lowell L. Becker, M.D.  
Worth Bruntjen  
William George  
Stephen J. Kolar, M.D.  
Addison Piper  
Burton S. Schwartz, M.D.

### **For the term expiring 1996:**

James H. Kelly, M.D.  
Kathryn Love, M.D.  
Thomas W. McKeown  
Mary L. Samoszuk  
Fredric E. Walker, Jr., M.D.  
Elaine Voss

**For the term expiring 1997:**

Brian J. Anderson, M.D.  
Conley Brooks, Sr.  
Stanley R. Cowle  
Terril H. Hart, M.D.  
Thomas R. McBurney  
Allen I. Olson  
Jennifer H. Smith, Ph.D.

**Ex-Officio:**

Gordon M. Sprenger  
Executive Officer  
Allina Health System

K. James Ehlen, M.D.  
President  
Allina Health System

Robert Keith (without vote)  
Vice Chair  
Medica Board of Directors

**ARTICLE IX**  
**No Personal Liability**

No member, director, or officer of the corporation shall have personal liability to any extent for the obligations of the corporation, and each member, director, and officer shall receive indemnification from the corporation against certain expenses and liabilities in the manner provided in the Bylaws.

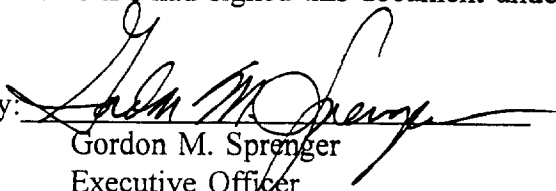
**ARTICLE X**  
**Amendments to Articles**

The Articles of Incorporation may be amended from time to time in the manner prescribed by law.

RESOLVED FURTHER, that the Executive Officer of the corporation is authorized and directed to make, execute and acknowledge a certificate embracing the foregoing resolutions and to cause such a certificate to be filed for record in the manner required by law.

I certify that I am authorized to execute these Restated Articles of Incorporation and I further certify that I understand that by signing these Restated Articles, I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

By:



Gordon M. Sprenger  
Executive Officer

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STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

JUL 25 1994

*Joan Anderson Howe*  
Secretary of State