

FORM PTO-1618C
Expires 08/30/99
OMB 0651-0027

05-01-2001

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101673256

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

com
MRD 4.24.01

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of receiving parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

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TRADEMARK
REEL: 002239 FRAME: 0243

FORM PTO-1618C
Expires 08/30/99
OMB 0851-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1863949"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

#

Deposit Account Number:

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Jamie B. Bischoff
Name of Person Signing


Signature

4/6/01
Date Signed

EXHIBIT A

MARK

REGISTRATION/
SERIAL NUMBER

REGISTRATION/
FILING DATE

GEISINGER HEALTH PLAN
(and Design)®

1,863,949

November 22, 1994

03-28-2001

RM PTO-1618C
Dates 06/30/99
18 0631-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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Month Day Year

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Execution Date
Month Day Year

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 - General Partnership
 - Limited Partnership
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 - Other
 - Citizenship State of Incorporation/Organization

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DBA/AKA/TA

Composed of

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Address (line 3)

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State/Country

Zip Code

- Individual
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SRM PTO-1618C
copies 06/30/99
MB 0651-0027

Page 2

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Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75045533"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1362526"/>	<input type="text" value="1864935"/>	<input type="text" value="1893342"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1364937"/>	<input type="text" value="1863946"/>	<input type="text" value="1890185"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2032368"/>	<input type="text" value="2089159"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

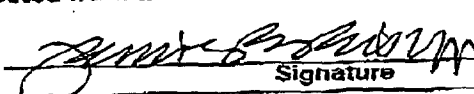
Deposit Account Number:

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Jamie B. Bischoff
Name of Person Signing


Signature

9/19/00
Date Signed

EXHIBIT A

MARK	REGISTRATION/ SERIAL NUMBER	REGISTRATION/ FILING DATE
GEISINGER®	1,362,526	September 24, 1985
GEISINGER (and Design)®	1,364,937	October 8, 1985
GEISINGER GOLD HEALTH PLAN (and Design)®	2,032,368	January 21, 1997
GEISINGER HEALTH PLAN®	1,864,935	November 29, 1994
GEISINGER HEALTH PLAN (and Design)®	1,863,946 <i>← INCORRECT</i>	November 22, 1994
GEISINGER HEALTH PLAN (and Design)®	2,089,159	August 19, 1997
GEISINGER HEALTH PLAN GOLD®	1,893,342	May 9, 1995
GEISINGER HEALTH PLAN GOLD (and Design)®	1,890,185	April 18, 1995
GEISINGER (and Design)®	75/045,533	January 18, 1996

2006-1690

EXHIBIT A

ARTICLES OF AMENDMENT

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

GEISINGER HEALTH SYSTEM FOUNDATION

1. The name of the corporation is Geisinger Health System Foundation (the "Corporation").
2. The location and post office address of the registered office of the Corporation in this Commonwealth is:

Geisinger Health System Foundation
 100 North Academy Avenue
 Danville, Pennsylvania 17822-3021

3. The Corporation is incorporated for the purpose of conducting exclusively charitable, scientific and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue law) (the "Internal Revenue code"), including, directly or indirectly, supporting, operating for the benefit of, performing the functions of, or carrying out the purposes of, Geisinger Medical Center or any other organization affiliated with the Corporation which qualifies as an exempt organization under Sections 501(c)(3) and 509(a)(1), 509(a)(2), 509(a)(3) or 115 of the Internal Revenue Code. The Corporation shall engage in all activities properly related to the foregoing, including the solicitation of funds from individuals, corporations and other organizations for financing the services to be provided.

The Corporation shall have a fiduciary obligation to support and carry out the purposes of the trust established under the will dated June 19, 1915, and codicils thereto, and indenture dated September 27, 1917 of Abigail A. Geisinger, (the "Geisinger Trust").

4. All activities of the Corporation shall be subject to the following restrictions:
 - A. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

2000-1691

B. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code or (2) as a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code.

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons, and no part of the net income of the Corporation shall inure to the benefit of, or be distributed to, any such person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

5. The term for which the Corporation is to exist is perpetual.

6. The Corporation organized upon a non-stock basis.

7. The Corporation shall have no members.

8. The Corporation is incorporated under the provisions of the Nonprofit Corporation Law of 1972, as amended.

9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, pay over and transfer, subject to the prior approval of the Trustee of the Geisinger Trust, or its successor, all of the assets of the Corporation to (i) an organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, provided that at such time the recipient qualifies as an organization exempt from taxation under Section 115 of the Internal Revenue Code, for a public purpose. No portion of the assets shall inure to the benefit of any director or officer of the Corporation or any enterprise organized for profit.

10. The Articles of Incorporation of the Corporation shall not be amended without the prior approval of the Trustee of the Geisinger Trust, or its successor.

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Apr-24-01 09:33 From-Ballard Spahr

215 864 8999

T-988 P.012/017 F-930

Mar-27-01 12:55 From-Ballard Spahr

215 864 8999

T-947 P.007/012 F-336

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

586

GEISINGER HEALTH SYSTEM FOUNDATION

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITIES THAT ARE CHARITIES AND SOLICIT FUNDS SHOULD CONTACT THE BUREAU OF CHARITABLE ORGANIZATIONS FOR REGISTRATION REQUIREMENTS AT DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, SUITE 300 124 PINE STREET, HARRISBURG, PENNSYLVANIA 17101 (717) 783-1720 OR 1-800-732-0999 WITHIN PENNSYLVANIA.

ENTITY NUMBER: 0731190

MICROFILM NUMBER: 2000014

1688-1691

DECHERT PRICE & RHOADS
ATTN: PAMELA BISHOP
COUNTER

TRADEMARK
REEL: 002239 FRAME: 0251

Number 2000-1688

Filed with the Department of State on **FEB 23 2000**

Number 731190

Kim Ditzinger
Secretary of the Commonwealth

JK

ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION
DSCB:15-5915 (Rev 90)

compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1) name of the corporation is: Penn State Geisinger Health System Foundation

2) (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

<u>100 North Academy Avenue</u>	<u>Danville</u>	<u>PA</u>	<u>17822-3021</u>	<u>Montour</u>
Number and Street	City	State	Zip	County

3) c/o: _____
Name of Commercial Registered Office Provider _____
County _____

or a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

4) statute by or under which it was incorporated is: Nonprofit Corporation Law of 1972*, as amended

The date of its incorporation is: November 3, 1975

(Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

(Check one of the following):

The amendment was adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 5914(b).

(Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

PA DEPT OF STATE
2000 FEB 23 11:41

Apr-24-01 09:33 From-Ballard Spahr

215 864 8999

T-888 P.014/017 F-830

Mar-27-01 12:55 From-Ballard Spahr

215 864 8999

T-347 P.009/012 F-336

02/23/01 16:46 5702715947

GSS/LEGAL DEPT.

002

SCB:15-5815 (Rev 90)-2

200014-1889

(Check, if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 22nd day of February, 2000.

Geisinger Health System Foundation

(Name of Corporation)

BY: Elizabeth Peterson Hall

Elizabeth Peterson Hall (Signature)

TITLE: Senior Vice President and Secretary