

06-26-2001



T

Docket No.:

945192/944764

101760511

Tab settings

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

1. Name of conveying party(ies):

Finger Lakes Health Insurance Company, Inc.

61901

- Individual(s)
- General Partnership
- Corporation-State New York
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: September 10, 1998

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

Name: Excelsus Health Plan, Inc.

Internal Address:

Street Address: 165 Court Street

City: Rochester State: NY ZIP: 14647

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,963,371

2,044,500

Additional numbers Yes No

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

Name: Neal L. Slifkin, Esq.

Internal Address:

06/26/2001 610M11 00000060 1963371

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Street Address: The Granite Building

130 East Main Street

City: Rochester State: NY ZIP: 14604

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

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-0865

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.

Neal L. Slifkin

Name of Person Signing

Neal Slifkin

Signature

6/18/01

Date

Total number of pages including cover sheet, attachments, and

19

TRADEMARK

REEL: 002318 FRAME: 0628

**State of New York }
Department of State } ss:**

201934-18202

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **DEC 16 1998**



A handwritten signature in black ink, appearing to read "J. Clark", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

F 981216000 682

CERTIFICATE OF MERGER

OF

**UTICA-WATERTOWN HEALTH INSURANCE COMPANY, INC.
AND
FINGER LAKES HEALTH INSURANCE COMPANY, INC.
AND
FINGER LAKES MEDICAL INSURANCE COMPANY, INC.
INTO
EXCELLUS HEALTH PLAN, INC.**

Under Section 904 of the Not-For-Profit Corporation Law

The undersigned, Christopher D. Perna and Matthew D. Babcock, being the President and Assistant Secretary, respectively, of UTICA-WATERTOWN HEALTH INSURANCE COMPANY, INC., and David Klein and Ralph Cox, being the President and Assistant Secretary, respectively, of FINGER LAKES HEALTH INSURANCE COMPANY, INC., and David Klein and Ralph Cox, being the President and Assistant Secretary, respectively, of FINGER LAKES MEDICAL INSURANCE COMPANY, INC., and Howard F. Beacham, III and Richard Russell, being the President and Secretary, respectively, of EXCELLUS HEALTH PLAN, INC., said corporations being domestic corporations organized and existing under and by virtue of the laws of the State of New York, hereby certify:

1. The names of the constituent corporations to the merger are Utica-Watertown Health Insurance Company, Inc., Finger Lakes Health Insurance Company, Inc., Finger Lakes Medical Insurance Company, Inc. and Excellus Health Plan, Inc. Utica-Watertown Health Insurance Company, Inc. was incorporated on January 26, 1937, under the name "Central New York Hospital Service Corporation." Finger Lakes Health Insurance Company, Inc. was initially incorporated on July 28, 1934, under the name "Rochester Hospital Service Corporation." Finger Lakes Medical Insurance Company, Inc. was incorporated on November 9,

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1945, under the name "Genessee Valley Medical Care, Inc." Excellus Health Plan, Inc., formerly known as Blue Cross and Blue Shield of Central New York, Inc. was incorporated on January 2, 1936, under the name "Syracuse Hospital Service Corporation".

2. On the date the merger becomes effective, Utica-Watertown Health Insurance Company, Inc., Finger Lakes Health Insurance Company, Inc. and Finger Lakes Medical Insurance Company, Inc. shall be merged with and into Excellus Health Plan, Inc. and the name of Excellus Health Plan, Inc. shall continue to be "Excellus Health Plan, Inc.", which shall be referred to as the "Surviving Corporation." As to each constituent corporation to the merger, there are no holders of capital certificates or subventions, no certificates evidencing capital contributions or subventions, and there presently are no outstanding capital contributions.

3. The merger of Utica-Watertown Health Insurance Company, Inc., Finger Lakes Health Health Insurance Company, Inc., Finger Lakes Medical Insurance Company, Inc. and Excellus Health Plan, Inc. was authorized with respect to Utica-Watertown Health Insurance Company, Inc. by the adoption by a majority vote of the Board of Directors of Utica-Watertown Health Insurance Company, Inc., present in person, of an Agreement and Plan of Merger at a meeting held, pursuant to the appropriate notice, on the 2nd day of September, 1998, and by affirmative votes cast by more than two-thirds of the members of Utica-Watertown Health Insurance Company, Inc. present in person and entitled to vote thereon in accordance with the Bylaws of Utica-Watertown Health Insurance Company, Inc. (which number at least equaled a quorum of the members of Utica-Watertown Health Insurance Company, Inc. entitled to vote thereon) at a meeting held, pursuant to appropriate notice, on the 2nd day of September, 1998, as prescribed in Section 613(c) of the Not-For-Profit Corporation Law of the State of New York.

4. The merger of Utica-Watertown Health Insurance Company, Inc., Finger Lakes Health Insurance Company, Inc., Finger Lakes Medical Insurance Company, Inc., and Excellus Health Plan, Inc. was authorized with respect to Finger Lakes Health Insurance Company, Inc. by the adoption by a majority vote of the Board of Directors of Finger Lakes Health Insurance Company, Inc., present in person, of an Agreement and Plan of Merger at a meeting held, pursuant to the appropriate notice, on the 8th day of September, 1998, and by affirmative votes cast by more than two-thirds of the members of Finger Lakes Health Insurance Company, Inc. present in person and entitled to vote thereon in accordance with the Bylaws of Finger Lakes Health Insurance Company, Inc. (which number at least equaled a quorum of the members of Finger Lakes Health Insurance Company, Inc. entitled to vote thereon) at a meeting held, pursuant to appropriate notice, on the 8th day of September, 1998, as prescribed in Section 613(c) of the Not-For-Profit Corporation Law of the State of New York.

5. The merger of Utica-Watertown Health Insurance Company, Inc., Finger Lakes Health Insurance Company, Inc., Finger Lakes Medical Insurance Company, Inc., and Excellus Health Plan, Inc. was authorized with respect to Finger Lakes Medical Insurance Company, Inc. by the adoption by a majority vote of the Board of Directors of Finger Lakes Medical Insurance Company, Inc., present in person, of an Agreement and Plan of Merger at a meeting held, pursuant to the appropriate notice, on the 8th day of September, 1998, and by affirmative votes cast by more than two-thirds of the members of Finger Lakes Medical Insurance Company, Inc. present in person and entitled to vote thereon in accordance with the Bylaws of Finger Lakes Medical Insurance Company, Inc. (which number at least equaled a quorum of the members of Finger Lakes Medical Insurance Company, Inc. entitled to vote

thereon) at a meeting held, pursuant to appropriate notice, on the 8th day of September, 1998, as prescribed in Section 613(c) of the Not-For-Profit Corporation Law of the State of New York.

6. The merger of Utica-Watertown Health Insurance Company, Inc., Finger Lakes Health Insurance Company, Inc., Finger Lakes Medical Insurance Company, Inc., and Excellus Health Plan, Inc. was authorized with respect to Excellus Health Plan, Inc. by the adoption by a majority vote of the Board of Directors of Excellus Health Plan, Inc. present in person, of an Agreement and Plan of Merger at a meeting held, pursuant to the appropriate notice, on the 10th day of September, 1998, and by affirmative votes cast by more than two-thirds of the members of Excellus Health Plan, Inc. present in person and entitled to vote thereon in accordance with the Bylaws of Excellus Health Plan, Inc. (which number at least equaled a quorum of the members of Excellus Health Plan, Inc. entitled to vote thereon) at a meeting held, pursuant to appropriate notice, on the 10th day of September, 1998, as prescribed in Section 613(c) of the Not-For-Profit Corporation Law of the State of New York.

7. The effective date of the merger of Utica-Watertown Health Insurance Company, Inc., Finger Lakes Health Insurance Company, Inc., Finger Lakes Medical Insurance Company, Inc. and Excellus Health Plan, Inc. shall be the later of the filing of the Certificate of Merger by the Secretary of State of the State of New York or December 31, 1998.

8. The Certificate of Incorporation of Excellus Health Plan, Inc. is hereby amended to read as follows:

(A) To add an additional power, paragraph "SECOND(c)" of the Certificate of Incorporation, is added to read:

"(c) To perform studies, feasibility surveys and planning with respect to the development and formation of a health maintenance organization; in conjunction

therewith, to accumulate, compile and analyze statistics and such other data as will promote the health, safety and welfare of the general public;"

(B) To add an additional power, paragraph "SECOND(d)" of the Certificate of Incorporation is added to read:

"(d) Upon obtaining a certificate of authority from the commissioner, to own, operate and manage a health maintenance organization, including providing or arranging for the provision of comprehensive health services, as defined in Article 44 of the Public Health Law, to an enrolled population, and to have and exercise all powers necessary and convenient to effect any or all of the foregoing purposes for which the Corporation is formed, together with all powers now or hereafter granted to it by the State of New York."

(C) To renumber paragraphs "SECOND(c)" and "SECOND(d)" of the Certificate as paragraphs "SECOND(e)" and "SECOND(f)", respectively.

(D) To change the principal office of the Corporation, paragraph "FOURTH" of the Certificate is amended to read in its entirety:

"FOURTH: The principal office of this Corporation shall be located in the County of Monroe in the State of New York."

(E) To change the post office address to which the Secretary of State shall mail a copy of any process, paragraph "FIFTH" of the Certificate of Incorporation is amended to read:

"FIFTH: The Secretary of State of New York is designated as the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process shall be Excellus Health Plan,

Inc., Gateway Centre, 150 East Main Street, Rochester, New York 14642, Attention: Legal Department."

9. Prior to the delivery of the Certificate of Merger to the Secretary of State of the State of New York for filing pursuant to the Not-For-Profit Corporation Law and the Insurance Law, the approvals and consents of the Superintendent of Insurance, the Commissioner of Health, the Public Health Council, and a Justice of the Supreme Court will be annexed to the Certificate of Merger.

IN WITNESS WHEREOF, the undersigned have executed and signed the Certificate of Merger as of the 10 day of Sept, 1998, and the undersigned affirm that the statements contained herein are true under the penalties of perjury.

UTICA-WATERTOWN HEALTH INSURANCE
COMPANY, INC.

By: Christopher D. Perna
Christopher D. Perna
President

By: Matthew D. Babcock
Matthew D. Babcock
Assistant Secretary

FINGER LAKES HEALTH INSURANCE COMPANY, INC.

By: David H. Klein
David Klein
President

By: Ralph Cox
Ralph Cox
Assistant Secretary

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FINGER LAKES MEDICAL INSURANCE COMPANY, INC.

By: David H. Klein
David Klein
President

By: Ralph Cox
Ralph Cox
Assistant Secretary

EXCELLUS HEALTH PLAN, INC.

By: HF Beacham, III
Howard F. Beacham, III
President

By: Richard Russell
Richard Russell
Secretary

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STATE OF NEW YORK
DEPARTMENT OF HEALTH
CORNING TOWER BUILDING
ALBANY, N.Y. 12237

PUBLIC HEALTH COUNCIL

November 9, 1998

Christopher C. Booth, Esq.
Hinman, Straub, Pigors & Manning, P.C.
121 State Street
Albany, New York 12207-1693

Re: Certificate of Merger of Utica-Watertown Health Insurance Company, Inc. and Finger Lakes Health Insurance Company, Inc. and Finger Lakes Medical Insurance Company, Inc. into Excellus Health Plan, Inc.

Dear Mr. Booth:

AFTER INQUIRY and INVESTIGATION and in accordance with action taken at a meeting of the Public Health Council held on the 30th day of October, 1998, I hereby certify that the Certificate of Merger of Utica-Watertown Health Insurance Company, Inc., Finger Lakes Health Insurance Company, Inc. and Finger Lakes Medical Insurance Company, Inc. into Excellus Health Plan, Inc., dated September 10, 1998 is approved.

Sincerely,

Karen S. Westervelt
Executive Secretary

TRADEMARK

REEL: 002318 FRAME: 0637

RESOLUTION

RESOLVED, that the Public Health Council on this 30th day of October, 1998, approves the filing of the Certificate of Merger of Utica-Watertown Health Insurance Company, Inc. and Finger Lakes Health Insurance Company, Inc. and Finger Lakes Medical Insurance Company, Inc. into Excellus Health Plan, Inc., dated September 10, 1998.

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STATE OF NEW YORK
DEPARTMENT OF HEALTH

Corning Tower

The Governor Nelson A. Rockefeller Empire State Plaza

Albany, New York 12237

Dennis P. Whalen
Executive Deputy Commissioner

CONSENT AND APPROVAL
TO FILING A CERTIFICATE OF MERGER
BY THE
COMMISSIONER

I, DENNIS WHALEN, Executive Deputy Commissioner, do this ^{23rd} day of November, 1998, consent to the filing with the Secretary of State of the Certificate of Merger of Utica-Watertown Health Insurance Company, Inc., Finger Lakes Health Insurance Company, Inc., Finger Lakes Medical Insurance Company, Inc., with and into Excellus Health Plan, Inc., the surviving corporation, said certificate having been executed on September 10, 1998, the Commissioner's consent and approval being required pursuant to Sections 404 (c) and 909 of the Not-for-Profit Corporation Law.

DENNIS WHALEN
Executive Deputy Commissioner

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STATE OF NEW YORK
INSURANCE DEPARTMENT
AGENCY BUILDING ONE
EMPIRE STATE PLAZA
ALBANY, NY 12257

I, NEIL D. LEVIN, Superintendent of Insurance of the State of New York, DO
HEREBY CONSENT pursuant to the provisions of Sections 404 and 909 of the Not-For-
Profit Corporation Law to the annexed Agreement and Plan of Merger of UTICA-
WATERTOWN HEALTH INSURANCE COMPANY, INC., of Utica, New York and
FINGER LAKES HEALTH INSURANCE COMPANY, INC., of Rochester, New York and
FINGER LAKES MEDICAL INSURANCE COMPANY, INC., of Rochester, New York
into EXCELLUS HEALTH PLAN, INC., of Syracuse, New York (surviving corporation) to
be effective upon filing with the New York Secretary of State and APPROVE pursuant
to Section 7105 of the New York Insurance Law.

IN WITNESS WHEREOF, I have here-unto

set my hand and affixed the official seal
of this Department at the City of Albany,
this 13th day of November, 1998.

NEIL D. LEVIN
Superintendent of Insurance

By *Barbara E. Chelen*

Special Deputy Superintendent



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STATE OF NEW YORK
SUPREME COURT COUNTY OF ONONDAGA

In the Matter of the Application of
UTICA-WATERTOWN HEALTH INSURANCE
COMPANY, INC.; FINGER LAKES HEALTH
INSURANCE COMPANY, INC.; FINGER LAKES
MEDICAL INSURANCE COMPANY, INC.; and
EXCELLUS HEALTH PLAN, INC., for an
order approving their Agreement and Plan of Merger
under Section 907 of the Not-For-Profit Corporation
Law into EXCELLUS HEALTH PLAN, INC., and
authorizing the Filing of a Certificate of Merger under
Section 904 of said Law and the Filing of a Restated
Certificate of Incorporation of EXCELLUS HEALTH PLAN,
INC. under Section 805 of said Law.

NOTICE OF ENTRY

Index No. 98-7130
R.J.I. No.:33-98-2120

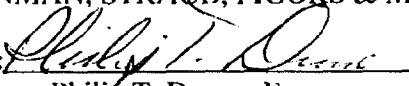
Hon. Robert J. Nicholson

SIR:

PLEASE TAKE NOTICE that the within is a true copy of an order in the above
entitled action or proceeding, duly entered in the Onondaga County Clerk's Office on
December 14, 1998.

Dated: December 16, 1998

HINMAN, STRAUB, PIGORS & MANNING, P.C.

By: 
Philip T. Dunne, Esq.

Attorneys for Petitioners
121 State Street
Albany, New York 12207
(518) 452-3508

TO: ATTORNEY GENERAL OF THE STATE OF NEW YORK
Attorney General's Office
Justice Building, 2nd Floor
Record Room
Albany, New York

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PUBLIC HEALTH COUNCIL
New York State Department of Health
Corning Tower
Division of Legal Affairs
Room 2438
Albany, New York 12237

COMMISSIONER OF HEALTH OF THE STATE
NEW YORK
New York State Department of Health
Corning Tower
Division of Legal Affairs
Room 2438
Albany, New York 12237

SUPERINTENDENT OF INSURANCE
New York State Insurance Department
Agency Building One
Empire State Plaza
Albany, New York 12223

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STATE OF NEW YORK
SUPREME COURT COUNTY OF ONONDAGA

At a Special Term of this
Court that was to be held
on December 18, 1998.

RSJ/a
In the Matter of the Application of
UTICA-WATERTOWN HEALTH INSURANCE
COMPANY, INC.; FINGER LAKES HEALTH
INSURANCE COMPANY, INC.; FINGER LAKES
MEDICAL INSURANCE COMPANY, INC.; and
EXCELLUS HEALTH PLAN, INC., for an
order approving their Agreement and Plan of Merger
under Section 907 of the Not-For-Profit Corporation
Law into EXCELLUS HEALTH PLAN, INC., and
authorizing the Filing of a Certificate of Merger under
Section 904 of said Law and the Filing of a Restated
Certificate of Incorporation of EXCELLUS HEALTH PLAN,
INC. under Section 805 of said Law.

ORDER

Index No. 98-7130
RJI No. 33-98-2120

RSJ/a
Utica-Watertown Health Insurance Company, Inc.; Finger Lakes Health Insurance
Company, Inc.; Finger Lakes Medical Insurance Company, Inc.; and Excellus Health Plan, Inc.,
having duly made joint application for an Order, pursuant to Section 907 of the Not-For-Profit
Corporation Law, approving the Agreement and Plan of Merger of said corporations, and
authorizing the filing of a Certificate of Merger in accordance with Section 904 of the Not-For-
Profit Corporation Law and the filing of a Restated Certificate of Incorporation of Excellus
Health Plan, Inc. in accordance with Section 805 of the Not-For-Profit Corporation Law, and said
application ^{not} having regularly come on to be heard, due to the consent to the requested
relief by the Attorney General of the State of New York, and there being no
need to await the return date of December 18, 1998 in view of this consent;
NOW, upon reading and filing the Order to Show Cause dated November 23,
the Notice of Petition dated November 23, 1998,
1998, the joint Affidavit of Christopher D. Perna, David Klein and Howard F. Beacham, III,
sworn to on the 17th day of November, 1998, and the exhibits annexed thereto, including the
Agreement and Plan of Merger, designated as Exhibit "A" in such Affidavit, the Certificate of
Merger of said corporations into Excellus Health Plan, Inc. pursuant to Section 904 of the Not-

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11-50 12-14-98 ONONDAGA COUNTY CLERK

For-Profit Corporation Law, the Restated Certificate of Incorporation of Excellus Health Plan, Inc. pursuant to Section 805 of the Not-For-Profit Corporation Law, and the Affidavit of Emil Duda sworn to on the 9th day of December, 1998 and the exhibits annexed thereto, all in support of the Order to Show Cause, and service of the Order to Show Cause and the attachments thereto having been duly made upon all of the Respondents listed therein and the Attorney General of the State of New York having indicated he has no objections to the filing of the Certificate of Merger by endorsement thereon and to the filing of the Restated Certificate of Incorporation by endorsement thereon, and after due deliberation having been had thereon, and it appearing to the Court that the activities and purposes of the surviving corporation are substantially similar to those of the constituent corporations to the merger and that the interests of the constituent corporations and the public interest will not be adversely affected by the proposed merger;

NOW, upon the Motion of Bond, Schoeneck & King, LLP, attorneys for the applicants herein, it is

ORDERED, that the aforesaid Agreement and Plan of Merger among Utica-Watertown Health Insurance Company, Inc.; Finger Lakes Health Insurance Company, Inc.; Finger Lakes Medical Insurance Company, Inc.; and Excellus Health Plan, Inc., be and the same hereby is approved; and it is further

ORDERED, that the aforesaid Certificate of Merger is authorized to be filed by the Department of State in accordance with Section 904 of the Not-For-Profit Corporation Law, to , showing notice of entry thereon, which Certificate of Merger a certified copy of this Order shall be annexed; and it is further


ORDERED, that the merger of Utica-Watertown Health Insurance Company, Inc.; Finger Lakes Health Insurance Company, Inc.; Finger Lakes Medical Insurance Company, Inc.;

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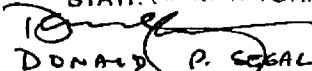
and Excellus Health Plan, Inc. shall have the effect provided by Section 905 of the Not-For-Profit Corporation Law; and it is further

ORDERED, that the Restated Certificate of Incorporation of Excellus Health Plan, Inc. is authorized to be filed by the Department of State in accordance with Section 805 of the Not-For-Profit Corporation Law, to which Restated Certificate of Incorporation a certified copy, showing notice of entry thereon, of this Order shall be annexed.

SIGNED: December 11th, 1998
Orange, New York
ENTER,


Justice of the Supreme Court
Hon. Robert J. Nicholson

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE
DENNIS C. VACCO, ATTORNEY GENERAL
STATE OF NEW YORK

By  12/10/98
DONALD P. SEGAL
ASSISTANT ATTORNEY GENERAL

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