

10-31-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RE



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): 10 28102 CareAmerica - Southern California, Inc.

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

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

2. Name and address of receiving party(ies) Name: California Physicians' Service Internal Address: 22nd Floor

Street Address: 50 Beale Street City: San Francisco State: CA Zip: 94105

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State California 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

- 3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other

Execution Date: May 20, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,563,675

Additional number(s) attached Yes No

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

Name: Gregory N. Owen, Esq.

Internal Address:

Street Address: Owen Wickersham & Erickson 455 Market Street

Suite 1910

City: San Francisco State: CA Zip: 94105

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:

n/a

(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.

Gregory N. Owen, Esq. Name of Person Signing

Signature

10-21-02 Date

Total number of pages including cover sheet, attachments, and document: 8

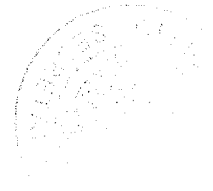
10/30/2002 LMUELLER 00000137 1563675 01 FC:8521 40.00 DP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 2607 FRAME: 0777

# State of California

SECRETARY OF STATE



ME

6 pages

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this

JUL 20 1968



*Bill Jones*

Secretary of State

## AGREEMENT OF MERGER

BY AND BETWEEN

CALIFORNIA PHYSICIANS' SERVICE

AND

CAREAMERICA—SOUTHERN CALIFORNIA, INC.

ENDORSED-FILED  
In the office of the Secretary of State  
of the State of California

JUL 01 1998

BILL JONES, Secretary of State

THIS AGREEMENT OF MERGER, dated as of May 20, 1998 (the "Agreement"), is by and among California Physicians' Service, a California nonprofit mutual benefit corporation ("CPS" or the "Surviving Corporation"), and CareAmerica—Southern California, Inc., a California corporation ("CareAmerica").

## RECITALS

WHEREAS, the Boards of Directors of CPS and CareAmerica, the sole shareholder of CareAmerica and the members of CPS have each approved, and deem it advisable and in the best interests of their respective companies and shareholders or members to consummate, the merger provided for herein, pursuant to which CareAmerica shall merge with and into the CPS (the "Merger") in accordance with the terms of this Agreement, and accordingly have agreed to effect the Merger upon the terms and subject to the conditions set forth herein;

NOW, THEREFORE, the corporations parties to this Agreement, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of the Merger and the mode of carrying them into effect as follows:

## ARTICLE 1. MERGER

Section 1.01. Merger. At the time of the filing of this Agreement with the California Secretary of State (the "Effective Time"), CareAmerica shall be merged with and into CPS, and CPS shall be the Surviving Corporation.

## ARTICLE 2. OTHER MATTERS

Section 2.01. Further Assignments or Assurances. If at any time CPS shall consider or be advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in CPS the title to any property or rights of CareAmerica, or otherwise carry out the provisions hereof, the proper officers and directors of CareAmerica, as of the Effective Time of the Merger, shall execute and deliver all proper deeds, assignments, confirmations, and

assurances in law, and to all acts proper to vest, perfect, and confirm title to such property or rights in CPS, and otherwise carry out the provisions hereof.

### ARTICLE 3. EFFECT ON OUTSTANDING SHARES

Section 3.01. Cancellation of Shares. At the Effective Time, all outstanding shares of CareAmerica shall immediately be cancelled.

Section 3.02. CPS Memberships. The memberships of CPS existing at the Effective Time shall not be changed or converted as a result of the Merger but shall remain as memberships of the Surviving Corporation.

### ARTICLE 4. DIRECTORS

Section 4.01. Board of CPS. The directors and officers of CPS holding office at the Effective Time shall continue to hold office in the Surviving Corporation until removed as provided by law or until such time as their successors have been elected and qualified. Any vacancy existing on the Board of Directors of the Surviving Corporation at the Effective Time may be filled in the manner provided by the bylaws of CPS.

### ARTICLE 5. ARTICLES OF INCORPORATION

Section 5.01. Articles of Survivor. The Articles of Incorporation of CPS, as existing on the Effective Date of the Merger, shall continue in full force as the articles of the Surviving Corporation until altered, amended as provided therein, or as provided by law.

### ARTICLE 6. BYLAWS

Section 6.01. Bylaws of CPS. The Bylaws of CPS, as existing on the Effective Date of the Merger, shall continue in full force as the bylaws of the Surviving Corporation until altered, amended, or repealed as provided therein or as provided by law.

### ARTICLE 7. INTERPRETATION AND ENFORCEMENT

Section 7.01. Notices. All notices, requests, demands, or other communications hereunder shall be in writing and shall be given or made (and shall be deemed to have been duly given or made upon receipt) by delivery in person, by courier service, by telecopy (if followed by another method permitted by this Section 7.01), or by registered or certified mail (postage prepaid, return receipt requested) to the respective parties at the following addresses (or at such other address for a party as shall be specified in a notice given in accordance with this Section 7.01):

(a) in the case of CareAmerica to:

CareAmerica – Southern California, Inc.  
c/o Blue Shield of California  
50 Beale St  
San Francisco, CA 94105  
Attention: Seth Jacobs

(b) in the case of CPS to:

Blue Shield of California  
50 Beale Street  
San Francisco, CA 94105  
Attention: Seth Jacobs

Section 7.02. Counterpart Executions. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Section 7.03. Controlling Law. The validity, interpretation, and performance of this Agreement shall be controlled by and construed under the laws of the State of California, the state in which this Agreement is being executed.

**[Signature Page Follows]**

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers on May 20, 1998, at San Francisco, California.

CAREAMERICA—SOUTHERN  
CALIFORNIA, INC.

By: Karen Schievelbein  
Karen Schievelbein  
Vice President

By: Seth Jacobs  
Seth Jacobs  
Assistant Secretary

CALIFORNIA PHYSICIANS' SERVICE

By: Bruce Bodaken  
Bruce Bodaken  
President and COO

By: Seth Jacobs  
Seth Jacobs  
Senior Vice President

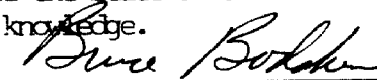
OFFICERS' CERTIFICATE  
OF  
APPROVAL OF AGREEMENT OF MERGER  
CALIFORNIA PHYSICIANS' SERVICE

The undersigned, President and Secretary, certify that:

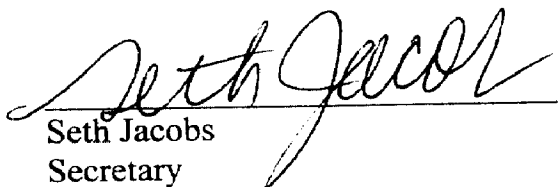
1. They are the duly elected and qualified President and Secretary, respectively, of California Physicians' Service, a California nonprofit mutual benefit corporation ("CPS");
2. This certificate is attached to the Agreement of Merger, dated as of May 20, 1998, providing for the merger of CareAmerica—Southern California, Inc., a California corporation, with and into CPS (the "Merger");
3. The principal terms of the Merger have been approved by the Board of Directors and the members of CPS;
4. CPS has one class of members entitled to vote on the principal terms of the Merger, and the number of members entitled to vote on the principal terms of the Merger was 61. The percentage vote of the members required for approval of the principal terms of the Merger is 100 percent. The members approved the principal terms of the Merger by a vote that equaled the vote required.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: June 15, 1998



Bruce Bodaken  
President



Seth Jacobs  
Secretary

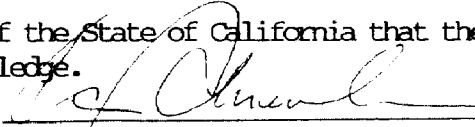
OFFICERS' CERTIFICATE  
OF  
APPROVAL OF AGREEMENT OF MERGER  
CAREAMERICA—SOUTHERN CALIFORNIA, INC.

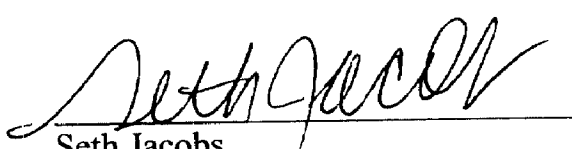
The undersigned, Vice President and Assistant Secretary, certify that:

1. They are the duly elected and qualified Vice President and Assistant Secretary, respectively, of CareAmerica—Southern California, Inc, a California corporation ("CareAmerica");
2. This certificate is attached to the Agreement of Merger, dated as of May 20, 1998, providing for the merger of CareAmerica with and into California Physicians' Service, a California nonprofit mutual benefit corporation (the "Merger");
3. The principal terms of the Merger have been approved by the Board of Directors and the sole shareholder of CareAmerica;
4. CareAmerica has one class of shareholders entitled to vote on the principal terms of the Merger, being CareAmerica's Common Stock, no par value (the "Common Stock"), and the number of shares entitled to vote on the principal terms of the Merger was 3,541,425 shares. All of the shares entitled to vote are held by one shareholder. The percentage vote of the Common Stock required for approval of the principal terms of the Merger is 100 percent. The shareholder approved the principal terms of the Merger by a vote that equaled the vote required.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our knowledge.

Dated: June 15, 1998

  
\_\_\_\_\_  
Karen Schievelbein  
Vice President

  
\_\_\_\_\_  
Seth Jacobs  
Assistant Secretary

