

01-15-2003

FORM PTO-1594
1-31-92



ET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commission

102337904

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Fairview Hospital and Healthcare Services

- Individual(s)
- General Partnership
- Corporation-MN
- Other
- Association
- Limited Partnership

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

1-13-03

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

Name: Fairview Health Services

Internal Address:

Street Address: 2450 Riverside Avenue

City Minneapolis State MN ZIP 55454-1395

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

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) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 08/24/1999

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

A. Trademark Application No.(s)

B. Trademark registration No.(s) 1,734,206

Additional numbers attached? Yes No

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

Name: Scott P. Sullivan

Internal Address: Fredrikson & Byron, P.A.

4000 Pillsbury Center

Street Address: 200 Sixth Avenue South

City: Minneapolis State: MN ZIP 55402-1425

6. Total number of applications and registrations involved: 1

FINANCE SECTION
JAN 13 AM 10:32

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 by deposit account)

01/14/2003 DBYRNE 00000137 1734206

01 FC:8521

40.00 OP

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.

John Pickerill

Name of Person Signing

Signature

1/8/03

Date

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

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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 Systems, PK2-1000C, Washington, D.C. 20231, and the Office of Management and Budget, Paperwork Reduction Project, (0651-0011). Washington, D.C. 20503

2716419

TRADEMARK
REEL: 002649 FRAME: 0109

1 66-NPA

**CERTIFICATE
OF
ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
FAIRVIEW HOSPITAL AND HEALTHCARE SERVICES**

The undersigned President and Assistant Secretary of Fairview Hospital and Healthcare Services, a Minnesota nonprofit corporation, hereby certify that the following resolution to amend and restate the Articles of Incorporation was adopted by the Board of Directors of Fairview Hospital and Healthcare Services at a meeting duly held upon proper notice on August 24, 1999.

RESOLVED, that the Articles of Incorporation of Fairview Hospital and Healthcare Services shall be amended and restated in their entirety to be as follows:

1. The name of this corporation is "Fairview Health Services." *je*
2. This corporation is organized and shall be operated exclusively for religious, charitable, scientific and educational purposes as will qualify it for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. For such purposes and not otherwise and incidental to and consistent with its accomplishment of said purposes, and subject always to the limitations contained in paragraph 3 hereof, the objects of this corporation shall be:
 - a. To establish and maintain hospitals or medical care centers for the care of persons suffering from illnesses or disabilities which require in or out patient hospital care and to establish and maintain related institutions to care for the aged, infirm and for those other persons who need assistance for their general welfare, whether mental or physical or both.
 - b. To establish and maintain facilities which will implement and further the purposes of paragraph (a).

026174

- 1 00. D. - 29 949

- c. To carry on any educational activities which will aid the hospitals or medical care centers and their related institutions to carry on broad community health care and welfare programs.
- d. To promote and carry on scientific research related to the care of the sick and injured.
- e. To participate, so far as circumstances may warrant, in any activity designed and carried on to promote or improve the general health care and welfare of the public or assist in providing incidental services related to general health care and welfare programs.

This corporation shall have the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, merger, consolidation, lease, gift, bequest, legacy, devise or otherwise and to own, operate, hold, invest, expend, exchange, make gifts, grants and contributions of, and to sell, convey, transfer, lease, license, mortgage, encumber or otherwise deal with or dispose of any funds or property or the income therefrom in furtherance of its purposes, and it shall further have such other powers as are consistent with the said foregoing purposes and are afforded to corporations by the Minnesota Nonprofit Corporation Act and any further laws amendatory or supplementary thereto.

- 3. This corporation does not and shall not, incidentally or otherwise, afford pecuniary gain to its members, Directors or officers; provided that, subject always to the limitations contained in paragraphs 2 and 3 hereof, this corporation may pay reasonable compensation for services rendered to or for the benefit of the corporation, and make payments to and distributions in furtherance of, one or more of its purposes as set forth in paragraph 2

hereof. No part of the property or the net earnings of this corporation or any other pecuniary gain or profit shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member, Director or officer, or any other person having a personal and private interest in the activities of the corporation. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended.

4. The period of duration of this corporation shall be perpetual.
5. The registered office of this corporation in the State of Minnesota is 2450 Riverside Avenue, Minneapolis, Minnesota, 55454.

6. (a) In the event of dissolution of this corporation, and subject always to the limitations contained in paragraph 3 hereof, all of its then assets shall be distributed as follows:

- (i) The dissolution shall be conducted under court supervision if required or permitted under the Statutes of the State of Minnesota, as now enacted or as hereafter amended, and the assets of this corporation shall be distributed in such manner and to or for the benefit of such organizations, causes or projects as in the judgement of the court will accomplish the general purposes for which the corporation was organized, it being desired that in such event the assets of this corporation shall be distributed to the greatest practicable extent in such a manner as to preserve the separate identity of the constituent corporations which formed this corporation and to return control over such assets to the greatest practicable extent to an organization or organizations which will carry on the objects of such constituent corporations.
- (ii) If the dissolution under court supervision is not required or permitted under the Statutes of the State of Minnesota, as now enacted or as hereafter amended, the assets of this corporation shall be distributed to or for the benefit of such organizations, for which gifts are deductible from the income of a donor under the Internal Revenue Code of 1986, as now enacted or as hereafter amended, as the Board of Directors of the corporation shall determine, it being desired that in such event the assets of this corporation shall be distributed to the greatest practicable extent in such a manner as to preserve the separate identify of the constituent corporations which formed this corporation and to return control over such assets to the greatest practicable extent to an organization or organizations which will carry on the objects of such constituent corporations. If the Internal Revenue Code, as hereafter amended, does not provide for such a deduction, then the distribution shall be made to such one or more state or local governments, for a public purpose, as the Board of Directors of the corporation shall determine.

- (b) In the event of dissolution of this corporation, none of its assets will directly or indirectly be transferred to, or in any other respect whatsoever inure to or for the benefit of any member, Director or officer of the corporation.
7. (a) The members of this corporation shall consist solely and exclusively of the persons who constitute the Directors of this corporation from time to time. When a person becomes a Director of this corporation, he shall concurrently with becoming such a Director, automatically become and be a member of this corporation, and when a person ceases to be a Director of this corporation, he shall, concurrently with ceasing to be such a Director, automatically cease to be a member of this corporation.
- (b) The Board of Directors of this corporation shall consist of not less than 21 nor more than 39 persons.
- (c) The manner of selection of Directors, their terms of office and other qualifications shall be as set forth in the Bylaws of the corporation as they shall exist from time to time.
8. (a) Members, Directors and officers of this corporation and of any constituent corporation whose corporate existence continues after

) consolidation or merger into this corporation shall not be personally liable to any extent whatsoever for obligations of this corporation.

(b) The corporation shall indemnify every person who is or was a Director or officer of this corporation or of any constituent corporation whose corporate existence continues after consolidation or merger into this corporation, his heirs, executors, and administrators against all reasonable costs and expenses including attorneys' fees incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of this corporation or any constituent corporation whose corporate existence continues after consolidation or merger into this corporation, except in relation to any actions, suits or proceedings in which he has been adjudged liable because of willful misfeasance, bad faith, gross negligence and reckless disregard of the duties involved in the conduct of his office or in the event of a settlement, each Director and officer (and his heirs, executors and administrators) may be indemnified by the corporation against payments made, including reasonable costs and expenses, provided that such indemnity shall be conditioned upon the prior determination by a resolution of two-thirds of those members of the Board of Directors of the corporation who are not involved in the action, suit or proceeding that the Director or officer has no liability by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office and provided further that if a majority of the

members of the Board of Directors of the corporation are involved in this action, suit or proceeding, such determination shall have been made by a written opinion of independent counsel. Amounts paid in settlement shall not exceed costs, fees and expenses which would have been reasonably incurred if the action, suit or proceeding had been litigated to a conclusion. Said indemnification shall include, but shall not be limited to civil, criminal, administrative or investigative action, including any appeal relating thereto, in which a Director or officer may be involved or threatened to be involved as a party or otherwise. The foregoing rights and indemnification shall not be exclusive of any other rights to which the officers and Directors may be entitled according to law.

9. This corporation shall have no capital stock, either authorized or issued.

The amendment was adopted pursuant to Minnesota Statutes, Chapter 317A.

IN WITNESS WHEREOF, we have set our hands this 2nd day of

September, 1999.

Ron J. Rapp

President

George T. Chesal

Assistant Secretary

STATE OF MINNESOTA
FILED

SEP 03 1999

Mary Hillenbrand
Secretary of State