

3-27-03 TRA



To the Honorable Commissioner for Patents and

102402459

ginal document(s) or copy(ies).

1. Name of conveying party(ies):

The Methodist Hospital System

- Individual(s) Association
 - General Partnership Limited Partnership
 - Corporation (Non-Profit) Other: _____
- Citizenship/State of Incorporation/Organization: Texas
 Additional name(s) of conveying party(ies) attached? Yes No

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

Name: **The Methodist Health Care System**

Street Address: 6565 Fannin Street, D200
Houston, TX 77030-2707

- Individual(s)
 - Association
 - General Partnership
 - Limited Partnership
 - Corporation (Non-Profit)
 - Other: _____
- State of Incorporation/Organization: Texas
- 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

OFFICE OF PATENT RECORDS
703 MAR 27 AM 11:11
FINANCE SECTION

3. Nature of conveyance:

- Assignment Merger
 - Security Agreement Change of Name
 - License Nunc Pro Tunc Assignment
 - Other: _____
- Effective Date: June 24, 1996

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

ATTORNEY DOCKET NO.: 065298-9007

A. Trademark Application No.(s)

B. Trademark Registrations No.(s)

2,060,140

Additional numbers attached? Yes No

5. Correspondent name and address:

MICHAEL BEST & FRIEDRICH LLC
Attorneys At Law
401 North Michigan Avenue, Suite 1900
Chicago, Illinois 60611-4212

Direct telephone calls to: Joseph F. Schmidt
at telephone no. (312) 222-0800 or fax no. (312) 222-0818

6. Total number of properties involved: 1

Total pages including cover sheet & attachments: 8

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail, postage prepaid, in an envelope addressed to: Commissioner of Patents and Trademarks, Box Assignments, Washington, DC 20231 on
Date: 3/21/03

Dawn Ternig

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

- Enclosed
- Authorized to be charged to deposit account
- Authorization to charge additional fees

8. Deposit Account Number - 50-1965

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. Charges to deposit account are authorized.

Joseph F. Schmidt
Name of Person Signing

Joseph F. Schmidt
Signature

3/21/03
Date

03/28/2003 ECOOPER 00000008 2006149
01 FC:8521
Mail documents to be recorded with required cover sheet information to:
Commissioner for Patents & Trademarks, Box Assignments
Washington, DC 20231
40.00 0P

FILED
 In the Office of the
 Secretary of State of Texas
 JUN 26 1996
 Corporations Section

**THE METHODIST HOSPITAL SYSTEM
 AMENDED AND RESTATED**

ARTICLES OF INCORPORATION

ARTICLE ONE

The name of the corporation is **THE METHODIST HOSPITAL SYSTEM**. The corporation hereby adopts Amended Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by Amended and Restated Articles of Incorporation of The Methodist Hospital System attached hereto as Exhibit A and incorporated hereby as if fully set out herein and which contain no other change in any provision thereof.

ARTICLE TWO

The Articles of Incorporation of the corporation are amended by the Amended and Restated Articles of Incorporation which amends Article I to change the name of the corporation to

"The Methodist Health Care System"

and further amends Articles IV, V, VI, X, XI, and XII, as set forth on the attached Exhibit A, entitled Amended and Restated Articles of Incorporation of The Methodist Health Care System.

ARTICLE THREE

Each such amendment made by the Amended and Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such Amended and Restated Articles of Incorporation and each such amendment made thereby were adopted effective July 1, 1996 in the following manner:

The Amended and Restated Articles of Incorporation and all amendments made thereby were adopted by the Board of Directors of The Methodist Hospital System on April 24, 1996, there being no members having voting rights in respect thereof.

ARTICLE FOUR

The Articles of Incorporation and all amendments thereto are hereby superseded by the following Amended and Restate Articles of Incorporation which accurately copy the entire text thereof including all previous amendments and as further amended as set forth on the attached Exhibit A.

Dated this 24th day of June, 1996.

THE METHODIST HOSPITAL SYSTEM


 Larry L. Mathis
 President and Chief Executive Officer

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE METHODIST HOSPITAL SYSTEM**

We, the undersigned natural persons and citizens of the State of Texas, of the age of eighteen (18) years or more, acting as incorporators of the corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is **THE METHODIST HEALTH CARE SYSTEM.**

ARTICLE II.

The corporation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The purposes for which the corporation is organized and to be operated are exclusively charitable, educational and scientific, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and, to accomplish those purposes, to conduct any business or activity permitted by the Texas Non-Profit Corporation Act, except as limited by Section 501(c)(3) of the Code. In accomplishment of such purposes, the corporation is to be administered solely for the benefit of The Texas Annual Conference of the South Central Jurisdiction of The United Methodist Church (the "Supported Organization"), by providing, directly or indirectly, assistance and benefit, financial or otherwise, to the Supported Organization through whatever means are determined by the Board of Directors, including but not limited to, making distributions or providing services to the Supported Organization or any "Affiliate" (as hereinafter defined) of the Supported Organization. An "Affiliate" of the Supported Organization is an organization in which (i) the Supported Organization or the corporation owns, directly or indirectly, a stock interest or has a membership right, or (ii) the Supported Organization or the corporation has, directly or indirectly, the right to receive assets upon liquidation or dissolution of the organization. No distribution shall be made to an Affiliate unless such Affiliate is an organization described in Section 501(c) (3) of the Code and is other than a private foundation within the meaning of Section 509(a) of the Code.

The broadest discretion is vested in and conferred upon the Board of Directors (as defined in ARTICLE VI of these Articles of Incorporation and the corporation's Bylaws) for the accomplishment of these purposes, provided, however, that no contribution shall be made or distributed to or for any person, firm, corporation or other entity which shall apply, directly or indirectly, such contributed funds for any purpose or purposes in violation of the Constitution and statutes of the United States or the State of Texas. If any of the following events occurs, the Board of Directors shall by written notice (evidencing at least a majority determination of the Board of Directors) administer the corporation for the sole benefit of another organization (a "Successor Supported Organization"):

(a) the Supported Organization (or a Successor Supported Organization, in the event of a change pursuant to the provisions of this ARTICLE IV) ceases to be an organization described in Sections 509(a) (1) or 509(a) (2) of the Code, or (b) the Supported Organization (or a Successor Supported Organization, in the event of a change pursuant to the provisions of this ARTICLE IV) is dissolved or otherwise ceases to exist. In selecting a Successor Supported Organization, the Board of Directors shall by majority determination select an organization which (a) is approved by the Texas Annual Conference of the South Central Jurisdiction of The United Methodist Church, and (b) is other than a private foundation within the meaning of Section 509(a) of the Code.

ARTICLE V.

The street address of the initial registered office of the corporation is 6565 Fannin Street, M.S. D200, Houston, Texas 77030-2707, and the name of its registered agent at such address is R. G. Girotto

ARTICLE VI.

The direction and management of the corporation and the control and disposition of its property and funds is vested in a Board of Directors. The number of Directors shall be set from time to time by the Board of Directors, but no decrease in the number shall shorten the term of any incumbent Director, and, the number shall be no more than twenty-six (26) and no fewer than fifteen (15) (other than Advisory and Life Directors). The current Directors are:

<u>Name</u>	<u>Address</u>
Jack S. Blanton	700 Louisiana Street Suite 3920 Houston, TX 77002
Dr. W. Earl Bledsoe	13403 Cypress-North Houston Cypress, TX 77429

John F. Bookout

P.O. Box 2463
Houston, TX 77252

Ernest H. Cockrell

1600 Smith Street
Suite 4600
Houston, TX 77002

Emily Crosswell

1520 Potomac Dr.
Houston, TX 77057

James C. Dishman

6820 College Street
Beaumont, TX 77707

Charles W. Duncan, Jr

Texas Commerce Tower
600 Travis, 61st Floor
Houston, TX 77002

Connie Dyer

10907 Lakeside Forest Ln.
Houston, TX 77042

Bishop J. Woodrow Hearn

5215 Main Street
Houston, TX 77002

Dr. William H. Hinson

1320 Main Street
Houston, TX 77002

Sandra Smith Jackson

P. O. Box 146
Moscow, TX 75979

Isaac H. Kempner, III

P.O. Box 25
Sugar Land, TX 77478

Allan C. King

9821 Katy Freeway,
Suite 805
Houston, TX 77024

James R. Lesch

P.O. Box 4442
Houston, TX 77210

Vidal G. Martinez

Three Allen Center
333 Clay Street, Suite 3800
Houston, TX 77002

Larry L. Mathis

6565 Fannin, M.S. D-200

Houston, TX 77030

Dr. James W. Moore

P O. Box 22013
Houston, TX 77227

Robert K. Moses, Jr.

P.O. Box 27888
Houston, TX 77227

Corbin J. Robertson, Jr.

601 Jefferson St.
Suite 2300
Houston, TX 77002

Pliny C. Smith, M D.

6565 Fannin, M.S. D-281
Houston, TX 77030

Wm. Randolph Smith

3314 First City Tower
1001 Fannin
Houston, TX 77002

David M. Underwood

909 Fannin Street, 6th Floor
Houston, TX 77010-1060

Joe C. Walter, Jr.

1800 Bering, Suite 705
Houston, TX 77057

Judge Ewing Werlein, Jr.

515 Rusk, Room 9136
Houston, TX 77002

D. Robert Wiemer, M.D.

6560 Fannin, Suite 1760
Houston, TX 77030

Isabel Wilson

230 Westcott Street, Suite 204
Houston, TX 77007

ARTICLE VII

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Bert L. Campbell	3500 First City Tower Houston, Texas 77002
Joanne P. Gregory	3600 First City Tower Houston, Texas 77002

Teresa A. Callahan

3600 First City Tower
Houston, Texas 77002

ARTICLE VIII.

The corporation shall have no members.

ARTICLE IX.

Regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas, the Corporation shall not:

- (1) Permit any part of the net earning of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the corporation in effecting one or more of its purposes);
- (2) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise;
- (3) Participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; or
- (4) Attempt to influence the outcome of any specific public election.

ARTICLE X.

Upon the dissolution of the corporation, its assets shall be distributed exclusively to the Supported Organization or a Successor Supported Organization in the event a Successor Supported Organization is selected pursuant to the provisions of ARTICLE IV.

ARTICLE XI.

Any action required to be taken at a meeting of the Board of Directors of the corporation or any action that may be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if prior notice of the proposed action is delivered to all affected Directors or Committee Members, and a consent in writing is signed by a sufficient number of Directors or Committee Members as would be necessary to take that action at a meeting at which all of the Directors or Members of the Committee were present and voted.

ARTICLE XII.

These Articles of Incorporation shall be amended only in accordance with the procedures set forth in the Bylaws of the Corporation.