

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
American Lung Association of Minnesota		07/01/2005	CORPORATION: MINNESOTA

**RECEIVING PARTY DATA**

Name:	American Lung Association of the Upper Midwest
Street Address:	3000 Kelly Lane
City:	Springfield
State/Country:	ILLINOIS
Postal Code:	62707
Entity Type:	CORPORATION: ILLINOIS

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
Registration Number:	1904837	HEALTH HOUSE
Registration Number:	1943514	
Registration Number:	2488853	HEALTH HOUSE ADVANTAGE
Registration Number:	2504469	HEALTH HOUSE

**CORRESPONDENCE DATA**

Fax Number: (612)332-9081  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 6123325300  
 Email: slindemeier@merchant-gould.com  
 Correspondent Name: Scott W. Johnston  
 Address Line 1: P.O. Box 2910  
 Address Line 4: Minneapolis, MINNESOTA 55402-9944

ATTORNEY DOCKET NUMBER:	4421.1US01
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CH \$115.00 1904837

NAME OF SUBMITTER:	Scott W. Johnston
Signature:	/SWJ/
Date:	03/23/2006
<b>Total Attachments: 7</b> source=Plan of Consolidation#page1.tif source=Plan of Consolidation#page2.tif source=Plan of Consolidation#page3.tif source=Plan of Consolidation#page4.tif source=Plan of Consolidation#page5.tif source=Plan of Consolidation#page6.tif source=Plan of Consolidation#page7.tif	

FORM NFP 111.25 (rev. Dec. 2003)

ARTICLES OF MERGER  
OR CONSOLIDATION

General Not For Profit Corporation Act

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961  
www.cyberdriveillinois.com

**FILED**

**JUN 30 2005**

**JESSE WHITE  
SECRETARY OF STATE**

Remit payment in the form of a  
check or money order payable  
to the Secretary of State.

File # 60417-603-7 Filing Fee: \$25.00 Approved: u

Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable word in items 1, 3 and 4.

1. Names of the corporations proposing to ~~consolidate~~ consolidate, and the state or country of their incorporation are:

Name of Corporation	State or Country of Incorporation	File Number
<u>American Lung Association of Illinois-Iowa, Inc.</u>	<u>Illinois</u>	<u>6190-904-4</u>
<u>American Lung Association of Minnesota</u>	<u>Minnesota</u>	<u>5004-NP</u>

2. The laws of the state or country under which each corporation is incorporated permit such merger or consolidation.

3. The name of the ~~existing~~ new corporation: American Lung Association of the Upper Midwest

and it shall be governed by the laws of: Illinois

4. The plan of ~~merger~~ consolidation is as follows:

(If space is insufficient, attach additional pages size 8 1/2 x 11.)

See Attached Plan of Consolidation

~~XXXXXX~~

5. The plan of consolidation was approved, (a) as to each corporation not incorporated in Illinois, in compliance with the laws of the state under which it is incorporated, and (b) as to each Illinois corporation, as follows:

(Please indicate the manner by which the plan was approved by inserting the comparable letter in the box following each corporate name.)

- A. By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors. (§ 111.15)
- B. By written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act. (§ 108.45 & § 111.15)
- C. At a meeting of members by the affirmative vote of members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws (§ 111.20)
- D. By written consent, signed by members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws, in compliance with Section 107.10 of this Act. (§ 107.10 & § 111.20)

NAME OF CORPORATION

MANNER

American Lung Association of Illinois-Iowa, Inc.

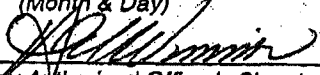
6. (Not applicable if surviving or new corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger or consolidation by the Secretary of State of the State of Illinois:

- a. The surviving or new corporation may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is party to such merger or consolidation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving or new corporation to accept service of process in any such proceeding.

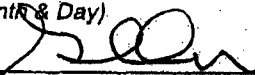
N/A

7. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated June 24<sup>th</sup> 2005  
 (Month & Day) (Year)  
  
 (Any Authorized Officer's Signature)

American Lung Association of Illinois-Iowa,  
 (Exact Name of Corporation) Inc.

Harold Wimmer, President  
 (Type or Print Name and Title)

Dated June 24<sup>th</sup> 2005  
 (Month & Day) (Year)  
  
 (Any Authorized Officer's Signature)

American Lung Association of Minnesota  
 (Exact Name of Corporation)

Gerald Orr, President  
 (Type or Print Name and Title)

Dated \_\_\_\_\_ (Month & Day) (Year)  
 \_\_\_\_\_  
 (Any Authorized Officer's Signature)

\_\_\_\_\_  
 (Exact Name of Corporation)

\_\_\_\_\_  
 (Type or Print Name and Title)

**PLAN OF CONSOLIDATION  
AMERICAN LUNG ASSOCIATION OF ILLINOIS-IOWA, INC.  
AND AMERICAN LUNG ASSOCIATION OF MINNESOTA**

This Agreement made effective the 1<sup>st</sup> day of July, 2005, between the **AMERICAN LUNG ASSOCIATION OF ILLINOIS-IOWA, INC.** (hereinafter referred to as "ALAI"), and the **AMERICAN LUNG ASSOCIATION OF MINNESOTA** (hereinafter referred to as "ALAMN"),

**WITNESSETH:**

WHEREAS, ALAI and ALAMN, along with the American Lung Association of Wisconsin, Inc. (hereinafter referred to as "ALA/W") have entered into a "Three-Party Agreement for the Formation of the American Lung Association of the Upper Midwest" dated effective the 24<sup>th</sup> day of June, 2005 (the "Three-Party Agreement"), which provides for the consolidation of ALAI and ALAMN to initially form the **American Lung Association of the Upper Midwest** (hereinafter referred to as "ALAUM"); and

WHEREAS, ALAI and ALAMN are separate corporations organized and existing under the laws of the States of Illinois and Minnesota, respectively, and both are duly recognized as "Constituents" of the American Lung Association, Inc. ("ALA"); and

WHEREAS, ALAI and ALAMN desire to consolidate the two corporations into one corporation to be known as the "American Lung Association of the Upper Midwest," which will be the "new corporation," operating under the laws of Illinois:

NOW, THEREFORE, pursuant to the provisions of the Illinois Not-For-Profit Corporation Act of 1986, as amended, and the Minnesota Nonprofit Corporation Act, the undersigned nonprofit corporations have adopted the following Plan of Consolidation for the purpose of consolidating the undersigned corporations into one new corporation:

1. New Corporation. The name of the new corporation effective on the date of consolidation shall be the "**American Lung Association of the Upper Midwest.**" Each of the former Constituent's operational name within its States will be the "American Lung Association of (State Name)," (i.e., "American Lung Association of Minnesota", "American Lung Association of Illinois", and "American Lung Association of Iowa").

2. State of New Corporation. The American Lung Association of the Upper Midwest, the "new corporation," shall be incorporated in the State of Illinois and the

principal corporate headquarters will be located at 3000 Kelly Lane, Springfield, Illinois 62707. The Board of Directors of the new corporation shall have the power to change the location of the corporate headquarters in the future. The new corporation will maintain in each state one or more offices as centers of volunteer, staff, program and fundraising activity within such state.

3. No Members. The new corporation shall have no members.

4. By-Laws. The By-Laws of ALAUM shall initially be in the form set forth as an exhibit to the Three-Party Agreement, and the Boards of Directors of each of the parties have approved such By-Laws for use in the operation of the new corporation, subject to amendment from time to time in the future as provided therein.

5. Directors. The first Board of Directors of the new corporation shall be (19) in number, their names, addresses and initial terms of office being as follows, and they shall serve subject to the provisions set forth in the By-Laws:

Directors Names	Street Address	City	State	Zip	Term
Ravi Chandran	300 W. North Ave.	Lombard	IL	60148	3 Years
William Kempiners	1029 S. 4 <sup>th</sup> St.	Springfield	IL	62703	3 Years
Alan Rowe	2650-26 <sup>th</sup> Ave.	Marion	IA	52302	3 Years
Linda Smith	226 Forest Ct.	Edwardsville	IL	62025	3 Years
Terry Johnston	509 W. Water	Kankakee	IL	60901	2 Years
Madalaine Luther	498 Kristy	Edwardsville	IL	62025	2 Years
Robert Sobie	265 S. Ott Ave.	Glen Ellyn	IL	60137	2 Years
James Tammi	254 E. Drury Ln., N.	Barrington	IL	60010	2Years
Timothy Buckley	1471 Lake Cook Rd.	Deerfield	IL	60015	1 Year
Emmit George, Jr.	1180 Barberry Ct.	Downers Grove	IL	60515	1 Year
Roger J. Kuhle	1501-42 <sup>nd</sup> St., Ste 110	West Des Moines	IA	50266	1 Year
Richard Woelner	3847 Huntington Cr.	Minnetonka	MN	55305	3 Years
Richard Sveum	3800 Park Nicollett Blvd.	St. Louis Park	MN	55416	3 Years
Bob Reber	8750 Brentwood Dr.	Eden Prairie	MN	55344	3 Years
Alan Abramson	8100 34 <sup>th</sup> Ave. S.	Bloomington	MN	55425	2 Years
Peter Spokes	1201 Yale Place, #308	Minneapolis	MN	55403	2 Years
Cassandra Junker	11824 Wayzata Blvd.	Minneapolis	MN	55305	2 Years
Audrene Lojovich	400 N. Robert St.	St. Paul	MN	55101	1 Year
Anne Rutledge	5116 Ridge Rd.	Minneapolis	MN	55436	1 Year

6. Subject to ALA Approval. This Plan of Consolidation is subject to the approval of the American Lung Association, Inc. ("ALA"), through its National Organization office,.

7. Effective Date. The effective date of the consolidation of the corporations shall be July 1, 2005 (the "Effective Date").

8. Effect of Merger. Upon the effective date of the consolidation:

(a) each of the corporate parties hereto shall become a single corporation which shall be the new corporation, the American Lung Association of the Upper Midwest, Inc. as heretofore provided in this Plan of Consolidation;

(b) the separate corporate existence of each party hereto shall cease;

(c) the new corporation shall have all the rights, privileges, immunities and powers and be subject to all the duties and liabilities of each of the parties hereto, and such new corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public or private nature of each of the consolidating corporations; and all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to each of the consolidating corporations shall be taken and deemed to be transferred to and vested in such single new corporation without further act or deed; and the title to any real estate or any interest therein, vested in any of such consolidating corporation shall not revert or be in any way impaired by reason of such consolidation; and

(d) the new corporation shall be responsible and liable for all the liabilities and obligations of each of the consolidating corporations; and any claim existing or action or proceeding pending by or against any of such consolidating corporations may be prosecuted to judgment as if such consolidation had not taken place, or such new corporation may be substituted in its place.'

(e) Bequests, devises, and gifts. Any bequest, devise, gift, grant, or promise contained in a will or other instrument of donation, subscription, or conveyance, that is made to either of the consolidating corporations and that takes effect or remains payable after the consolidation, inures to the new corporation unless the will or other instrument otherwise specifically provides.

9. Articles of Consolidation. Forthwith upon the Effective Date hereof, Articles of Consolidation shall be filed with the Secretary of State of the State of Illinois and effective upon consolidation, the new corporation shall register with the Secretary of State of the State of Minnesota and the Secretary of State of the State of Iowa as a foreign, nonprofit corporation under the Minnesota Nonprofit Corporation Act and its Iowa counterpart.

10. Registered Office and Registered Agent. The initial registered office and registered agent of the new corporation, American Lung Association of the Upper Midwest, shall be as follows:

**Registered Agent:** Harold P. Wimmer

**Registered Office:** 3000 Kelly Lane  
Springfield, Illinois 62707  
Sangamon County



11. Not Housing Cooperative. The new corporation is not consolidated or established for the purpose of any residential cooperative housing as defined under Internal Revenue Code §216, or as referenced under the Illinois Not-For-Profit Corporation Act. Further, the new corporation is not established or formed as a homeowner's association under the laws of the State of Illinois. The purposes for which the new corporation is organized are set forth on attached Exhibit "A".

12. Approval by Board of Directors. The preceding Plan of Consolidation, having been presented to the Board of Directors of each consolidating corporation, and upon motions duly made and seconded, followed by vote of the Directors of each respective corporation's Board of Directors, was duly passed by the requisite majority.

IN WITNESS WHEREOF, the undersigned parties have caused these presents to be signed and sealed by their duly authorized representatives for the uses and purposes heretofore set forth the dates and years hereinafter indicated.

**American Lung Association of Illinois-Iowa, Inc.**

**American Lung Association of Minnesota**

By: *Paul Wimmer*  
President

BY: *John*  
President

Attest: *Alan* (SEAL)  
Secretary

Attest: *[Signature]* (SEAL)  
Secretary

Dated: *June 24, 2005*

Dated: *June 24, 2005*