

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HealthEast		11/20/2009	Non-profit corporation: MINNESOTA
RECEIVING PARTY DATA			
Name:	HealthEast Care System		
Street Address:	559 Capitol Boulevard		
City:	St. Paul		
State/Country:	MINNESOTA		
Postal Code:	55103		
Entity Type:	Non-profit corporation: MINNESOTA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2329433	HEALTHEAST	
CORRESPONDENCE DATA			
Fax Number:	(612)332-9081		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	612.336.4725		
Email:	mmiller@merchantgould.com		
Correspondent Name:	Danielle I. Mattessich		
Address Line 1:	PO Box 2910		
Address Line 4:	Minneapolis, MINNESOTA 55402-0910		
ATTORNEY DOCKET NUMBER:	03258.0012US01		
NAME OF SUBMITTER:	Danielle I. Mattessich		
Signature:	/daniellemattessich/		

OP \$40.00 2329433

900151644

**TRADEMARK
 REEL: 004127 FRAME: 0641**

Date:

01/08/2010

Total Attachments: 12

source=Merger_HealthEastCareSystem#page1.tif
source=Merger_HealthEastCareSystem#page2.tif
source=Merger_HealthEastCareSystem#page3.tif
source=Merger_HealthEastCareSystem#page4.tif
source=Merger_HealthEastCareSystem#page5.tif
source=Merger_HealthEastCareSystem#page6.tif
source=Merger_HealthEastCareSystem#page7.tif
source=Merger_HealthEastCareSystem#page8.tif
source=Merger_HealthEastCareSystem#page9.tif
source=Merger_HealthEastCareSystem#page10.tif
source=Merger_HealthEastCareSystem#page11.tif
source=Merger_HealthEastCareSystem#page12.tif

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 317A

State of Formation and Names of Merging Entities:

- MN: HEALTHEAST
MN: HEALTHEAST BETHESDA HOSPITAL
MN: HEALTHEAST HOME CARE
MN: HEALTHEAST AMBULANCE

State of Formation and Name of Surviving Entity:

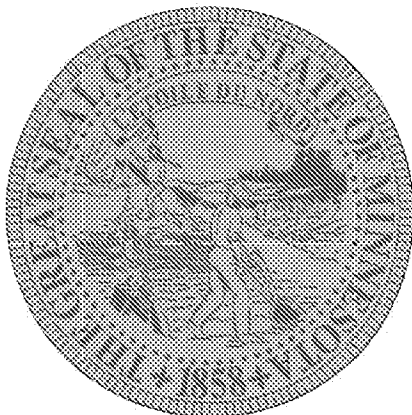
MN: HEALTHEAST BETHESDA HOSPITAL

Effective Date of Merger: 1/01/2010@12:01 A.M.

Name of Surviving Entity after Effective Date of Merger:

HEALTHEAST CARE SYSTEM

This certificate has been issued on: 12/02/2009.



Handwritten signature of Mark Ritchie, Secretary of State.

W-39

NP-M

ARTICLES OF MERGER
OF
HEALTHEAST,
HEALTHEAST BETHESDA HOSPITAL,
HEALTHEAST HOME CARE, AND
HEALTHEAST AMBULANCE

Pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, the corporations hereinafter named do hereby adopt the following Articles of Merger:

ARTICLE I
CONSTITUENT CORPORATIONS

The names of the merging corporations are HealthEast, a Minnesota nonprofit corporation, HealthEast Bethesda Hospital, a Minnesota nonprofit corporation, HealthEast Home Care, a Minnesota nonprofit corporation, and HealthEast Ambulance, a Minnesota nonprofit corporation.

ARTICLE II
PLAN OF MERGER

The Plan of Merger by and among HealthEast, HealthEast Bethesda Hospital, HealthEast Home Care, and HealthEast Ambulance is attached hereto and made a part hereof.

ARTICLE III
SURVIVING CORPORATION

HealthEast Bethesda Hospital shall be the surviving corporation upon the accomplishment of this merger.

ARTICLE IV
APPROVAL OF PLAN OF MERGER

The attached Plan of Merger by and among HealthEast, HealthEast Bethesda Hospital, HealthEast Home Care and HealthEast Ambulance was duly approved and adopted by each constituent corporation in accordance with the Minnesota Nonprofit Corporation Act.

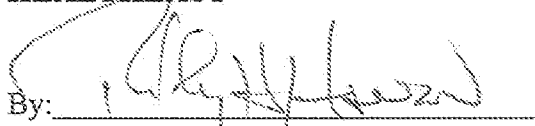
ARTICLE V
NOTICE TO ATTORNEY GENERAL

Section 317A.811 of the Minnesota Nonprofit Corporation Act requiring notice to the Attorney General is not applicable to this merger, since the Surviving Corporation is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE VI
EFFECTIVE DATE

This merger shall be effective at 12:01 a.m. on January 1, 2010.

HEALTHEAST

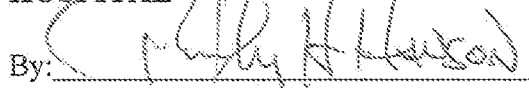
By: 

Timothy H. Hanson

Its: President

Dated: November 20, 2009

**HEALTHEAST BETHESDA
HOSPITAL**

By: 

Timothy H. Hanson

Its: President

Dated: November 20, 2009

HEALTHEAST HOME CARE

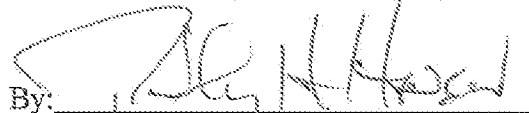
By: 

Timothy H. Hanson

Its: President

Dated: November 20, 2009

HEALTHEAST AMBULANCE

By: 

Timothy H. Hanson

Its: President

Dated: November 20, 2009

1098588.1

PLAN OF MERGER
BY AND AMONG
HEALTHEAST,
HEALTHEAST BETHESDA HOSPITAL,
HEALTHEAST HOME CARE AND
HEALTHEAST AMBULANCE

This shall constitute the Plan of Merger by and among HealthEast, a Minnesota nonprofit corporation ("HealthEast"), HealthEast Bethesda Hospital, a Minnesota nonprofit corporation ("Bethesda"), HealthEast Home Care, a Minnesota nonprofit corporation ("Home Care") and HealthEast Ambulance, a Minnesota nonprofit corporation ("Ambulance") pursuant to Minnesota Statutes, Chapter 317A. HealthEast, Bethesda, Home Care, and Ambulance are referred to collectively in this Plan of Merger as "the Corporations."

1. EFFECTIVE DATE.

The merger will be effective at 12:01 a.m. on January 1, 2010.

2. SURVIVING CORPORATION.

Bethesda shall be the Surviving Corporation upon the accomplishment of this merger and is herein sometimes referred to as the "Surviving Corporation."

3. NAME.

The name of the Surviving Corporation shall be "HealthEast Care System."

4. REGISTERED OFFICE/LOCATION OF CHARITABLE ACTIVITIES.

The registered office of the Surviving Corporation will be 559 Capitol Boulevard, St. Paul, Minnesota 55103, and the charitable activities of the Surviving Corporation will be conducted at 559 Capitol Boulevard, St. Paul, Minnesota 55103, and at other locations designated by the Surviving Corporation.

5. GOVERNANCE.

5.1. Board of Directors.

The Surviving Corporation will be governed by a Board of Directors consisting of not less than nine directors. The directors who are serving as the directors of Bethesda as of the Effective Date shall serve as the directors of the Surviving Corporation for such term as they were appointed.

5.2 Officers.

The Surviving Corporation shall have the following officers: Chair, Vice Chair, President, Treasurer and such other officers as the Board of Directors from time to time shall determine. The officers who are serving as the officers of Bethesda as of the Effective Date shall serve as the officers of the Surviving Corporation for such term as they were appointed.

5.3. Members.

The Surviving Corporation shall have no members.

6. FINANCIAL RESOURCES AND MANAGEMENT.

A. General Operating Funds.

All financial resources of the Corporations will be merged. All revenues from fees for service, donations, and grants, as well as interest from investment accounts and reserves will become part of the general operating funds of the Surviving Corporation, at the time of the merger and thereafter.

B. Restricted Funds.

Any restricted funds of the Corporations (those designated by the donor for a specific purpose) will continue as restricted funds of the Surviving Corporation. Any unrestricted funds of the Corporations, or any funds of the Corporations restricted by the Board of Directors of the Corporations, will be considered to be unrestricted assets of the Surviving Corporation to the extent provided under generally accepted accounting principles.

C. Assumption of Assets and Liabilities.

The Surviving Corporation will assume all of the assets and liabilities of HealthEast, Home Care and Ambulance, whether now known or hereafter determined.

D. Gifts and Grants.

All gifts or grants to HealthEast, Home Care and Ambulance, including but not limited to, any bequest or devise under any trust or Last Will and Testament, made before or after the effective date of this merger, shall inure to the benefit of the Surviving Corporation.

7. ARTICLES OF INCORPORATION.

The Articles of Incorporation of the Surviving Corporation, including all amendments proposed as part of the merger, shall be as set forth in the Articles of Incorporation of HealthEast Care System attached hereto as Exhibit A.

8. APPROVALS.

This Plan of Merger is conditioned upon the approval of this Plan of Merger by a majority of all the directors of each of the Corporations and by the Member of Bethesda, Home Care, and Ambulance.

EXHIBIT A

ARTICLES OF INCORPORATION
OF
HEALTHEAST CARE SYSTEM

ARTICLE I

Name

The name of the corporation is:

HEALTHEAST CARE SYSTEM

ARTICLE II

Purposes

(a) The corporation is organized and shall be operated exclusively for charitable purposes as charitable purposes are legally defined, excluding, however, any purpose that is not exclusively charitable within the meaning of Sections 170(c)(2), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (the "Code"). All references in these Articles of Incorporation to a particular section of the Code shall mean and include, as now enacted or as hereafter amended, such section and any provisions of federal or state law as now are or may hereafter be applicable, cognate to such section.

(b) Specifically, but without limitation, the corporation shall, directly or indirectly:

(i) maintain and operate hospital and related facilities for the care and treatment of the sick, infirm, injured and disabled, irrespective of age, sex, nationality, color or religious creed;

(ii) carry on educational programs and activities related to the care and treatment of the sick, infirm, injured, disabled or aged or for the promotion of health, including, but not limited to the training of physicians, dentists, nurses, medical technicians and other hospital personnel;

(iii) foster or engage in medical and other scientific research related to the promotion of health and to the care and treatment of the sick, infirm, injured, disabled or aged;

- (iv) participate in any activity designed and carried on to promote the general health of the community;
- (v) engage in, advance, promote and administer charitable, health, scientific and educational activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others;
- (vi) aid, assist and contribute to the support of corporations, associations and institutions that are organized and operated exclusively for such purposes and that are described in Section 501(c)(3) of the Code;
- (vii) direct and coordinate the actions of HealthEast St. John's Hospital ("St. John's"), HealthEast St. Joseph's Hospital ("St. Joseph's") and HealthEast Woodwinds Hospital ("Woodwinds"), all of which are Minnesota nonprofit corporations and organizations described in Sections 509(a)(1) and 170(b)(1)(A)(iii) of the Code, as well as the actions of various other affiliated organizations, with respect to the medical, surgical and other health care services of every kind and nature provided by them at their respective hospital and other health care facilities, and the utilization made by them of such facilities;
- (viii) administer and operate, on a coordinated basis, the hospital facilities owned or operated by the corporation, St. John's, St. Joseph's and Woodwinds, as well as other health care facilities owned by various affiliated organizations, to the end that the mutual interests of the corporation, St. John's, St. Joseph's and Woodwinds, such other affiliated organizations, the general public and the government in securing high quality health care at the lowest reasonable cost are served through delivery of services and utilization of resources in such a manner as to, among other things: (a) achieve economies of scale; (b) eliminate unnecessary duplication of programs and facilities; (c) prevent unnecessary acquisition of equipment; (d) implement efficient staffing patterns; and (e) in connection with the foregoing, evaluate, develop, and if suitable under the circumstances, implement innovative programs for the delivery of health care services and utilization of related resources through a functionally related, multi-institutional hospital and health care system;
- (ix) provide specially designed personal home care services, including skilled nursing care, physical and occupational therapy, speech language pathology, medical social services, personal home health-aide care, and medical supplies and durable medical equipment, to meet the medical, physical, social, and other needs of the infirm, sick, and chronically ill, aged and disabled, irrespective of sex, nationality, color or religious creed,

at a cost within the financial reach of a significant segment of the elderly and others within the community in need of these services;

(x) provide emergency medical response services, including 911 call center response services and dispatch services;

(xi) provide emergency and scheduled air and ground ambulance transportation and services, including advanced airway management, advance life support, 911 ambulance services, basic life support, pre-hospital trauma life support, advanced airway procedures, multi-system trauma management, medication infusion processes, neurological management and transportation services for wheelchair bound individuals;

(xii) assist hospitals, including but not limited to, St. Joseph's, St. John's and Woodwinds, in the provision of charitable and educational activities in the fields of health care, health education, and medical science by providing specially designed home care to patients leaving hospitals and other care facilities, and other patients, thereby enabling hospitals to utilize their inpatient facilities more effectively and by providing emergency response and transportation services; and

(xiii) engage in all manner of activities incidental or related to accomplishment of the foregoing.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

Duration

The existence of the corporation shall be perpetual.

ARTICLE IV

Registered Office

The address of the registered office of the corporation in the State of Minnesota is:

559 Capitol Boulevard
Saint Paul, Minnesota 55103

ARTICLE V

Capital Stock; Member

The corporation shall not have capital stock or members.

ARTICLE VI

Board of Directors

The business and affairs of the corporation shall be managed by or under the direction of a Board of Directors which shall include such directors as shall be specified from time to time by the Bylaws of the corporation. The number, qualifications, terms of office, election, appointment, designation, powers, authority and duties of the directors, the times and places of their meetings and such other provisions with respect to them as are not inconsistent with the laws of the State of Minnesota and these Articles of Incorporation shall be as specified in the Bylaws of the corporation.

ARTICLE VII

Personal Liability

Neither the directors nor the officers of the corporation shall have personal liability for any debts or obligations of the corporation.

ARTICLE VIII

Pecuniary Gain; Inurement

The corporation shall not afford pecuniary gain, incidentally or otherwise, to any individual, corporation or other legal entity. Within the meaning of Section 501(c)(3) of the Code, no part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation or any private shareholder or individual; provided, however, that nothing herein shall prohibit, among other things, the payment of reasonable compensation for services rendered to or for the corporation in the performance of its charitable purposes.

ARTICLE IX

Political Activity

No substantial part of the activities of the corporation shall include carrying on propaganda or otherwise attempting to influence legislation, and the 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.

ARTICLE X

Receipts of Gifts, Bequests, etc.

In furtherance and not in limitation of the powers conferred by law, the corporation may take, receive and hold real and personal property, including the principal and interest of any money or other funds, that is given, conveyed, bequeathed, devised to or otherwise vested in the corporation in trust for a purpose consistent with the purposes set forth in these Articles of Incorporation. Except where a trust instrument prescribes otherwise, the corporation may invest trust property or its proceeds in accordance with the laws of the State of Minnesota.

ARTICLE XI

Dissolution; Distribution of Assets

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended by action of the Board of Directors as follows:

- (a) an amendment may be adopted at any meeting of the Board of Directors;
- (b) notice of the meeting and of the proposed amendment, shall be given to each director; and
- (c) at such meeting or any adjournment thereof, the proposed amendment shall be adopted by the affirmative vote of a majority of the directors then holding office.

ARTICLE XIII

Organization

The corporation is governed by Chapter 317A of Minnesota Statutes.

END OF ARTICLES OF INCORPORATION

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 02 2009

Maria Kibbie
Secretary of State