

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/21/2003		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	HEALTH INSURANCE ASSOCIATION OF AMERICA, INC.		10/21/2003
			NONSTOCK CORPORATION:
RECEIVING PARTY DATA			
Name:	AMERICAN ASSOCIATION OF HEALTH PLANS, INC.		
Street Address:	1129 20TH STREET, N.W.		
Internal Address:	SUITE 600		
City:	WASHINGTON		
State/Country:	DISTRICT OF COLUMBIA		
Postal Code:	20036		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	1729809	HEALTH INSURANCE ASSOCIATION OF AMERICA
	Registration Number:	1728082	HIAA
CORRESPONDENCE DATA			
Fax Number:	2023448300		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	2023444000		
Email:	trademarkdocket@venable.com, jfsatterthwaite@venable.com, pjwyles@venable.com		
Correspondent Name:	Janet F. Satterthwaite		
Address Line 1:	VENABLE LLP		
Address Line 2:	P.O. Box 34385		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20043-9998		

CH \$65.00 1729809

TRADEMARK

ATTORNEY DOCKET NUMBER:	41482-201009
NAME OF SUBMITTER:	Janet F. Satterthwaite
Signature:	/Janet F. Satterthwaite/
Date:	04/16/2013
Total Attachments: 7 source=Merger Document#page1.tif source=Merger Document#page2.tif source=Merger Document#page3.tif source=Merger Document#page4.tif source=Merger Document#page5.tif source=Merger Document#page6.tif source=Merger Document#page7.tif	

# Delaware

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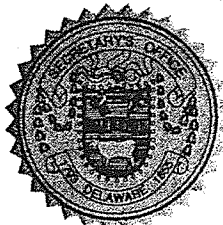
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HEALTH INSURANCE ASSOCIATION OF AMERICA, INC. (DELAWARE)",  
A DELAWARE CORPORATION,

WITH AND INTO "AMERICAN ASSOCIATION OF HEALTH PLANS, INC."  
UNDER THE NAME OF "AMERICAN ASSOCIATION OF HEALTH PLANS, INC.",  
A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF OCTOBER, A.D. 2003, AT 8:23 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2657568 8100M

030676644

AUTHENTICATION: 2706248

DATE: TRADEMARK  
REEL: 005007 FRAME: 0848

**CERTIFICATE OF MERGER  
MERGING  
HEALTH INSURANCE ASSOCIATION OF AMERICA, INC. (DELAWARE)  
(a Delaware nonstock corporation)**

**WITH AND INTO**

**AMERICAN ASSOCIATION OF HEALTH PLANS, INC.  
(a Delaware nonstock corporation)**

The undersigned nonstock corporation, acting pursuant to Section 255 of the Delaware General Corporation Law, hereby certifies as follows:

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger (the "Merger") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Health Insurance Association of America, Inc. (Delaware)	Delaware
American Association of Health Plans, Inc.	Delaware

**SECOND:** That an Agreement and Plan of Merger dated as of September 19, 2001 (the "Agreement and Plan of Merger") by and between Health Insurance Association of America, Inc. (Delaware) and American Association of Health Plans, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 255 of the Delaware General Corporation Law.

**THIRD:** That the name of the surviving corporation is American Association of Health Plans, Inc. Simultaneously with the Merger, the name of the surviving corporation will be changed to AAHP/HIAA Association (the "Surviving Corporation").

**FOURTH:** That the Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

**FIFTH:** That the Amended and Restated Certificate of Incorporation of American Association of Health Plans, Inc., in the form attached hereto as Exhibit A, shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation.

**SIXTH:** That the executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation, the address of which is 1129 20<sup>th</sup> Street, NW, Washington, DC 20036.

**SEVENTH:** That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any member of any constituent corporation.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be duly executed by its officer this 21<sup>st</sup> day of October, 2003.

AMERICAN ASSOCIATION OF HEALTH  
PLANS, INC.

By:

W. McCallum  
William T. McCallum  
Chairman

**EXHIBIT A**

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
AMERICAN ASSOCIATION OF HEALTH PLANS, INC.**

- A. The Corporation's present name is American Association of Health Plans, Inc.
- B. The Corporation's original Certificate of Incorporation was duly filed with the Secretary of State of the State of Delaware on August 22, 1996. A Certificate of Amendment was duly filed with the Secretary of State of the State of Delaware on March 25, 2002.
- C. This Amended and Restated Certificate of Incorporation amends, restates and integrates the Certificate of Incorporation, as now in effect and was duly adopted in accordance with Section 245 of the General Corporation Law of the State of Delaware (the "DGCL"). In accordance with Section 242 of the DGCL, this Amended and Restated Certificate of Incorporation was approved by a majority of all the members of the Board of Directors voting in favor of such amendment, and is as follows:

**ARTICLE I**

The name of the Corporation shall be AAHP/HIAA Association.

**ARTICLE II**

The name and address of the Corporation's registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Wilmington, Delaware, 19808, New Castle County.

**ARTICLE III**

The purposes of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, including its principal purposes to (i) advance the mutual interests of its members and of other persons or entities who are engaged in the financing, organization or delivery of health care related insurance coverage and services; (ii) assure its members' vigorous participation in the political process by providing reliable analysis to the public and governmental agencies and policymakers as to the issues confronting the Corporation and by advocating for affordable, accessible and quality health care; (iii) assure the effectiveness of the Corporation by encouraging and facilitating the active and sustained participation by all of the Corporation's members in the mutual formulation, articulation and advocacy of policies and perspectives; (iv) promote the common business interests of the Corporation's members consistent with the provisions of Section 501(c)(6) of the Internal Revenue Code; (v) pursue all lawful activities and courses of action related to, helpful to or appropriate in connection

with the foregoing purposes, including representing the interests of all the Corporation's members in any manner compatible with the Corporation's purposes and (vi) use the Association's resources efficiently to achieve the foregoing. This corporation shall be a nonprofit corporation.

#### ARTICLE IV

The Corporation shall not have any capital stock. The conditions of membership, qualifications and classifications of members of the Corporation shall be as provided in the Bylaws of the Corporation.

#### ARTICLE V

All of the income of the Corporation shall be devoted to the furtherance of its purposes on a nonprofit basis and it shall not distribute any gain, profit, dividend or other valuable consideration to any director, member or officer, and no part of the Corporation's net earnings may inure to the benefit of any director, member, officer, or any corporation or other organization conducted for profit, or any individual; provided, however, that the Corporation may pay reasonable compensation for services actually rendered, or goods or other things of value furnished at the Corporation's request in furtherance of the Corporation's purposes, and may make grants to individuals and other organizations as appropriate in furtherance of the Corporation's purposes.

#### ARTICLE VI

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors which shall have and exercise all the powers that may be exercised by this Corporation pursuant to this Certificate of Incorporation, the Bylaws and the applicable laws of the State of Delaware. The qualifications, election, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

#### ARTICLE VII

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, and in accordance with the Bylaws of the Corporation, the Board of Directors of the Corporation shall have the power to make, adopt, alter or repeal, from time to time, the Bylaws of the Corporation.

#### ARTICLE VIII

No member of the Corporation, member of the Board of Directors, or officer shall be personally liable for the payment of the debts of the Corporation except as such member, director or officer may be liable by reason of his or her own conduct or acts.

### ARTICLE IX

A director of this Corporation shall not be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

### ARTICLE X

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, distribute the net assets in such manner as the Board of Directors, in the exercise of their discretion, may determine; provided, however, that any such distribution of assets shall be in accordance with the Bylaws of the Corporation.

*[Remainder of page intentionally left blank.]*



IN WITNESS WHEREOF, American Association of Health Plans, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by its Chairman of the Board of Directors, a duly authorized officer of the Corporation, on the 21<sup>st</sup> day of October, 2003.

AMERICAN ASSOCIATION OF HEALTH  
PLANS, INC.

  
William T. McCallum  
Chairman of the Board of Directors

ATL01/11508302v2

RECORDED: 04/16/2013

TRADEMARK  
REEL: 005007 FRAME: 0854