

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Washington Dental Service		05/10/2013	CORPORATION: WASHINGTON

**RECEIVING PARTY DATA**

Name:	Delta Dental of Washington
Street Address:	9706 Fourth Avenue NE
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98115
Entity Type:	CORPORATION: WASHINGTON

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	2844747	DENTAL ON DEMAND
Registration Number:	2849640	MYSMILE
Registration Number:	3107932	SIMPLECHOICE
Registration Number:	3336926	SIMPLEACCESS
Registration Number:	3780921	

**CORRESPONDENCE DATA**

Fax Number: 2063891708  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 206-624-3600  
 Email: bgoto@riddellwilliams.com  
 Correspondent Name: Bruce T. Goto, Riddell Williams P.S.  
 Address Line 1: 1001 Fourth Ave., Suite 4500  
 Address Line 4: Seattle, WASHINGTON 98154

ATTORNEY DOCKET NUMBER:	46738.25
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OP \$140.00 2844747

NAME OF SUBMITTER:	Bruce T. Goto
Signature:	/bruce t. goto/
Date:	06/12/2013
<b>Total Attachments: 6</b> source=Washington Dental Service - Changing Name to Delta Dental of Washington#page1.tif source=Washington Dental Service - Changing Name to Delta Dental of Washington#page2.tif source=Washington Dental Service - Changing Name to Delta Dental of Washington#page3.tif source=Washington Dental Service - Changing Name to Delta Dental of Washington#page4.tif source=Washington Dental Service - Changing Name to Delta Dental of Washington#page5.tif source=Washington Dental Service - Changing Name to Delta Dental of Washington#page6.tif	

UNITED STATES OF AMERICA

The State of  Washington  
Secretary of State

I, **Kim Wyman**, Secretary of State of the State of Washington and custodian of its seal,  
hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF MERGER

of

WASHINGTON DENTAL SERVICE

Changing name to: DELTA DENTAL OF WASHINGTON

as filed in this office on May 10, 2013.

Date: May 10, 2013



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

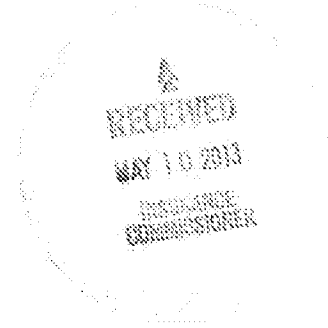
Kim Wyman, Secretary of State

TRADEMARK

REEL: 005046 FRAME: 0053

FILED  
MAY 10 2013  
WA SECRETARY OF STATE

ARTICLES OF MERGER  
FOR THE MERGER INTO  
WASHINGTON DENTAL SERVICE  
OF  
WDS MERGER SUB



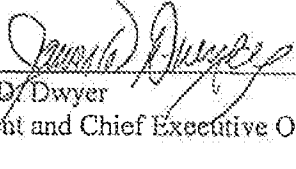
Pursuant to RCW 24.03.200, the following Articles of Merger are executed, in duplicate, for the purpose of merging WDS Merger Sub, a Washington not-for-profit corporation organized under RCW Ch. 24.03 (the "*Disappearing Corporation*"), with and into Washington Dental Service, a Washington not-for-profit corporation organized under RCW Ch. 24.03 (the "*Surviving Corporation*").

1. The Plan of Merger is attached hereto as Exhibit A.
2. The Plan of Merger was duly approved on February 8, 2013 by both the unanimous vote of the Board of Directors of the Disappearing Corporation, and the affirmative vote of the Disappearing Corporation's sole member having voting rights with regard to the question.
3. The Plan of Merger was duly approved on February 8, 2013 by the unanimous vote of the Board of Directors of the Surviving Corporation. Approval of the Plan of Merger by members of the Surviving Corporation was not required, pursuant to RCW 24.03.195(2), since prior to the Merger it had no members having voting rights with regard to the question.
4. The Plan of Merger was also duly approved on February 8, 2013 by the unanimous vote of the Board of Directors of DD of Washington, a Washington not-for-profit corporation organized under RCW Ch. 24.03, which had no members prior to the merger but will, by virtue of its Articles of Incorporation and Bylaws and the terms of the Plan of Merger, succeed to the Surviving Corporation's list of members in good standing and itself become the sole member of the Surviving Corporation.
5. The name of the Surviving Corporation shall be changed by operation of the merger to "Delta Dental of Washington".
6. The merger shall be effective at 12:01 a.m. on the day after these articles have been filed with both the Office of the Insurance Commissioner and the Secretary of State of the State of Washington (the "*Effective Time*").

**WASHINGTON DENTAL SERVICE**

By:   
James D. Dwyer  
President and Chief Executive Officer

**WDS MERGER SUB**

By:   
James D. Dwyer  
President and Chief Executive Officer

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REGISTRATION  
ADMINISTRATIVE

**DD OF WASHINGTON**

By:   
James D. Dwyer  
President and Chief Executive Officer

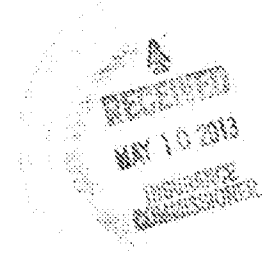


EXHIBIT A

PLAN OF MERGER

This Plan of Merger (the "*Plan of Merger*") is made effective as of May 9, 2013 by and between Washington Dental Service, a Washington not-for-profit corporation organized under RCW Ch. 24.03 ("*WDS*"), and WDS Merger Sub, a Washington not-for-profit corporation organized under RCW Ch. 24.03 ("*MergerSub*"). WDS and MergerSub are sometimes referred to individually as a "*Constituent Corporation*" or collectively as the "*Constituent Corporations*."

RECITALS

WDS and MergerSub have, in conjunction with MergerSub's sole member, DD of Washington (also a Washington not-for-profit corporation organized under RCW Ch. 24.03, referred to as "*Holding Company*"), concluded that it is in the best interests of WDS and MergerSub, and their respective members, subscribers and other stakeholders, for MergerSub to be merged with and into WDS (the "*Merger*") as authorized by the laws of the State of Washington and pursuant to the terms and conditions of this Plan of Merger.

AGREEMENT

In consideration of the foregoing recitals, the covenants and agreements hereinafter set forth, and other good and valuable consideration, and for the purpose of prescribing the terms and conditions of the Merger, the parties agree as follows:

1. Merger; Effectiveness

(a) MergerSub shall be merged with and into WDS (which is hereinafter sometimes called the "*Surviving Corporation*"), pursuant to the applicable provisions of the Washington Nonprofit Corporation Act (RCW Ch. 24.03) and in accordance with the terms and conditions of this Plan of Merger.

(b) Upon the execution by each Constituent Corporation of Articles of Merger incorporating this Plan of Merger, and the filing of such Articles of Merger with the Secretary of State of the State of Washington, the Merger shall become effective at the date and time specified in the Articles of Merger so filed (the "*Effective Time*").

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INCORPORATION  
SECTION

**2. Name of Surviving Corporation**

The name of the Surviving Corporation shall be changed by operation of the Merger to "Delta Dental of Washington".

**3. Articles of Incorporation**

The Articles of Incorporation of MergerSub as in effect immediately prior to the Effective Time shall, upon and after the Effective Time, be the Articles of Incorporation of the Surviving Corporation, subject to the change of name mentioned above and any subsequent amendment thereof as may be lawfully adopted. Differences between the respective Articles of Incorporation of MergerSub and WDS as they were in effect immediately prior to the Effective Time shall be deemed to be changes to the latter effected by the Merger.

**4. Bylaws**

The Bylaws of MergerSub in effect immediately prior to the Effective Time shall, upon and after the Effective Time, become the Bylaws of the Surviving Corporation.

**5. Board of Directors; Officers**

The directors and officers of WDS immediately prior to the Effective Time shall continue as the directors and officers of the Surviving Corporation.

**6. Effect on Members**

At the Effective Time, by virtue of the Merger, the Surviving Corporation will cease to have any members other than Holding Company, and all persons who were members in good standing of WDS immediately prior to the Effective Time will automatically become members of Holding Company, in accordance with Holding Company's Articles of Incorporation and Bylaws.

**7. Effect on Rights, Assets, Liabilities and Obligations**

At the Effective Time, the separate existence of MergerSub shall cease, and MergerSub shall be merged in accordance with the provisions of this Plan of Merger with and into the Surviving Corporation, which (a) shall possess all the properties and assets, choses in action and other interests, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, of or belonging to each of the Constituent Corporations, and (b) shall be subject to all debts due on whatever account, restrictions, disabilities, duties, liabilities and obligations of each of the Constituent Corporations. All such matters in the preceding clauses (a) and (b) shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested by deed or otherwise in either of the Constituent Corporations, shall be vested in the Surviving Corporation without reversion or impairment. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation,

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may be prosecuted to judgment or decree as if the Merger had not taken place, and the Surviving Corporation may be substituted in any such action or proceeding. Neither the rights of creditors nor any liens upon the property of any Constituent Corporation shall be impaired by the Merger.

**8. Implementation**


(a) Each of the Constituent Corporations hereby agrees that at any time or from time to time as and when requested by the Surviving Corporation, or by its successors or assigns, it will so far as it is legally able, execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of the Surviving Corporation, each of whom is hereby irrevocably appointed as attorney-in-fact for such purposes, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other actions as the Surviving Corporation, its successors or assigns, may deem necessary or desirable, in order to evidence the transfer, vesting and devolution of any property, right, privilege, power, immunity or franchise to the Surviving Corporation or its successors or assigns, or to vest or perfect in or confirm to the Surviving Corporation or its successors or assigns title to and possession of all the property, rights, privileges, powers, immunities, franchises and interests referred to in this Plan of Merger, or otherwise to carry out the intent and purposes hereof.

(b) Each of the Constituent Corporations shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the State of Washington to consummate and make the Merger effective.

**9. Termination and Amendment**

This Plan of Merger may be terminated or amended by mutual action of the boards of directors of both WDS and MergerSub, at any time prior to the Effective Time.

**WASHINGTON DENTAL SERVICE**

By:   
James D. Dwyer  
President and Chief Executive Officer

**WDS MERGER SUB**

By:   
James D. Dwyer  
President and Chief Executive Officer