

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Restated Articles of Incorporation

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Health Alliance Plan of Michigan		04/15/2009	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	Health Alliance Plan of Michigan
Street Address:	2850 West Grand Boulevard
City:	Detroit
State/Country:	MICHIGAN
Postal Code:	48202
Entity Type:	non-profit corporation: MICHIGAN

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	3320010	ALLIANCE MEDICARE PPO
Registration Number:	3450468	ALLIANCE MEDICARE RX
Registration Number:	4335459	CARETRACK
Registration Number:	3931688	ENHANCING THE HEALTH AND WELL BEING OF T
Registration Number:	3315932	HAP
Registration Number:	3409974	HAP PREFERRED
Registration Number:	4122490	HAP SENIOR PLUS
Registration Number:	3130855	HAP WEIGHT WISE PROGRAM
Registration Number:	3719435	HEALTH ENGAGEMENT POWERED BY HAP
Registration Number:	3378335	ISTRIVE
Registration Number:	3636639	THE POWER PACKAGE
Registration Number:	3169360	CURANET
Registration Number:	3322635	HAP

CORRESPONDENCE DATA

900260619

TRADEMARK
REEL: 005070 FRAME: 0458

CH \$340.00 3320010

Fax Number: 2486410270

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

Email: docketingtm@hdp.com

Correspondent Name: Lisabeth H. Coakley

Address Line 1: 5445 Corporate Drive, Suite 200

Address Line 4: Troy, MICHIGAN 48098

ATTORNEY DOCKET NUMBER:	6219-200014/US
NAME OF SUBMITTER:	Lisabeth H.Coakley
Signature:	/lhc/
Date:	07/15/2013

Total Attachments: 9

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JUN 09 2009

RESTATED ARTICLES OF INCORPORATION

HEALTH ALLIANCE PLAN OF MICHIGAN

Administrator
BUREAU OF COMMERCIAL SERVICES

These Restated Articles of Incorporation are executed pursuant to the provisions of Act 162, Public Acts of 1982. The present and only name of the Corporation is Health Alliance Plan of Michigan. The original Articles of Incorporation were filed on June 27, 1978 and were restated as of July 1, 1984 and as of July 14, 1986 and as of December 18, 2008. The corporation identification number (CID) assigned by the Bureau is 703-428. The following Restated Articles of Incorporation have been duly adopted by the Members and Directors of this Corporation in accordance with Section 642 of Act 162, Public Acts of 1982, supersede the original Articles of Incorporation as stated and amended and shall be the Articles of Incorporation of the Corporation effective January 1, 2009.

ARTICLE I

The name of the Corporation is Health Alliance Plan of Michigan.

ARTICLE II

The purposes for which the Corporation is organized are as follows:

- A. To improve the health of the community by developing, prompting and maintaining programs by which health care services can be furnished to the public at reasonable cost either through prepaid, comprehensive health care programs whereby members of the public may secure such services as medical, hospital and dental care for themselves and their dependents in groups or as individuals, or through such other programs as the Board of Directors may, from time to time, deem appropriate.

- B. To furnish the services of physicians and other health personnel and to furnish hospital, nursing home and other health care facilities either directly or by agreement with other individuals and organizations.

- C. To conduct and promote education of the public and research concerning the causes, care and prevention of illness and disability and the means by which the delivery of health care to the public may be improved.

- D. To engage in any other activity designed to promote the public health.

E. To do such other things and perform such acts as the Board of Directors may determine to be appropriate or incidental to its purposes.

F. In furtherance of its general purposes, to exercise all powers conferred upon non-profit corporations by law including, without limitation to own and dispose of real property and interests therein, to operate physical facilities to make contracts to employ personnel and to receive funds, grants, gifts and bequests.

ARTICLE III

Said Corporation is organized upon a non-stock membership basis.

The Sole Member shall be Henry Ford Health System, a Michigan non-profit corporation.

The Member shall exercise its voting power as provided by law in such manner as it deems appropriate from time to time.

ARTICLE IV

Real Property: Approximately \$12,596,000 as of October 31, 2008. The real property consists of land and improvements, and building and leasehold improvements.

Personal Property: Approximately \$83,345,000 as of October 31, 2008. The personal property consists of information service equipment, office equipment, and furniture.

Said Corporation is to be financed under the following general plan: Funds to be derived from payments for subscribers to the Corporation's health care programs, income from investments and from any other source which may be available.

ARTICLE V

The address of the current registered office is:

2850 West Grand Boulevard
Detroit, Michigan 48202

The mailing address of the current registered office is:

Same

The name of the current resident agent of the registered office is:

Maurice E. McMurray

Senior Vice President and General Counsel

ARTICLE VI

The Corporation shall be operated exclusively to promote social welfare as a non-profit corporation. No Officers, or Director of the Corporation shall have any title to or interest in the Corporation's property or earnings in his or her individual capacity and no part of the net earnings of the Corporation shall inure to the benefit of any Director, Officer, or any private shareholder or individual. Upon dissolution of the Corporation, its assets shall be distributed to such charitable, scientific or education organization, exempt under Section 501 (c)(3) or 501 (c)(4) of the Internal Revenue Code of 1954 (or comparable provisions of subsequent legislation) as may be selected by the Member.

ARTICLE VII

- A. No member of the Board of Directors of the Corporation, (including ex officio members), who is a volunteer Director, as that term is defined in the Michigan Non-profit Corporation Act ("the Act"), shall

be personally liable to this Corporation or its Member for monetary damages for a breach of the Director's fiduciary duty arising under the Act, the Uniform Management of Institutional Funds Act or other applicable law; provided, however, that this provision shall not eliminate or limit the liability of a Director for any of the following:

1. A breach of the Director's duty of loyalty to the Corporation or its Member;
2. Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
3. A violation of Section 551(1) of the Act;
4. A transaction from which the Director derived an improper personal benefit;
5. An act or omission occurring before the effective date of this amendment.
6. An act or omission that is grossly negligent.

B. The Corporation hereby assumes all liability to any person other than the Corporation or its Member for all acts or omissions of a Director who is a volunteer Director, as defined in the Act, occurring on or after the effective date of this amendment, incurred in the good faith performance of the Director's duties as such; provided, however, that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501 (c)(4) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"). To the extent permitted by the Act, the duties of a Director (a volunteer Director) shall include the duties of an Officer of the Corporation which office can be occupied only by a Director.

C. If the Act is amended after approval of this Article VII by the Member of the Corporation to authorize the further elimination or limitation of the liability of Directors or non-profit corporations, then the liability of members of the Board of Directors, in addition to the limitation, elimination and assumption of personal liability contained in this Article VII, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the

Corporation as an organization described in Section 501 (c)(4) of the Code. No amendment or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any member of the Board of Directors of this Corporation for or with respect to any acts or omissions of such Director occurring prior to the effective date of any such amendment or repeal.

These Restated Articles of Incorporation were duly adopted on the 18th day of December, 2008 in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation, and were duly adopted by the vote of the shareholders; the members, or the directors. The necessary number of votes was cast in favor of these Restated Articles of Incorporation.

Signed this 15 day of April, 2009.

By: William R. Allen

Its: President

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS
INDICATED IN THE BOX BELOW. Include name, street and number
(or P.O. Box) City, State and Zip code.

MAURICE E MCMURRAY
2850 WEST GRAND BOULEVARD
DETROIT MI 48202