

TRADEMARK ASSIGNMENT COVER SHEET

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ETAS ID: TM298313

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/31/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Mayo Clinic Health System - Austin		10/25/2012	Nonprofit Corporation: MINNESOTA

RECEIVING PARTY DATA

Name:	Mayo Clinic Health System - Albert Lea and Austin
Street Address:	10000 1st Drv NW
City:	Austin
State/Country:	MINNESOTA
Postal Code:	55912
Entity Type:	Nonprofit Corporation: MINNESOTA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1830669	FOUNTAIN CENTERS

CORRESPONDENCE DATA

Fax Number: 6123408827
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 612-492-6081
Email: ip.docket@dorsey.com
Correspondent Name: Wesley D. Anderson, DORSEY & WHITNEY LLP
Address Line 1: 50 South Sixth Street
Address Line 2: Suite 1500
Address Line 4: Minneapolis, MINNESOTA 55402-1498

ATTORNEY DOCKET NUMBER:	T062730.US.01
NAME OF SUBMITTER:	Wesley D. Anderson
SIGNATURE:	/Wesley D. Anderson/
DATE SIGNED:	03/17/2014

Total Attachments: 8

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ARTICLES OF MERGER
OF
MAYO CLINIC HEALTH SYSTEM - AUSTIN
WITH AND INTO
MAYO CLINIC HEALTH SYSTEM - ALBERT LEA

Pursuant to the provisions of Section 317A.615 of the Minnesota Nonprofit Corporation Act (the "MNCA"), the following Articles of Merger of Mayo Clinic Health System - Austin, a Minnesota nonprofit corporation, and Mayo Clinic Health System - Albert Lea, a Minnesota nonprofit corporation (collectively, the "Constituent Corporations"), are executed on the date hereinafter as set forth below:

1. Mayo Clinic Health System - Austin, a Minnesota nonprofit corporation, will be merged with and into Mayo Clinic Health System - Albert Lea, a Minnesota nonprofit corporation (the "Merger"), pursuant to the Plan of Merger attached hereto as Exhibit A (the "Plan of Merger"). Mayo Clinic Health System - Albert Lea will be the surviving corporation, and its name will be changed to "Mayo Clinic Health System - Albert Lea and Austin."
2. The Plan of Merger has been duly adopted and approved by the board of directors and the member(s) of each Constituent Corporation which as required pursuant to Section 317A.613 of the MNCA.
3. Notice to the Attorney General of the State of Minnesota pursuant to Section 317A.811 of the MNCA prior to the Merger is not applicable to the Merger pursuant to Section 317A.811, subd. 6. A copy of the Certificate of Merger shall be sent to the Attorney General of the State of Minnesota upon issuance of such Certificate of Merger.
4. Pursuant to Section 317A.641, subd. 1 of the MNCA, the Merger shall be effective at 12:01 am on January 1, 2013.

The undersigned swear that the foregoing is true and accurate and that they have the authority to sign these Articles of Merger on behalf of each of Mayo Clinic Health System - Austin and Mayo Clinic Health System - Albert Lea respectively.

Date: 10/25, 2012

MAYO CLINIC HEALTH SYSTEM - AUSTIN

By: David C. Agerter, M.D.
Name: David C. Agerter, M.D.
Title: President

MAYO CLINIC HEALTH SYSTEM - ALBERT LEA

By: Mark R. Cloia, M.D.
Name: Mark R. Cloia, M.D.
Title: Chair

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Office of the 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

Home Jurisdiction and Names of Merging Entities:

- MINNESOTA: MAYO CLINIC HEALTH SYSTEM - AUSTIN
- MINNESOTA: MAYO CLINIC HEALTH SYSTEM - ALBERT LEA

Home Jurisdiction and Name of Surviving Entity:

MINNESOTA: MAYO CLINIC HEALTH SYSTEM - ALBERT LEA

Name of Surviving Entity after Effective Date of Merger:

MAYO CLINIC HEALTH SYSTEM - ALBERT LEA AND AUSTIN

This certificate has been issued on: 12/27/2012



Mark Ritchie
Mark Ritchie
Secretary of State
State of Minnesota

EXHIBIT A
PLAN OF MERGER
OF
MAYO CLINIC HEALTH SYSTEM - AUSTIN
WITH AND INTO
MAYO CLINIC HEALTH SYSTEM - ALBERT LEA

ARTICLE 1
THE MERGER

Section 1 Constituent Corporations: Surviving Corporation. In accordance with this Plan and the applicable laws of the State of Minnesota, at the Merger Effective Time (as defined in Section 3, Mayo Clinic Health System - Austin ("MCHS - Austin")) shall be merged with and into Mayo Clinic Health System - Albert Lea ("MCHS - Albert Lea," with MCHS - Austin and MCHS - Albert Lea collectively referred to as the "Constituent Corporations"), and MCHS - Albert Lea shall be the Surviving Corporation and shall continue its corporate existence and organization under the laws of the State of Minnesota, and the separate existence of MCHS - Austin shall thereupon cease.

Section 2 Name of Surviving Corporation. The name of the Surviving Corporation shall be "Mayo Clinic Health System - Albert Lea and Austin."

Section 3 Merger Effective Time. As used in this Plan, the term "Merger Effective Time" shall mean 12:01 am on January 1, 2013, as set forth in the Articles of Merger filed with the Minnesota Secretary of State in the manner described in Minnesota Statutes Section 317A.011, Subd. 8, and Section 317A.641, Subd. 2.

Section 4 Articles of Incorporation. At the Merger Effective Time, the Articles of Incorporation of MCHS - Albert Lea then in effect shall constitute and be the Articles of Incorporation of the Surviving Corporation; provided, however, that the Article of Incorporation of the Surviving Corporation shall be amended as follows:

- (a) Article I shall be amended to read as follows:
"The name of this corporation shall be Mayo Clinic Health System—Albert Lea and Austin."
- (b) Article V shall be amended to read as follows:
"The registered office of this corporation shall be 1000 First Drive NW, Austin, MN 55912."

Section 5 Bylaws. At the Merger Effective Time, the Bylaws of MCHS - Albert Lea then in effect shall constitute and be the Bylaws of the Surviving Corporation until amended or changed as provided therein or by law.

Section 6 Certain Effects of the Merger. At the Merger Effective Time, the Surviving Corporation shall succeed to and possess all the rights, privileges, powers, franchises and immunities of a public as well as of a private nature, and be subject to all liabilities, restrictions, disabilities, and duties of both of the Constituent Corporations; all and singular, rights, privileges, powers, franchises and immunities of both of the Constituent Corporations and all properties, real, personal and mixed, and all other things in action or belonging to either of the Constituent Corporations on whatever account, shall be vested in the Surviving Corporation; all properties, assets, rights, privileges, powers, franchises, immunities and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were or would be of the Constituent Corporations or either of them; and title to any real estate or any interest therein vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by any reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the Merger Effective Time, and all debts, liabilities and duties of either of the Constituent Corporations, shall thenceforth become those of the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

Section 7 Further Assurances. If at any time after the Merger Effective Time the Surviving Corporation shall consider or be advised that any instruments of further assurance are desirable in order to evidence the vesting in it of the title of either of the Constituent Corporations to any of the property rights of the Constituent Corporations, the appropriate officers or directors of MCHS - Albert Lea or of MCHS - Austin, as the case may be, are hereby authorized to execute, acknowledge and deliver all such instruments of further assurance and to do all other acts or things, either in the name of MCHS - Albert Lea, in the name of MCHS - Austin, or in the name of the Surviving Corporation, as may be requisite or desirable to carry out this Plan.

ARTICLE 2

MANNER AND BASIS OF CONVERTING MEMBERSHIP

Section 1 Conversion of Membership. At the Merger Effective Time, by virtue of the Merger and without any further action on the part of the members of either MCHS - Austin or MCHS - Albert Lea, all membership interests in MCHS - Austin shall cease to exist and the sole member of the Surviving Corporation shall be Mayo Clinic.

Section 2. Termination of Membership of Clinic. As of the Merger Effective Time, membership in MCHS - Austin shall cease to exist, and any certificate, if any, previously issued representing any such membership shall no longer represent an interest in MCHS - Austin and shall become null and void.



12/26/2012

STATE OF MINNESOTA SECRETARY OF STATE
AMENDMENT OF ARTICLES OF INCORPORATION



IN WITNESS WHEREOF, each of Constituent Corporations has caused this Plan of Merger to be executed on its behalf by its duly Authorized Officers; as of the date hereof.

MAYO CLINIC HEALTH SYSTEM - AUSTIN
By: DR Gault, MD
Name: David C. Agerter, M.D.
Title: President

MAYO CLINIC HEALTH SYSTEM - ALBERT LEA
By: Mark R. Clota, M.D.
Name: Mark R. Clota, M.D.
Title: Chair

READ THE RESTRICTIONS BEFORE COMPLETING THIS FORM
1. Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Secretary of State.
2. There is a \$30.00 fee payable to the MS Secretary of State.
3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (list the name of the company prior to any deemed name change)
Albert Lea Medical Center - Mayo Health System

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

The following amendments to articles regarding the above corporation name addresses (insert full text of revised articles) including when article(s) is (are) being amended or deleted; if the full text of the amendment will not fit in the space provided, attach additional pages.

ARTICLE I

The name of this corporation shall be Mayo Clinic Health System - Albert Lea.

Article VI

The sole member of this Association shall be Mayo Clinic, a Minnesota non-profit corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as an organization described in Section 501(c)(3) of said Code.

This amendment has been approved pursuant to Minnesota Statutes, Chapter 302A or 317A.

I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature(s) is/are required, and that I have read the document and understand its contents and consequences. I further certify that I have completed all required filings, and that the information in this document is true and correct and is in compliance with the applicable chapters of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.02 of the Minnesota Statutes.

Signature of Authorized Person or Authorized Agent: [Signature]

Name and telephone number of contact person: Ted Alcott
Phone: 507-284-2999

FILE IN PERIOD OR MAIL TO:
Minnesota Secretary of State - Business Services
Registration Systems of Minnesota Building
50 Empire Drive, Suite 1100
St. Paul, MN 55103

To obtain a copy of a form you can go to our web site at www.sos.state.mn.us or contact us between 9:00am and 4:00pm Monday through Friday at (651) 286-2800 or toll free 1-877-65-5370.

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not provided, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651) 286-2800. For a TTY/TDD (voice and hearing) communication, contact the Minnesota Relay Service at 1-800-637-2938 and ask them to place a call to (651) 286-2800. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, marital status, national origin, age, marital status, disability, religion, ancestry or parent ancestry or present ancestry or affiliation or employment or the possession of services.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 27 2012

Mark R. Clota
Secretary of State

MP AM T-285

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MINNESOTA SECRETARY OF STATE

AMENDMENT OF ARTICLES OF INCORPORATION

READ INSTRUCTIONS LISTED BELOW, BEFORE COMPLETING THIS FORM.

- 1. Type or print in black ink.
- 2. There is a \$35 fee for the original to the Secretary of State for filing this Amendment of articles of incorporation.
- 3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME (Use the name of the company prior to any changes)

Albert Lea Medical Center--Mayo Health System

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

Formal (Minnesota 2778)

The following amendments to articles regarding the above corporation were adopted: (Insert full text of newly amended articles, including which articles are being amended and added. If the full text of the amendment will not fit in the space provided, attach additional numbered pages. Total number of pages including this form.)

ARTICLE VI

The sole member of this Association shall be Mayo Clinic Rochester, a Minnesota non-profit corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as an organization described in Section 501(c)(3) of said Code.

This amendment has been approved pursuant to Minnesota Statutes chapter 202A or 377A. I certify that I am authorized to execute this amendment and I further certify that I understand and by signing this amendment, I am subject to the penalties of perjury as set forth in section 60B.01, as if I had signed this amendment under oath.

Tori Alder

Name and telephone number of contact person: Tori Alder 507 254-2390

Please print legibly

If you have any questions please contact the Secretary of State's office at (651)296-2883.

RETURN TO: Secretary of State, Business Services Division, 100 State Office Bldg., 130 New Dr. Martin Luther King, Jr. Blvd., St. Paul, MN 55155-1238 (651)296-2803

Make check payable to the Secretary of State. Our cancelled check is not negotiable. Information on this form is public and required in order to process this filing. Failure to provide the requested information will prevent the State from accepting or further processing this filing.

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CERTIFICATE OF RESTATE ARTICLES OF INCORPORATION OF NAEVE HOSPITAL

We, the undersigned, being the President and the Secretary of Naeve Hospital, a Minnesota non-profit corporation, certify that, in accordance with the laws of the State of Minnesota and the articles of incorporation, as previously amended, and the By-laws of the corporation, resolutions amending and revising the Articles of Incorporation for the corporation in their entirety as set forth below, were unanimously approved by the Board of Trustees of the corporation and were approved by the sole member of the Corporation by written action in lieu of a meeting on August 1, 1997.

ARTICLE I

The name of this corporation shall be ALBERT LEA MEDICAL CENTER -- MAYO HEALTH SYSTEM.

ARTICLE II

This corporation is organized and shall be operated exclusively for charitable purposes, and, in connection therewith, to provide hospital and health care facilities, all be contemplated and permitted by Sections 179(b)(2) and 501(c)(3) of the Internal Revenue Code of 1954, in its own behalf and as the agent, trustee, or representative of others, and through organizations which are controlled by this corporation and which are exempt from federal income taxes

under Section 501(a) of the Internal Revenue Code of 1954, and are described in Sections 170(e)(2) and 501(c)(3) of the Internal Revenue Code of 1954. Within the framework and limitations of the foregoing purposes, this corporation is organized and shall be operated exclusively to engage in, advance, support, promote, and administer charitable causes and projects of every kind and nature whatsoever, and, not only if and to the extent consistent with the foregoing purposes, to act, assist, and contribute to the support of government units described in Sections 170(e)(1)(A)(v) and 170(e)(1) of the Internal Revenue Code of 1954 and corporations, trusts, associations, and foundations that are exempt from federal income taxes under Section 501(c) of the Internal Revenue Code of 1954 and are described in Sections 170(e)(2) and 501(c)(7) of the Internal Revenue Code of 1954.

For such purposes, and not otherwise, this corporation shall have and exercise only such powers as are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, in trust, or otherwise, and to own, hold, manage, invest, reinvest and administer, and to make loans, gifts, grants, and contributions if and to expend, convey, transfer, and dispose of, any and all funds and property and the income therefrom in furtherance of the purposes of this corporation hereinafter set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such

other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto. Provided, however, that all such powers of this corporation shall be exercised only to the extent that this corporation's operations shall be exclusively within the contemplation of Sections 170(e)(2) and 501(c)(3) of the Internal Revenue Code of 1954, and of Section 200.05, Subdivision 1(1), of the Minnesota Statutes, and provided further, however, that the reference herein to Section 200.05, Subdivision (1), of the Minnesota Statutes shall not permit, and shall not be taken as permitting, this corporation to have or exercise any power which is not within the contemplation of Sections 170(e)(2) and 501(c)(3) of the Internal Revenue Code of 1954, and provided finally, however, that this corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income taxes under Section 501(c) of the Internal Revenue Code of 1954 as an organization described in Section 501(c)(7) of the Internal Revenue Code of 1954 or by a corporation that is described in, and contributions to which are deductible for federal income tax purposes under, Section 170(e)(2) of the Internal Revenue Code of 1954.

All references in this Article II and in Article IX hereto to a particular section of the Internal Revenue Code of 1954 shall mean and include, as now enacted or as hereafter amended, such section and any provision of federal law as

is or may be applicable, cognate to such section, and all references in this Article II to Section 290.05, Subdivision 1(1), of the Minnesota Statutes shall mean and include, as now enacted or as hereafter amended, such provision and any provision of Minnesota law as to or may hereafter be applicable, cognate to such provision.

ARTICLE III

This corporation shall not, incidentally or otherwise, attend or pay any pecuniary gain or remuneration to its members, trustees, or officers as such, and no part of the net income or net earnings of this corporation shall, directly or indirectly, be distributable to or otherwise turn to the benefit of any member, trustee, or officer or any other person having a personal and private interest in the activities of this corporation, provided, however, that this corporation may pay reasonable compensation for services rendered and property and supplies furnished to this corporation in furtherance of its purposes described in Article II hereof. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. This 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 IV

The period of duration of corporate existence of this corporation shall be

perpetual.

ARTICLE V

The registered office of this corporation shall be 311 South Newton in the City of Albert Lea, County of Freedom, State of Minnesota. The registered agent of this corporation shall be James J. Schlichting.

ARTICLE VI

The sole member of this Association shall be Micro Foundation, a Minnesota non-profit corporation exempt from taxation under Section 501a of the Internal Revenue Code of 1985, as amended, as an organization described in Section 501(c)(3) of said Code.

ARTICLE VII

The management and direction of the business and affairs of this corporation shall be vested in a Board of Trustees. The number, qualifications, terms of office, method of selection or election, powers, authority, and duties of the trustees of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Restated Articles of Incorporation shall be as specified in or prescribed pursuant to the Bylaws of this corporation.

The names and addresses of the trustees of this corporation at the time of the adoption of these Restated Articles of Incorporation are as follows:

Name
 Dr. George B. Barclay
 Jeff Philip
 Dr. Theodore P. Myers
 Ralph Olsen
 Robert Wang
 Dr. Kay C. Gustafson
 Margaret Murphy
 Dr. Richard E. Tompkins
 Dr. Robert L. Foste
 Dr. Leonard Shufbauer, M.D.
 Claude Vermeulen

Address
 209 First Street SW
 Rochester, MN 55905
 1985 Dakota Arms Drive
 Albert Lea, MN 56007
 Rt. 82
 Albert Lea, MN 56007
 1115 Lakewood Avenue
 Albert Lea, MN 56007
 1615 Butler Hill
 Albert Lea, MN 56007
 209 First Street SW
 Rochester, MN 55905
 1522 Lakewood Avenue
 Albert Lea, MN 56007
 209 First Street SW
 Rochester, MN 55905
 209 First Street SW
 Rochester, MN 55905
 210 N. N. Mary
 Albert Lea, MN 56007
 1927 Cady Avenue
 Albert Lea, MN 56007

The term of office of the first four (4) trustees named above shall be until the annual meeting of the trustees of the Corporation in the year 1997; the term office of each of the next four (4) trustees named above shall be until the annual meeting

of the trustees of this corporation in the year 1998, the term of office of each of the last three (3) trustees named above shall be until the annual meeting of the trustees of this corporation in the year 1999, or, as to all of them, until his or her successor shall have been elected in the manner provided for in the Bylaws of this corporation and shall have qualified.

ARTICLE VIII

The sole member, trustees, and officers of this corporation shall not be personally liable for the payment of any debts or obligations of this corporation or any nature whatsoever, nor shall any of the property of the sole member, trustees, and officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

ARTICLE IX

This corporation shall have no capital stock.

ARTICLE X

The Articles and Bylaws of this corporation may be amended with the approval of the Board of Trustees and the sole member as provided in the Bylaws.

ARTICLE XI

This corporation shall have no corporate seal.

ARTICLE XII

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, and after the payment of all

liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this Article XII, all remaining assets shall be distributed to and among such one or more organizations as are then exempt from federal income taxes under Section 501(c)(4) of the Internal Revenue Code of 1954 and described in Sections 179(c)(2) and 501(c)(3) of the Internal Revenue Code of 1954, in such amounts in such amounts of proportions as shall be determined by the Board of Trustees of this corporation, by the supermajority vote of the trustees as provided in Section 3.07(9C) of the Bylaws. Notwithstanding anything herein or expressly in the contrary hereinafter contained in this Article XII, (1) any assets then held by this corporation in trust or upon condition or subject to an occupancy or special limitation, if the condition or limitation occurs by reason of the dissolution of this corporation, shall revert to be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, conditions, or limitations; and (2) if the dissolution of this corporation is required by the laws of the State of Minnesota then in existence to be conducted under court supervision, the dissolution of this corporation shall be so conducted, and its assets not described in clause (1) of this sentence shall be transferred or conveyed to such one or more organizations described in the preceding sentence of this Article XII as the court may determine.

ARTICLE XIII

These revised Articles of Incorporation are adopted pursuant to and under the provisions of the Minnesota Non-Profit Corporation Act, M.S.A. 317A.

IN WITNESS WHEREOF, We have hereunto set our hand this 21 day of May, 1987.

[Signature]
President

[Signature]
Secretary

STATE OF MINNESOTA)
)
COUNTY OF FREEBORN) ss.

The foregoing instrument was acknowledged before me this 21 day of May, 1987, by T. O. Berglund and Kathleen Berglund, the President and the Secretary, respectively, of Onevo Hospital, a Minnesota nonprofit corporation, on behalf of the corporation;



[Signature]

COMMERCIAL-ARTICLES-1175

STATE OF MINNESOTA
Notary Public for
BLS
MAY 17 1987
[Signature]
Notary of State