

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM323563

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	05/23/2012		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
American Cancer Society, High Plains Division, Inc.		05/23/2012	CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	American Cancer Society, Inc.		
<b>Street Address:</b>	250 Williams Street		
<b>City:</b>	Atlanta		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30303		
<b>Entity Type:</b>	Not-for-Profit Corporation: NEW YORK		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2989572	SHAVE TO SAVE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4048156555		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	404-815-6500		
<b>Email:</b>	byates@kilpatricktownsend.com		
<b>Correspondent Name:</b>	Olivia Maria Baratta, Esq.		
<b>Address Line 1:</b>	1100 Peachtree Street, Suite 2800		
<b>Address Line 2:</b>	c/o Kilpatrick Townsend & Stockton LLP		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309-4528		
<b>ATTORNEY DOCKET NUMBER:</b>	A0090/916724		
<b>NAME OF SUBMITTER:</b>	Olivia Maria Baratta		
<b>SIGNATURE:</b>	/Maria Baratta/		
<b>DATE SIGNED:</b>	11/17/2014		
<b>Total Attachments: 14</b>			
source=Merger Document for American Cancer Society High Plains Division, Inc#page1.tif			
source=Merger Document for American Cancer Society High Plains Division, Inc#page2.tif			
source=Merger Document for American Cancer Society High Plains Division, Inc#page3.tif			

OP \$40.00 2989572

TRADEMARK

source=Merger Document for American Cancer Society High Plains Division, Inc#page4.tif  
source=Merger Document for American Cancer Society High Plains Division, Inc#page5.tif  
source=Merger Document for American Cancer Society High Plains Division, Inc#page6.tif  
source=Merger Document for American Cancer Society High Plains Division, Inc#page7.tif  
source=Merger Document for American Cancer Society High Plains Division, Inc#page8.tif  
source=Merger Document for American Cancer Society High Plains Division, Inc#page9.tif  
source=Merger Document for American Cancer Society High Plains Division, Inc#page10.tif  
source=Merger Document for American Cancer Society High Plains Division, Inc#page11.tif  
source=Merger Document for American Cancer Society High Plains Division, Inc#page12.tif  
source=Merger Document for American Cancer Society High Plains Division, Inc#page13.tif  
source=Merger Document for American Cancer Society High Plains Division, Inc#page14.tif

*STATE OF NEW YORK*  
*DEPARTMENT OF STATE*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of  
the Department of State, at the City of  
Albany, on August 31, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
Special Deputy Secretary of State

Rev. 06/07

CSC 45  
DRAW DOWN

120831000 762

CERTIFICATE OF MERGER  
OF

AMERICAN CANCER SOCIETY, CALIFORNIA DIVISION,  
AMERICAN CANCER SOCIETY, EAST CENTRAL DIVISION, INC.,  
AMERICAN CANCER SOCIETY, EASTERN DIVISION, INC.,  
AMERICAN CANCER SOCIETY, FLORIDA DIVISION, INC.,  
AMERICAN CANCER SOCIETY, GREAT LAKES DIVISION, INC.,  
AMERICAN CANCER SOCIETY, GREAT WEST DIVISION, INC.,  
AMERICAN CANCER SOCIETY HAWAII PACIFIC, INC.,  
AMERICAN CANCER SOCIETY HIGH PLAINS DIVISION, INC.,  
AMERICAN CANCER SOCIETY, ILLINOIS DIVISION, INC.,  
AMERICAN CANCER SOCIETY, MID-SOUTH DIVISION, INC.,  
AMERICAN CANCER SOCIETY, MIDWEST DIVISION, INC.,  
AMERICAN CANCER SOCIETY, NEW ENGLAND DIVISION, INC.,  
AMERICAN CANCER SOCIETY, SOUTH ATLANTIC DIVISION, INC.  
INTO  
AMERICAN CANCER SOCIETY, INC.

Under Section 904 of the New York Not-For-Profit Corporation Law.

We, the undersigned American Cancer Society, California Division, American Cancer Society, East Central Division, Inc., American Cancer Society, Eastern Division, Inc., American Cancer Society, Florida Division, Inc., American Cancer Society, Great Lakes Division, Inc., American Cancer Society, Great West Division, Inc., American Cancer Society Hawaii Pacific, Inc., American Cancer Society, High Plains Division, Inc., American Cancer Society, Illinois Division, Inc., American Cancer Society, Mid-South Division, Inc., American Cancer Society, Midwest Division, Inc., American Cancer Society, New England Division, Inc., American Cancer Society, South Atlantic Division, Inc. and American Cancer Society, Inc. do hereby certify the following:

1. Names, Certificates of Incorporation

(a) The names of the constituent corporations are:

(i) American Cancer Society, California Division, a California nonprofit public benefit corporation ("California Division"). The certificate of incorporation of California Division was filed with the Secretary of State of the State of California on April 19, 1946. California Division is not authorized to conduct activities in the State of New York.

(ii) American Cancer Society, East Central Division, Inc., a Pennsylvania nonprofit corporation ("East Central Division"). The certificate of incorporation of East Central Division was filed with the Department of State of the State of Pennsylvania on August 20, 1996 under the name American Cancer Society, Pennsylvania Division, Inc. East Central Division is not authorized to conduct activities in the State of New York.

1

5601980v.1

(iii) American Cancer Society, Eastern Division, Inc., a New York not-for-profit corporation ("Eastern Division"). The certificate of incorporation of Eastern Division was filed with the Department of State of the State of New York on May 21, 1930, under the name New York State Committee of the American Society for the Control of Cancer, Inc.

(iv) American Cancer Society, Florida Division, Inc., a Florida nonprofit corporation ("Florida Division"). The certificate of incorporation of Florida Division was filed with the Secretary of State of the State of Florida on April 25, 1963. Florida Division is not authorized to conduct activities in the State of New York.

(v) American Cancer Society, Great Lakes Division, Inc., a Michigan nonprofit corporation ("Great Lakes Division"). The certificate of incorporation of Great Lakes Division was filed with the Michigan Department of Consumer and Industry Services on February 21, 1946 under the name American Cancer Society, Michigan Division, Inc. Great Lakes Division is not authorized to conduct activities in the State of New York.

(vi) American Cancer Society, Great West Division, Inc., a Colorado nonprofit corporation ("Great West Division"). The certificate of incorporation of Great West Division was filed with the Secretary of State of the State of Colorado on July 26, 1995 under the name American Cancer Society, Rocky Mountain Division, Inc. Great West Division is not authorized to conduct activities in the State of New York.

(vii) American Cancer Society, Hawaii Pacific, Inc., a Hawaii nonprofit corporation ("Hawaii Pacific"). The certificate of incorporation of Hawaii Pacific was filed with the Hawaii Department of Commerce and Consumer Affairs on March 29, 1948 under the name Hawaii Cancer Society. Hawaii Pacific is not authorized to conduct activities in the State of New York.

(viii) American Cancer Society, High Plains Division, Inc., a Texas nonprofit corporation ("High Plains Division"). The certificate of incorporation of High Plains Division was filed with the Secretary of State of the State of Texas on February 10, 1949 under the name American Cancer Society, Texas Division, Inc. High Plains Division is not authorized to conduct activities in the State of New York.

(ix) American Cancer Society, Illinois Division, Inc., an Illinois nonprofit corporation ("Illinois Division"). The certificate of incorporation of Illinois Division was filed with the Secretary of State of the State of Illinois on September 4, 1946 under the name Illinois Division, American Cancer Society, Inc. Illinois Division is not authorized to conduct activities in the State of New York.

(x) American Cancer Society, Mid-South Division, Inc., a Mississippi nonprofit corporation ("Mid-South Division"). The certificate of incorporation of Mid-South Division was filed with the Secretary of State of the State of Mississippi on August

7, 1948 under the name The Mississippi Division of the American Society for the Control of Cancer. Mid-South Division is not authorized to conduct activities in the State of New York.

(xi) American Cancer Society, Midwest Division, Inc., a Minnesota nonprofit corporation ("Midwest Division"). The certificate of incorporation of Midwest Division was filed with the Secretary of State of the State of Minnesota on December 10, 1940 under the name Minnesota Society for the Control of Cancer. Midwest Division is not authorized to conduct activities in the State of New York.

(xii) American Cancer Society, New England Division, Inc., a Rhode Island nonprofit corporation ("New England Division"). The certificate of incorporation of New England Division was filed with the Secretary of State of the State of Rhode Island on May 5, 1946 under the name American Cancer Society, Rhode Island Division, Inc. New England Division is not authorized to conduct activities in the State of New York.

(xiii) American Cancer Society, South Atlantic Division, Inc., a Georgia nonprofit corporation ("South Atlantic Division"). The certificate of incorporation of South Atlantic Division was filed with the Secretary of State of the State of Georgia on June 13, 1949 under the name Georgia Division of the American Cancer Society, Inc. South Atlantic Division is not authorized to conduct activities in the State of New York.

(xiv) American Cancer Society, Inc., a New York not-for-profit corporation ("ACS"). The certificate of incorporation of ACS was filed with the Department of State of the State of New York on May 15, 1922 under the name The American Society for the Control of Cancer, Incorporated.

Collectively, California Division, East Central Division, Eastern Division, Florida Division, Great Lakes Division, Great West Division, Hawaii Pacific, High Plains Division, Illinois Division, Mid-South Division, Midwest Division, New England Division, and South Atlantic Division shall be referred to as the "Non-Surviving Corporations".

(b) The surviving corporation will be ACS and its name will be American Cancer Society, Inc. The certificate of incorporation of the surviving corporation will be the certificate of incorporation of ACS and shall not be amended or changed in connection to the merger.

## 2. Members.

(a) California Division, East Central Division, Eastern Division, Great Lakes Division, Great West Division, High Plains Division, Mid-South Division, Midwest Division, New England Division, South Atlantic Division, and ACS do not have members. Illinois Division has no voting members.

(b) Pursuant to Article III of the Florida Division Bylaws, Florida Division has one hundred sixty-four (164) members eligible to vote on the merger, including fifty-nine (59) Delegate

Members, fifty-four (54) Director Members, one (1) American Cancer Society Puerto Rico, Inc. Member, eleven (11) Life Members, and thirty-nine (39) Honorary Life Members. Upon the Effective Date, the membership interests of Florida Division shall not be converted in any manner, but shall be cancelled and retired.

(c) Pursuant to Article III of the Hawaii Pacific Bylaws, Hawaii Pacific has a sole member, American Cancer Society, High Plains Division, Inc., eligible to vote on this Plan of Merger. Upon the Effective Date, the membership interests of Hawaii Pacific shall not be converted in any manner, but shall be cancelled and retired.

### 3. Manner of Authorization.

(a) In accordance with the laws of the State of California, California Division's Board of Directors adopted a resolution approving the Plan of Merger at a duly convened meeting held on April 24, 2012. A majority of California Division's directors were at the meeting and therefore a quorum was present. No negative votes were cast against the resolution. This approval has not been rescinded or amended.

(b) In accordance with the laws of the Commonwealth of Pennsylvania, East Central Division's Board of Directors adopted a resolution approving the Plan of Merger at a duly convened meeting held on April 13, 2012. A majority of East Central Division's directors were at the meeting and therefore a quorum was present. One (1) negative vote was cast against the resolution. This approval has not been rescinded or amended.

(c) In accordance with Section 903(a)(3) of the New York Not-for-Profit Corporation Law, Eastern Division's Board of Directors adopted a resolution approving the Plan of Merger at a duly convened meeting held on March 12, 2012. A majority of Eastern Division's directors were at the meeting and therefore a quorum was present. No negative votes were cast against the resolution. This approval has not been rescinded or amended.

(d) In accordance with the laws of the State of Florida, Florida's Board of Directors adopted a resolution approving the Plan of Merger at a duly convened meeting held on February 24, 2012. A majority of Florida's directors were at the meeting and therefore a quorum was present. Three (3) negative votes were cast against the resolution. This approval has not been rescinded or amended. Subsequently, Florida Division's Board of Directors submitted the Plan of Merger to Florida Division's members, and the members approved the Plan of Merger at a duly convened meeting held on May 18, 2012. At least 40 Florida Division members representing 20 local units of the total number of Florida Division's voting members were at the meeting and therefore a quorum was present. No negative votes were cast against the resolution. This approval has not been rescinded or amended.

(e) In accordance with the laws of the State of Michigan, Great Lakes Division's Board of Directors adopted a resolution approving the Plan of Merger at a duly convened meeting held on March 9, 2012. A majority of Great Lakes Division's directors were at the meeting and therefore a quorum was present. No negative votes were cast against the resolution.

This approval has not been rescinded or amended.

(f) In accordance with the laws of the State of Colorado, Great West Division's Board of Directors adopted a resolution approving the Plan of Merger at a duly convened meeting held on March 16, 2012. A majority of Great Lakes Division's directors were at the meeting and therefore a quorum was present. No negative votes were cast against the resolution. This approval has not been rescinded or amended.

(g) In accordance with the laws of the State of Hawaii, Hawaii Pacific's Board of Directors adopted a resolution approving the Plan of Merger at a duly convened meeting held on February 10, 2012. A majority of Hawaii Pacific's directors were at the meeting and therefore a quorum was present. No negative votes were cast against the resolution. This approval has not been rescinded or amended. Subsequently, Hawaii Pacific's Board of Directors submitted the Plan of Merger to High Plains Division, Hawaii Pacific's sole member. The Board of Directors of High Plains Division approved the Plan of Merger by unanimous vote at a duly convened meeting held on February 18, 2012. A majority of High Plains Division's directors were at the meeting and therefore a quorum was present. No negative votes were cast against the resolution. This approval has not been rescinded or amended.

(h) In accordance with the laws of the State of Texas, High Plains Division's Board of Directors adopted a resolution approving the Plan of Merger at a duly convened meeting held on February 18, 2012. A majority of High Plains Division's directors were at the meeting and therefore a quorum was present. No negative votes were cast against the resolution. This approval has not been rescinded or amended.

(i) In accordance with the laws of the State of Illinois, Illinois Division's Board of Directors adopted a resolution approving the Plan of Merger at a duly convened meeting held on April 13, 2012. Over one-third of Illinois Division's directors were at the meeting and therefore a quorum was present. One (1) negative vote was cast against the resolution. This approval has not been rescinded or amended.

(j) In accordance with the laws of the State of Mississippi, Mid-South Division's Board of Directors adopted a resolution approving the Plan of Merger at a duly convened meeting held on April 26, 2012. A majority of Mid-South Division's directors were at the meeting and therefore a quorum was present. No negative votes were cast against the resolution. This approval has not been rescinded or amended.

(k) In accordance with the laws of the State of Minnesota, Midwest Division's Board of Directors adopted a resolution approving the Plan of Merger at a duly convened meeting held on March 2, 2012. A majority of Midwest Division's directors were at the meeting and therefore a quorum was present. No negative votes were cast against the resolution. This approval has not been rescinded or amended.

(l) In accordance with the laws of the State of Rhode Island, New England Division's Board of Directors adopted a resolution approving the Plan of Merger at a duly convened



meeting held on April 10, 2012. A majority of New England Division's directors were at the meeting and therefore a quorum was present. This approval has not been rescinded or amended.

(m) In accordance with the laws of the State of Georgia, South Atlantic Division's Board of Directors adopted a resolution approving the Plan of Merger at a duly convened meeting held on March 23, 2012. A majority of South Atlantic Division's directors were at the meeting and therefore a quorum was present. No negative votes were cast against the resolution. This approval has not been rescinded or amended.

(n) In accordance with Section 903(a)(3) of the New York Not-for-Profit Corporation Law, ACS's Board of Directors adopted a resolution approving the Plan of Merger by unanimous vote at a duly convened meeting held on February 10, 2012. Over two-thirds of ACS's directors were at the meeting and therefore a quorum was present. No negative votes were cast against the resolution. This approval has not been rescinded or amended.

4. Capital Certificates and Subvention Certificates. ACS and the Non-Surviving Corporations have no outstanding capital certificates or subvention certificates.

5. Financial Terms and Other Conditions. As of the effective date of the merger, ACS, the surviving corporation, will assume all of the debts, liabilities, and other financial obligations of the Non-Surviving Corporations.

6. Approval by Government Agencies. The approval of the Education Department of the State of New York to the filing of this Certificate of Merger is attached hereto.

7. Abandonment. The Plan of Merger provides for abandonment by the action of the governing boards of the Non-Surviving Corporations and ACS at any time prior to the effective date of the merger. The Plan of Merger has not been abandoned.

8. Effective Date. The effective date of the merger shall be the later of September 1, 2012 or the date of filing of this Certificate of Merger with the New York Department of State.

IN WITNESS WHEREOF, the constituent corporations have caused this certificate of merger to be duly executed by their respective officers thereunto duly authorized as of this 23 day of May, 2012.

AMERICAN CANCER SOCIETY,  
CALIFORNIA DIVISION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

AMERICAN CANCER SOCIETY,  
EASTERN DIVISION, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

AMERICAN CANCER SOCIETY, GREAT  
LAKES DIVISION, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

AMERICAN CANCER SOCIETY HAWAII  
PACIFIC, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

AMERICAN CANCER SOCIETY, ILLINOIS  
DIVISION, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

AMERICAN CANCER SOCIETY, EAST  
CENTRAL DIVISION, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_


AMERICAN CANCER SOCIETY, FLORIDA  
DIVISION, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

AMERICAN CANCER SOCIETY, GREAT  
WEST DIVISION, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

AMERICAN CANCER SOCIETY, HIGH  
PLAINS DIVISION, INC.

By:   
Name: W. W. Adams, Jr.  
Title: Chairman of the Board

AMERICAN CANCER SOCIETY, MID-  
SOUTH DIVISION, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

AMERICAN CANCER SOCIETY,  
MIDWEST DIVISION, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

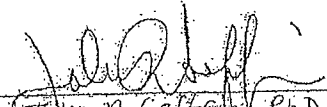
AMERICAN CANCER SOCIETY, SOUTH  
ATLANTA DIVISION, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

AMERICAN CANCER SOCIETY, NEW  
ENGLAND DIVISION, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

AMERICAN CANCER SOCIETY, INC.

By:   
Name: John R. Seffern PhD  
Title: Chief Executive Officer

STATE OF NEW YORK  
THE STATE EDUCATION DEPARTMENT  
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE  
(Consolidation or Merger)

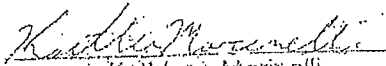
Consent is hereby given to the filing of the annexed Merger of American Cancer Society, California Division, American Cancer Society, East Central Division, Inc., American Cancer Society, Eastern Division, Inc., American Cancer Society, Florida Division, Inc., American Cancer Society, Great Lakes Division, Inc., American Cancer Society, Great West Division, Inc., American Cancer Society Hawaii Pacific, Inc., American Cancer Society, High Plains Division, Inc., American Cancer Society, Illinois Division, Inc., American Cancer Society, Mid-South Division, Inc., American Cancer Society, Midwest Division, Inc., American Cancer Society, New England Division, Inc., American Cancer Society, South Atlantic Division, Inc. into American Cancer Society, Inc., pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is  
executed and the seal of the State Education  
Department is affixed.

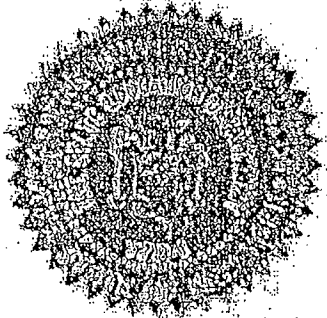
JOHN B. KING, JR.  
Commissioner of Education

By:

  
Kathleen Marinelli

Commissioner's authorized designee

6/18/12



At the Ex Parte Motion  
Term of the Supreme Court  
of the State of New York,  
held in and for the County  
of New York, at the  
Courthouse, 60 Centre  
Street, New York, New  
York 10007 on

Aug 31, 2012.

**MANUEL J. MENDEZ**  
J.S.C.

Present: Hon. \_\_\_\_\_, Justice.

----- X  
American Cancer Society, Inc.,

and

American Cancer Society, California Division, Inc.  
American Cancer Society, East Central Division, Inc.,  
American Cancer Society, Eastern Division, Inc.,  
American Cancer Society, Florida Division, Inc.,  
American Cancer Society, Great Lakes Division, Inc.,  
American Cancer Society, Great West Division, Inc.,  
American Cancer Society Hawaii Pacific, Inc.,  
American Cancer Society, High Plains Division, Inc.,  
American Cancer Society, Illinois Division, Inc.,  
American Cancer Society, Mid-South Division, Inc.,  
American Cancer Society, Midwest Division, Inc.,  
American Cancer Society, New England Division, Inc., and  
American Cancer Society, South Atlantic Division, Inc.

Petitioners,

For an Order Approving Their Plan of Merger under Section  
907 of the Not-for-Profit Corporation Law and Authorizing  
the Filing of a Certificate of Merger under Section 904 of  
the Not-for-Profit Corporation Law  
----- X

Order Approving Merger

Index No. 12/103623

Now upon the Verified Petition of American Cancer Society, California Division  
Inc., a California nonprofit public benefit corporation; American Cancer Society, East Central  
Division, Inc., a Pennsylvania nonprofit corporation; American Cancer Society, Eastern  
Division, Inc., a New York not-for-profit corporation; American Cancer Society, Florida  
Division, Inc., a Florida nonprofit corporation; American Cancer Society, Great Lakes Division,

Inc., a Michigan nonprofit corporation; American Cancer Society, Great West Division, Inc., a Colorado nonprofit corporation; American Cancer Society Hawaii Pacific, Inc., a Hawaii nonprofit corporation; American Cancer Society, High Plains Division, Inc., a Texas nonprofit corporation; American Cancer Society, Illinois Division, Inc., an Illinois nonprofit corporation; American Cancer Society, Mid-South Division, Inc., a Mississippi nonprofit corporation; American Cancer Society, Midwest Division, Inc., a Minnesota nonprofit corporation; American Cancer Society, New England Division, Inc., a Rhode Island nonprofit corporation; and American Cancer Society, South Atlantic Division, Inc., a Georgia nonprofit corporation (collectively referred to as the "Divisions") and American Cancer Society, Inc., a New York not-for-profit corporation; sworn to on May 8, 2012 through May 23, 2012, and the Plan of Merger of the Divisions into American Cancer Society, Inc., and the Certificate of Merger of the Divisions into American Cancer Society, Inc. under Section 904 of the Not-for-Profit Corporation Law, all in support of the application, and the Attorney General of the State of New York having waived notice and hearing and having certified no objection to the entry of this order, and the Court having given due consideration hereto, and it appearing to the satisfaction of the Court that the provisions of Section 907 of the Not-for-Profit Corporation Law have been complied with, and that the interests of the constituent corporations and the public interest will not be adversely affected by the proposed merger;

Now, upon motion of Patterson Belknap Webb & Tyler LLP, attorneys for petitioners American Cancer Society, Inc., it is

ORDERED, that the Plan of Merger between American Cancer Society, Inc. and the Divisions be, and the same hereby is, approved; and it is further

ORDERED, that the corporations be, and they hereby are, authorized to file with the Secretary of State of New York a Certificate of Merger in accordance with Section 904 of the Not-for-Profit Corporation Law; and it is further

ORDERED, that upon filing of the Certificate of Merger together with a certified copy of this order as required by Section 907 of the Not-for-Profit Corporation Law, all of the assets of each of the Divisions shall thereupon and thereby be transferred and conveyed to American Cancer Society, Inc., <sup>as the surviving corporation</sup> in accordance with the Plan of Merger, to be held by it subject to the purposes set forth in its certificate of incorporation, as from time to time amended; and it is further

ORDERED, that a signed copy of this Order shall be sent to the New York State Attorney General's Office; and it is further

ORDERED, that a copy of the Certificate of Merger filed with the Secretary of State of New York shall be sent to the New York State Attorney General's Office; and it is further

ORDERED, that the merger of the corporations shall have the effect provided by Section 905 of the Not-for-Profit Corporation Law of the State of New York.

Enter,

J.S.C.

MANUEL J. MENDEZ

J.S.C.

INDEX No. 103623/12

THE ATTORNEY GENERAL HEREBY APPEARS HEREIN,  
HAS NO OBJECTION TO THE GRANTING OF  
JUDICIAL APPROVAL HEREON, ACKNOWLEDGES  
RECEIPT OF STATUTORY NOTICE, AND DEMANDS  
SERVICE OF ALL PAPERS SUBMITTED HEREIN  
INCLUDING ALL ORDER, JUDGMENTS AND  
ENDORSEMENTS OF THE COURT, SAID NO OBJECTION  
IS CONDITIONED ON SUBMISSION OF THE MATTER  
TO THE COURT WITHIN 30 DAYS HEREAFTER.

*Paula Gellman*  
ASSISTANT ATTORNEY GENERAL

8-24-12  
DATE

*Paula Gellman*

CSC 45  
DRAW DOWN

120831000762

RECEIVED  
2012 AUG 31 PM 1:11  
FILED  
2012 AUG 31 PM 2:16

CERTIFICATE OF MERGER

OF

AMERICAN CANCER SOCIETY, CALIFORNIA DIVISION,  
AMERICAN CANCER SOCIETY, EAST CENTRAL DIVISION, INC.,  
AMERICAN CANCER SOCIETY, EASTERN DIVISION, INC.,  
AMERICAN CANCER SOCIETY, FLORIDA DIVISION, INC.,  
AMERICAN CANCER SOCIETY, GREAT LAKES DIVISION, INC.,  
AMERICAN CANCER SOCIETY, GREAT WEST DIVISION, INC.,  
AMERICAN CANCER SOCIETY, HAWAII PACIFIC, INC.,  
AMERICAN CANCER SOCIETY, HIGH PLAINS DIVISION, INC.,  
AMERICAN CANCER SOCIETY, ILLINOIS DIVISION, INC.,  
AMERICAN CANCER SOCIETY, MID-SOUTH DIVISION, INC.,  
AMERICAN CANCER SOCIETY, MID WEST DIVISION, INC.,  
AMERICAN CANCER SOCIETY, NEW ENGLAND DIVISION, INC.,  
AMERICAN CANCER SOCIETY, SOUTH ATLANTIC DIVISION, INC.

INTO

AMERICAN CANCER SOCIETY, INC.

Under Section 904 of the New York Not-For-Profit Corporation Law

CUSTOMER REF. # 301523 SNE

Filed by: Patterson Belknap Webb & Tyler LLP  
1133 Avenue of the Americas  
New York, New York 10036

5607980v.1

lee  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED AUG 31 2012  
TAX S. 0  
BY: pak

New York

25

809