

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM359651

| | |
|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 07/26/2010 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------|----------|----------------|-------------------|
| FUTURE HEALTH, INC. | | 07/23/2010 | CORPORATION: IOWA |

RECEIVING PARTY DATA

| | |
|------------------------|-----------------------|
| Name: | FUTURE HEALTH, INC. |
| Street Address: | 513 NORTH MAIN STREET |
| City: | CARROLL |
| State/Country: | IOWA |
| Postal Code: | 51401 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 9

| Property Type | Number | Word Mark |
|----------------|----------|----------------------|
| Serial Number: | 77521039 | DC2 |
| Serial Number: | 77521064 | PT2 |
| Serial Number: | 77521075 | MD2 |
| Serial Number: | 77521133 | HYPER-SPEED NOTE |
| Serial Number: | 77521159 | VOS |
| Serial Number: | 77521170 | CLINIC OF THE FUTURE |
| Serial Number: | 77521190 | INTELLIGENT BILLING |
| Serial Number: | 77521248 | FUSION TECHNOLOGY |
| Serial Number: | 77521259 | TRUE EHR |

CORRESPONDENCE DATA

Fax Number: 4043659532

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.

Email: mmmipdocket@system.foundationip.com

Correspondent Name: MORRIS MANNING MARTIN LLP IP Department

Address Line 1: 3343 PEACHTREE ROAD, NE

Address Line 2: 1600 ATLANTA FINANCIAL CENTER

Address Line 4: ATLANTA, GEORGIA 30326

CH \$240.00 77521039

| | |
|---|----------------------|
| ATTORNEY DOCKET NUMBER: | FUTURE HEALTH MERGER |
| NAME OF SUBMITTER: | DANIEL E. SINEWAY |
| SIGNATURE: | /Daniel E. Sineway/ |
| DATE SIGNED: | 10/22/2015 |
| Total Attachments: 6 source=MergerAssignment#page1.tif source=MergerAssignment#page2.tif source=MergerAssignment#page3.tif source=MergerAssignment#page4.tif source=MergerAssignment#page5.tif source=MergerAssignment#page6.tif | |

PLAN (AGREEMENT) OF MERGER

THIS PLAN (AGREEMENT) OF MERGER (the "Plan") is hereby adopted this 23rd day of July, 2010 by and among Future Health, Inc., an Iowa corporation ("FHI Iowa"), and Future Health, Inc., a Delaware corporation ("FHI Delaware") (said entities being sometimes hereinafter collectively referred to as the "Constituent Entities").

WHEREAS, FHI Iowa is a corporation duly organized and existing under the laws of the State of Iowa, being authorized to issue capital stock consisting of Ten Thousand (10,000) shares of Common Stock, with 611.26 shares of Common Stock with a par value of \$100.00 per share (hereinafter called "FHI Iowa Common Stock") issued and outstanding ; and

WHEREAS, FHI Delaware is a corporation duly organized and existing under the laws of the State of Delaware, being authorized to issue capital stock consisting of Ten Million (10,000,000) shares of Common Stock, with 1 share of Common Stock (hereinafter called "FHI Delaware Common Stock") issued and outstanding; and

WHEREAS, The Board of Directors of FHI Iowa and FHI Delaware desire to effect a reorganization whereby FHI Iowa will merge with and into FHI Delaware (the "Merger") pursuant to the General Corporation Law of the State of Delaware and the Business Corporation Laws of the State of Iowa in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code; and

WHEREAS, the respective Boards of Directors of FHI Iowa and FHI Delaware have approved the Merger upon the terms and conditions hereinafter set forth and have approved this Plan.

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein contained, it is agreed that the parties shall be merged in the manner and structure set forth in Section I hereof, and the terms and conditions of such Merger and the procedure of carrying it into effect are and shall be as follows:

1. Structure of Merger.

- 1.1 On the Effective Date (as that term is hereinafter defined) and subject to the terms and conditions of this Plan, FHI Iowa shall be merged with and into FHI Delaware and the separate existence of FHI Iowa shall thereupon cease, in accordance with the applicable provisions of the Business Corporation Laws of the State of Iowa.
- 1.2 FHI Delaware will be the surviving corporation in the Merger (sometimes referred to herein as the "Surviving Corporation") and will continue to be governed by the laws of the State of Delaware, and the separate corporate existence of FHI Delaware and all of its rights, privileges, immunities, powers, and franchises, public or private, and all its duties, restrictions and liabilities as a Corporation organized under Delaware law, will continue unaffected by the Merger.

2. Name and Jurisdiction of Surviving Corporation. The name of the surviving corporation shall, from and after the Effective Date of the Merger, be Future Health, Inc., which shall be domiciled in and subject to the laws of the State of Delaware.

3. Office of Surviving Corporation. The principal office of FHI Delaware after the date of the Merger shall be 513 N. Main Street, Carroll, Iowa 51401.

4. Registered Office and Agent. The address of the registered office of FHI Delaware after the date of the Merger shall be Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, and the name of its registered agent at such address shall be The Corporation Trust Company.

5. Purpose of Surviving Corporation. The purpose of FHI Delaware after the date of this Merger shall be to engage in any lawful act or activity for which corporations may be formed under the General Corporation Law of the State of Delaware.

6. Governing Instruments of Surviving Corporation.

6.1 *Certificate of Incorporation.* The Certificate of Incorporation of FHI Delaware as in effect immediately prior to the Effective Date, which is identical to the Articles of Incorporation of FHI Iowa in all material respects, shall be the Certificate of Incorporation of the Surviving Corporation after the Effective Date.

6.2 *By-Laws.* The By-Laws of FHI Delaware, as in effect immediately prior to the Effective Date, shall be the By-Laws of the Surviving Corporation after the Effective Date.

6.3 *Board of Directors and Officers.* From and after the Effective Date, the Board of Directors and Officers of FHI Delaware shall be the Board of Directors of the Surviving Corporation.

7. Current Interests in Constituent Entities. Each of the Constituent Entities has the following issued and outstanding common shares:

7.1 *Interests in FHI Iowa.* FHI Iowa is authorized to issue capital stock consisting of Ten Thousand (10,000) shares of Common Stock with a par value of \$100.00 per share, of which 611.26 shares of Common Stock are issued and outstanding, as shown in Exhibit A.

7.2 *Interests in FHI Delaware.* FHI Delaware is authorized to issue capital stock consisting of Ten Million (10,000,000) shares of Common Stock with a par value of \$100.00 per share, of which 1 share of Common Stock is issued and outstanding.

8. Procedure for Effecting Merger. The procedure for carrying the Merger into effect, and the manner and basis for converting the FHI Iowa Common Stock into FHI Delaware Common Stock shall be as follows:

- 8.1 Upon the Effective Date, all outstanding shares of FHI Iowa Common Stock shall be automatically cancelled and retired, and shall cease to exist. Each share of FHI Iowa Common Stock shall be replaced by certificates representing Three Thousand Five Hundred Eighty-Four (3,584) shares of fully paid and nonassessable FHI Delaware Common Stock, as shown on Exhibit A. FHI Delaware shall redeem any fractional share of FHI Delaware Common Stock that results from the application of this section 8.1 at the rate of Five Dollars (\$5.00) per full share.
- 8.2 As of the Effective Date, the shareholders of FHI Iowa will each own the same proportion of all issued and outstanding shares of common stock in FHI Delaware that they owned in FHI Iowa prior to the Effective Date, which shall constitute all of the issued and outstanding common stock in FHI Delaware.
- 8.3 As of the Effective Date, all issued and outstanding shares of FHI Delaware held by FHI Iowa immediately before the Effective Date shall, by virtue of the Merger, cease to exist and certificates representing such shares shall be cancelled.
- 8.4 The President of FHI Iowa shall take all steps necessary to dissolve FHI Iowa in the State of Iowa.

9. Reporting of Assets; Pooling of Interests; Record Date. The assets of FHI Iowa shall be reported at their book value as of the Effective Date of the Merger. The aggregate stated capital, capital surplus, and earned surplus of FHI Iowa shall be the stated capital, capital surplus, and earned surplus of FHI Delaware, the surviving entity. The record date for the Merger of the Constituent Entities shall be the Effective Date, and each of the Constituent Entities shall continue to operate in the ordinary course of business until final consummation of the Merger, and shall not engage in any extraordinary transactions outside the ordinary course of business for each such entity.

10. Effective Date of Merger. For all purposes under the laws of the State of Iowa and the State of Delaware, this Plan and the Merger herein provided for shall become effective as of July 26, 2010 (the "Effective Date").

11. Effect of Merger. Upon this Merger becoming effective:

- 11.1 FHI Delaware shall have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which corporations may be organized under the Delaware General Business Corporation Law;
- 11.2 FHI Delaware shall thereafter enjoy all rights, privileges, and powers previously held by the Constituent Entities, and shall thereafter own all property, whether

real, personal or mixed, tangible or intangible, previously owned by the Constituent Entities;

11.3 All rights of creditors of the Constituent Entities shall be preserved unimpaired, and all liens upon any property of any Constituent Entity shall continue in full force and effect with respect to the specific property affected thereby immediately prior to the Effective Date of the Merger; and

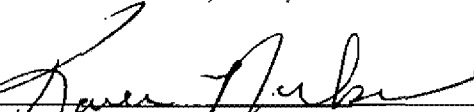
11.4 All debts, liabilities, obligations and duties of the Constituent Entities shall attach to and be assumed and performed by FHI Delaware.

12. Method of Approval. This Plan will be approved with actions by consent of the shareholders and the Board of Directors of the Constituent Entities (pursuant to their organizational documents and applicable state law).

FUTURE HEALTH, INC., AN IOWA CORPORATION

By: 
Karen Nelsen, Chief Financial Officer

FUTURE HEALTH, INC., A DELAWARE CORPORATION

By: 
Karen Nelsen, Chief Financial Officer

**EXHIBIT A
CAPITAL OWNERSHIP**

| Stockholder | No. of FHI Iowa Shares (Prior to Effective Date) | No. of FHI Delaware Shares (After Effective Date) |
|---------------------------|---|--|
| Kathleen Kraus | 43.69 | 156,578 |
| Steven J. Kraus | 540.63 | 1,937,603 |
| Jamie North | 11.55 | 41,394 |
| Keith Tobler | 7.7 | 27,596 |
| Lori Tobler | 7.7 | 27,596 |
| TOTAL COMMON STOCK | 611.26 | 2,190,767 |

FILED
IOWA
SECRETARY OF STATE
7/23/10
3:24 PM
W684944

