

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM450857

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Berkshire Health Partners		10/18/2017	Corporation: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Tower Health PPO		
Street Address:	420 S. Fifth Avenue		
City:	West Reading		
State/Country:	PENNSYLVANIA		
Postal Code:	19611		
Entity Type:	Corporation: PENNSYLVANIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77384096	BHP BERKSHIRE HEALTH PARTNERS	
CORRESPONDENCE DATA			
Fax Number:	6103718506		
<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>			
Phone:	609 987 7050		
Email:	ejs@stevenslee.com		
Correspondent Name:	Elliott J. Stein		
Address Line 1:	100 Lenox Drive		
Address Line 2:	Suite 200		
Address Line 4:	Lawrenceville, NEW JERSEY 08648		
NAME OF SUBMITTER:	Elliott J. Stein		
SIGNATURE:	/varlawyer/		
DATE SIGNED:	11/14/2017		
Total Attachments: 14			
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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

11/13/2017

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Tower Health PPO

I, Robert Torres, Acting Secretary of the Commonwealth of Pennsylvania, do hereby certify that the foregoing and annexed is a true and correct copy of

Creation Filing filed on Sep 26, 1986 - Pages (2)
Amendment filed on Feb 17, 1987 - Pages (2)
Amendment filed on Dec 1, 2000 - Pages (3)
Merger filed on Dec 1, 2000 - Pages (2)
Amendment filed on Jan 4, 2006 - Pages (2)
Amendment filed on Oct 18, 2017 - Pages (2)

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written

Robert Torres

Acting Secretary of the Commonwealth

Certification Number: TSC171113080056-1

Verify this certificate online at <http://www.corporations.pa.gov/orders/verify>

TRADEMARK
REEL: 006204 FRAME: 0726

Filed in the Department of State on
the 26th Day of Sept. 1972
Ruben W. ...
Secretary of the Commonwealth

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

86562073

Articles
of
Incorporation

Non-Profit Corporation

941362

In compliance with the requirements of 15 Pa. C.S. Section 7316 (relating to articles of incorporation), the undersigned, desiring to be incorporated as a non-profit corporation, hereby certifies that:

1. The name of the corporation is:

BERKSHIRE HEALTH PLAN

2. The location and post office address of the Corporation's initial registered office in this Commonwealth is Sixth Avenue and Spruce Street, W. Reading, PA 19611. (06)

3. The corporation is incorporated under the Pennsylvania Non-Profit Corporation Law of 1972 (the "Act") for all purposes permitted by the Act, including but not limited to, (i) fostering and promoting the common interests of its members, (ii) enabling them to compete more effectively as an alternative health care delivery system, and (iii) assisting in developing preferred provider relationships with employers, insurers, and other purchasers of health care services.

The Corporation is not organized for profit, and no part of its receipts or any net earnings shall inure to the benefit of or be distributed to its directors, officers, members or other private person except that the corporation shall be authorized or empowered to pay reasonable compensation for services rendered and to make other payments as permitted by the Act and these Articles.

4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. The term for which the Corporation is to exist is perpetual.

6. The Corporation is organized on a non-stock basis.

TRADEMARK
REEL: 006204 FRAME: 0727

86562074

7. There shall be two (2) classes of members of the Corporation: Provider Members, and Institutional Members. The qualifications concerning rights of the members shall be as set forth in the By-laws of the Corporation.

8. The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall be named by the incorporator.

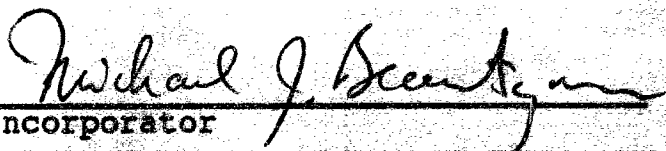
9. The initial Directors shall be appointed to serve until the first annual meeting of the members. At that meeting, Directors shall be elected or appointed to varied terms so that as nearly as possible thereafter one third of the Directors shall be elected each year. Thereafter, Directors shall be elected or appointed to terms of such duration as are provided by the By-laws.

10. These Articles of Incorporation may be amended in the manner provided by law, upon the affirmative vote of a majority of the members of each class.

11. The name and post office address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Michael J. Beautyman	1100 Philadelphia National Bank Bldg. Philadelphia, PA 19107

IN WITNESS WHEREOF, Berkshire Health Plan herein above named has caused these Articles of Incorporation to be executed by Michael J. Beautyman, its incorporator, this 18th day of September, 1986.



Incorporator

APPLICANT'S ACCOUNT NO. _____
DSCB: 15-136 (Rev. 11-72)

8721 497

(LINE FOR NUMBERING)

Filing Fee: \$48

COC-24

Certificate of Correction
Domestic Nonprofit
Corporation and Foreign
Corporation Not-for-Profit

44362

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

FILED IN: 17th DISTRICT: Philadelphia, A.D. 1986

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

James J. Blaylock
SECRETARY OF THE COMMONWEALTH

In compliance with the requirements of 15 Pa. S. §136 (relating to certificate of correction) the undersigned domestic nonprofit corporation or foreign corporation not-for-profit, desiring to correct an inaccurate record of corporate action or correct defective or erroneous execution of a document, does hereby certify that:

1. The name of the corporation is:

Berkshire Health Plan

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

Sixth Avenue & Spruce Street

West Reading

Pennsylvania

19611

3. The statute by or under which it was incorporated is:

the Pennsylvania Non-Profit Corporation Law of 1972

4. The inaccuracy or defect, which appears in Department of State Form _____

Filed September 26, 1986 and recorded in Roll 8656 Film 2073 et seq., in

1. The second paragraph of Article 3 is eliminated in its entirety.

5. (Check one of the following):

- The portion of the document requiring correction in corrected form is set forth in Exhibit A, attached hereto and made a part hereof.
- The original document to which this certificate relates shall be deemed reexecuted.
- The original document to which this certificate relates shall be deemed stricken from the records of the Department.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this certificate to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed, this 15th day of December, 19 86

Berkshire Health Plan
(NAME OF CORPORATION)

By:

Bruce Haskin
(SIGNATURE)

President
(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

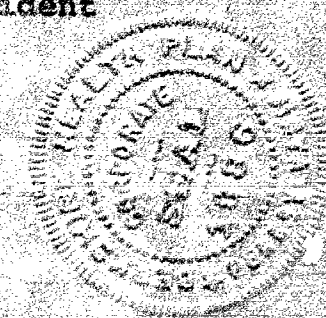
Bruce Haskin, President

Attest:

[Signature]
(SIGNATURE)

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

Lawrence R. Cabaugh, Secretary-Treasurer
(CORPORATE SEAL)



INSTRUCTIONS FOR COMPLETING FORM:

- A. The statement in Paragraph 4 should identify the defective document by specifying (1) its DSCB Form number, (2) the filing date, and (3) the initial roll and film number endorsed by the Department on the defective document, if available.
- B. The third alternate of Paragraph 5 does not apply to a certificate of correction filed with respect to original Articles of Incorporation, but this form may be used to correct original Articles of Incorporation.

DEPT. OF STATE
RECEIVED
FEB 17 PM 2:44

941362

BERKSHIRE HEALTH PLANSecretary of the Commonwealth
JKARTICLES OF AMENDMENT AND RESTATEMENT

In compliance with the requirements of Chapter 59 of the Pennsylvania Nonprofit Corporation Law of 1988, and the amendments thereto, providing for amendments to the Articles of Incorporation of nonprofit corporations, the Berkshire Health Plan states:

1. Its name is the Berkshire Health Plan ("Corporation") and its registered office is located at 50 Commerce Drive, Wyomissing, Berks County, Pennsylvania 19610.
2. It was incorporated under the Nonprofit Corporation Law of 1933 of the Commonwealth of Pennsylvania on the twenty-sixth day of September, 1986, for all purposes permitted by the Act, including but not limited to, (i) fostering and promoting the common interests of its members, (ii) enabling them to compete more effectively as an alternative health care delivery system, and (iii) assisting in developing preferred provider relationships with employers, insurers, and other purchasers of health care services.
3. At the regular meeting of the Board of Directors of the Corporation duly held on the 10th day of August, 2000, written notice thereof having been mailed to all Directors at least ten (10) days prior thereto, a resolution was adopted by a majority of Directors (there being a quorum present), and was subsequently approved by each class of members of the Corporation, authorizing amendments to Paragraphs 1, 2, 3, 7, 9 and 11 of the Articles of Incorporation of said Corporation, and directing that the Amendments be filed with the Department of State. Said resolution reads as follows:

"RESOLVED, That the Articles of Incorporation of the Berkshire Health Plan be and they are hereby amended and restated effective, December 1, 2000, so that said Articles of Incorporation as amended and restated shall read in their entirety as herein set forth in full:

1. The name of the corporation is Berkshire Health Partners.
2. The location and post office address of the Corporation's registered office in this Commonwealth is 50 Commerce Court, Wyomissing, Pennsylvania 19610.
3. The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 (the "Act") for all purposes permitted by the

TRADEMARK

REEL: 006204 FRAME: 0731

Act, including but not limited to, (i) fostering and promoting the common interests of its members, (ii) enabling them to compete more effectively as an alternative health care delivery system, and (iii) assisting in developing preferred provider relationships with employers, insurers, and other purchasers of health care services.

4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. The term for which the Corporation is to exist is perpetual.
6. The Corporation is organized on a non-stock basis.
7. There shall be three (3) classes of members of the Corporation: Physician Organization Members, Physician Hospital Organization Members and Hospital Members. The qualifications concerning rights of the members shall be as set forth in the Bylaws of the Corporation.
8. The affairs of the Corporation shall be managed by a Board of Directors. The qualifications of Directors, the terms and methods of electing Directors shall be as specified in the Corporation's Bylaws.
9. These Articles of Incorporation may be amended in the manner provided by law, upon the affirmative vote of at least seventy-five percent (75%) of the weighted votes of the members as provided in the bylaws.

RESOLVED FURTHER, that the President and the Assistant Secretary of the Berkshire Health Plan be and they are hereby authorized and empowered and directed to execute Articles of Amendment to the Articles of Incorporation, and to have the same filed with the Department of State."

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, to take any and all actions and execute any or all documents, to effect the foregoing resolutions as they deem necessary or appropriate.

200091-433

IN WITNESS WHEREOF, the Berkshire Health Plan has caused these Articles of Amendment to be signed by its President and attested by its Assistant Secretary this 1st day of December, A.D. 2000.

BERKSHIRE HEALTH PLAN

By: Charles Wills
Charles Wills, President

Attest: Mary Solynjes
Mary Solynjes, Assistant Secretary

Entity Number

941362

Secretary of the Commonwealth

JK

ARTICLES OF MERGER-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5926 (relating to articles of merger or consolidation), the undersigned nonprofit corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Berkshire Health Plan

2. (Check and complete one of the following):

X The surviving corporation is a domestic nonprofit corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 50 Commerce Drive Wyomissing Pennsylvania 19610 Berks
Number and Street City State Zip County

(b) c/o: Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign nonprofit corporation incorporated under the laws of and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) c/o: Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign nonprofit corporation incorporated under the laws of and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic nonprofit corporation and qualified foreign nonprofit corporation which is a party to the plan of merger are as follows:

Table with 5 columns: Name of Corporation, Address of Registered Office or Name of Commercial Registered Office Provider, County, State, Zip. Row 1: Reading Health Partners, 50 Commerce Drive, Wyomissing, Pennsylvania, 19610, Berks.

DSCB:15-5926 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

X The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

TRADEMARK

REEL: 006204 FRAME: 0734

The plan of merger shall be effective on 2000/08/09 at 3:22 Date Hour

1. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
<u>Berkshire Health Plan</u>	<u>Adopted by action of the members pursuant to 15 Pa.C.S. § 5905</u>
<u>Reading Health Partners</u>	<u>Adopted by action of the members pursuant to 15 Pa.C.S. § 5906</u>

3. (Strike out this paragraph if no foreign corporation is a party to the merger): The plan was authorized, adopted or approved, as the case may be, by the foreign nonprofit corporation (or each of the foreign nonprofit corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 5901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

<u>50 Commerce Drive</u>	<u>Wyomissing</u>	<u>Pennsylvania</u>	<u>19610</u>	<u>Berks</u>
Number and Street	City	State	Zip	County

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 1st day of December, 2000.

BERKSHIRE HEALTH PLAN
 By: Charles Wills
 Charles Wills, President

READING HEALTH PARTNERS
 By: Scott Wolfe
 Scott Wolfe, Secretary

BERKSHIRE HEALTH PARTNERS

ARTICLES OF AMENDMENT AND RESTATEMENT

In compliance with the requirements of Chapter 59 of the Pennsylvania Nonprofit Corporation Law of 1988, and the amendments thereto, providing for amendments to the Articles of Incorporation of nonprofit corporations, Berkshire Health Partners states:

1. Its name is the Berkshire Health Partners ("Corporation") and its registered office is located at 50 Commerce Drive, Wyomissing, Berks County, Pennsylvania 19610.

2. It was incorporated under the Nonprofit Corporation Law of 1933 of the Commonwealth of Pennsylvania on the twenty-sixth day of September, 1986, for all purposes permitted by the Act, including but not limited to, (i) fostering and promoting the common interests of its members, (ii) enabling them to compete more effectively as an alternative health care delivery system, and (iii) assisting in developing preferred provider relationships with employers, insurers, and other purchasers of health care services.

3. At the regular meeting of the Board of Directors of the Corporation duly held on the 10th day of November, 2005, written notice thereof having been mailed to all Directors at least ten (10) days prior thereto, a resolution was adopted by a majority of Directors (there being a quorum present), and was approved by each class of members of the Corporation, authorizing an amendment to Paragraph 7 of the Articles of Incorporation of said Corporation, and directing that the Amendment be filed with the Department of State. Said resolution reads as follows:

"RESOLVED, That the Articles of Incorporation of the Berkshire Health Partners be and they are hereby amended and restated effective upon filing, so that said Articles of Incorporation as amended and restated shall read in their entirety as herein set forth in full:

1. The name of the corporation is Berkshire Health Partners.
2. The location and post office address of the Corporation's registered office in this Commonwealth is 50 Commerce Court, Wyomissing, Pennsylvania 19610.
3. The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 (the "Act") for all purposes permitted by the Act, including but not limited to, (i) fostering and promoting the common interests of its members, (ii) enabling them to compete more effectively as an alternative health care delivery system, and (iii) assisting in developing preferred provider relationships with employers, insurers, and other purchasers of health care services.
4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. The term for which the Corporation is to exist is perpetual.
6. The Corporation is organized on a non-stock basis.



Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-NONPROFIT 3 Page(s)

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2005 JAN 11 11:11 AM
97-111111 4-111111 9907

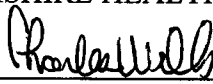
7. There shall be two (2) classes of members of the Corporation: Class A Members and Class B Members. The qualifications and rights of the members shall be as set forth in the Bylaws of the Corporation. The rights of the Class B Members, as set forth in the bylaws, shall not be amended without the consent of the Class B Members.
8. The affairs of the Corporation shall be managed by a Board of Directors. The qualifications of Directors, the terms and methods of electing Directors shall be as specified in the Corporation's Bylaws.
9. These Articles of Incorporation may be amended in the manner provided by law, upon the affirmative vote of at least seventy-five percent (75%) of the weighted votes of the members as provided in the bylaws.

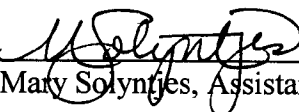
RESOLVED FURTHER, that the President and the Assistant Secretary of the Berkshire Health Plan be and they are hereby authorized and empowered and directed to execute Articles of Amendment to the Articles of Incorporation, and to have the same filed with the Department of State."

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, to take any and all actions and execute any or all documents, to effect the foregoing resolutions as they deem necessary or appropriate.


IN WITNESS WHEREOF, the Berkshire Health Plan has caused these Articles of Amendment to be signed by its President and attested by its Assistant Secretary this 10th day of November, A.D. 2005.

BERKSHIRE HEALTH PARTNERS

By: 
Charles Wills, President

Attest: 
Mary Solynjes, Assistant Secretary

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: Name _____ Address _____ City _____ State _____ Zip Code _____	Articles of Amendment Domestic Corporation DSCB:15-1915:5915 (rev. 7/2015)  TCO171019MC1175
<input checked="" type="checkbox"/> Return document by email to: _____	

Read all instructions prior to completing. This form may be s

Fee: \$70

Check one: Business Corporation (§ 1915) Nonprofit Corporation (§ 5915)

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Berkshire Health Partners

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
(Complete only (a) or (b), not both)

(a) Number and Street	City	State	Zip	County
50 Commerce Court	Wyomissing	PA	19610	Berks

(b) Name of Commercial Registered Office Provider _____ County _____

c/o: _____

3. The statute by or under which it was incorporated: Pennsylvania Nonprofit Corporation Law

4. The date of its incorporation: 9/26/1986
(MM/DD/YYYY)

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date (MM/DD/YYYY) Hour (if any)

2017 OCT 18 PM 2:15

DEPARTMENT OF STATE

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate complete, one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The name shall be: Tower Health PPO

The address shall be: 420 S. Fifth Avenue, West Reading, PA19611

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

18TH day of OCTOBER, 2017.

Berkshire Health Partners

Name of Corporation

Luis A. Rosa

Signature

PRESIDENT, BHP

Title