

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM465690

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
HEALTH STRATEGIES GROUP, INC.		11/16/2017	Corporation: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HEALTH STRATEGIES GROUP, LLC		
<b>Street Address:</b>	790 TOWNSHIP LINE ROAD		
<b>Internal Address:</b>	SUITE 300		
<b>City:</b>	YARDLEY		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	19067		
<b>Entity Type:</b>	Limited Liability Company: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3005692	HEALTH STRATEGIES GROUP	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2124552502		
<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>	(212) 455-3526		
<b>Email:</b>	ksolomon@stblaw.com		
<b>Correspondent Name:</b>	KATE STEIN, ESQ.		
<b>Address Line 1:</b>	SIMPSON THACHER & BARTLETT LLP		
<b>Address Line 2:</b>	425 LEXINGTON AVENUE		
<b>Address Line 4:</b>	NEW YORK, NEW YORK 10017		
<b>ATTORNEY DOCKET NUMBER:</b>	047820/0048		
<b>NAME OF SUBMITTER:</b>	KATE STEIN		
<b>SIGNATURE:</b>	/KS/		
<b>DATE SIGNED:</b>	03/14/2018		
<b>Total Attachments: 13</b>			
source=Health Strategies Group LLC-CA-Cert Copy of Articles of Org_#page1.tif			
source=Health Strategies Group LLC-CA-Cert Copy of Articles of Org_#page2.tif			

CH \$40.00 3005692

source=Health Strategies Group LLC-CA-Cert Copy of Articles of Org\_#page3.tif  
source=Health Strategies Group LLC-CA-Cert Copy of Articles of Org\_#page4.tif  
source=Health Strategies Group LLC-CA-Cert Copy of Articles of Org\_#page5.tif  
source=Health Strategies Group LLC-CA-Cert Copy of Articles of Org\_#page6.tif  
source=Health Strategies Group LLC-CA-Cert Copy of Articles of Org\_#page7.tif  
source=Health Strategies Group LLC-CA-Cert Copy of Articles of Org\_#page8.tif  
source=Health Strategies Group LLC-CA-Cert Copy of Articles of Org\_#page9.tif  
source=Health Strategies Group LLC-CA-Cert Copy of Articles of Org\_#page10.tif  
source=Health Strategies Group LLC-CA-Cert Copy of Articles of Org\_#page11.tif  
source=Health Strategies Group LLC-CA-Cert Copy of Articles of Org\_#page12.tif  
source=Health Strategies Group LLC-CA-Cert Copy of Articles of Org\_#page13.tif

1955426

FILED  
In the office of the Secretary of State  
of the State of California *Jc*

DEC 18 1995

*Bill Jones*  
BILL JONES, Secretary of State

ARTICLES OF INCORPORATION  
OF  
HEALTH STRATEGIES GROUP, INC.

FIRST: The name of this corporation is Health Strategies Group, Inc.

SECOND: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THIRD: The name and address of this corporation's initial agent for service of process is Jeffrey J. Larsen, 101 University Avenue, Suite 230, Palo Alto, California, 94301.

FOURTH: This corporation is authorized to issue only one class of shares of stock, which shall be designated "Common Stock" and which shall have no par value; the total number of shares of Common Stock this corporation is authorized to issue is 1,000,000.

FIFTH: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

SIXTH: The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code), through bylaw provisions, by agreement or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.

DATED: December 16, 1995

*Barry Carr*  
Barry A. Carr, Esq.  
Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

*Barry Carr*  
Barry A. Carr, Esq.

*[Faint circular stamp]*

hsg.art



I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

FEB 27 2018

Date: \_\_\_\_\_ MR

  
ALEX PADILLA, Secretary of State

TRADEMARK  
REEL: 006291 FRAME: 0594

A0574758

**FILED**  
In the Office of the Secretary of State  
of the State of California

DEC 28 2001

*Bill Jones*  
BILL JONES, Secretary of State

1955426  
CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF  
HEALTH STRATEGIES GROUP, INC.

Jeffery J. Larsen and Louise Miller Prince do hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Health Strategies Group, Inc., a California corporation.
2. Article IV of the Articles of Incorporation of this corporation is amended in its entirety as follows:
  - A. Authorized Stock. The corporation is authorized to issue only one class (1) of shares of stock which shall be designated "Common Stock", and which shall have no par value; the total number of shares of Common Stock this corporation is authorized to issue is 1,000,000.
  - B. Stock Split. Upon the amendment of this article to read as herein set forth, every currently 10 outstanding shares of Common Stock shall be combined into one share of Common Stock.
3. The foregoing amendment to the Articles of Incorporation of the Corporation has been duly approved by the Board of Directors of the corporation.
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 and 903 of the California General Corporation Code. The total number of outstanding share of Common Stock of the Corporation is 652,190 shares of Common Stock. The total number of outstanding shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the shares of Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

IN WITNESS WHEREOF, this certificate has been signed by the President and Secretary of this corporation this 23<sup>rd</sup> day of May, 2001, in Palo Alto, California.

*Jeffery J. Larsen*  
JEFFERY J. LARSEN  
President

*Louise Miller Prince*  
LOUISE MILLER PRINCE  
Secretary



I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

FEB 27 2018

Date: \_\_\_\_\_ MR

*Alex Padilla*

ALEX PADILLA, Secretary of State

TRADEMARK

REEL: 006291 FRAME: 0596

1955426

FILED

Secretary of State  
State of California

APR - 3 2013

lee

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF HEALTH STRATEGIES GROUP, INC.

Roderick Cavin and Louise (Dee) Miller Prince hereby certify that:

1. They are the duly elected President and Secretary respectively, of Health Strategies Group, Inc., a California corporation.
2. The Articles of Incorporation of this corporation shall be amended and restated to read in full as follows:

ARTICLE I

The name of this corporation (hereinafter, the "Corporation") is Health Strategies Group, Inc.

ARTICLE II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

This Corporation is authorized to issue only one class of shares of stock, which shall be designated "*Common Stock*" and which shall have no par value; the total number of shares of Common Stock of this corporation is authorized to issue is 1,000,000.

1. **Voting Rights.** Each holder of Common Stock shall be entitled to a number of votes equal to the number of whole shares of Common Stock held by such holder and, except as otherwise required by law or as set forth herein, shall have the voting rights and powers of the Common Stock provided in the California Corporations Code. Each holder of Common Stock shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation.
2. **Protective Provisions.** So long as any shares of Common Stock are outstanding, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of 100% of the outstanding shares of Common Stock:
  - (a) engage in any business combination, including, without limitation, a merger or consolidation with, or purchase of equity or voting control of or purchase of assets of, any other individual, partnership, limited liability company, corporation, association, joint stock company, trust, joint venture, unincorporated organization, other business entity or governmental authority ("*Person*");
  - (b) sell, lease, transfer, assign, exclusively license on a world-wide basis or otherwise, dispose of all or substantially all of the Corporation's assets;
  - (c) increase or decrease the number of directors;
  - (d) create a new subsidiary of the Corporation;

(e) repurchase or redeem or otherwise acquire any shares of Common Stock other than in connection with (i) the exercise of a contractual right of first refusal entitling the Corporation to purchase such shares upon substantially the same terms offered by a third party, provided that the purchase is unanimously approved by the Corporation's Board of Directors or (ii) the repurchase of Common Stock in the event of a Triggering Event. A "Triggering Event" shall mean (1) the death of a shareholder, (2) a shareholder being unable to fulfill his or her duties as a shareholder or director, as the case may be, to the Corporation because such shareholder is physically disabled or mentally incapacitated, (3) all or part of a shareholder's shares being subject to any final orders or judgment, (4) the filing by a shareholder of a voluntary petition in bankruptcy or the filing against him, her or it of an involuntary petition in bankruptcy which is not timely discharged or dismissed, (5) all or any part of a shareholder's shares becoming subject to the control of any trustee or conservator or any individual or entity exercising similar powers or a lien being imposed on such shares, (6) the termination by the Corporation of the employment of the shareholder for "cause" or any other termination of a shareholder's employment with, or directorship of, the Company or (7) a shareholder resigning or otherwise voluntarily ending his or her employment with the Corporation;

(f) declare or pay dividends to or make distributions on the Common Stock other than a dividend payable solely in shares of Common Stock or as follows: The Corporation's Board of Directors may declare and pay cash distributions on or before the date that is two and one-half months after the close of each fiscal year in an amount necessary to pay each shareholder's federal and state income tax liability with respect to the Corporation's taxable income for the immediately preceding tax year as determined by the accountants for the Corporation; provided, however, that in determining the amount of such distributions, there shall be taken into account all prior distributions made by the Corporation to the shareholders to pay estimated taxes during the preceding taxable year. For purposes of these computations, each shareholder shall conclusively be presumed to be subject to a forty percent (40%) combined federal and state income tax rate on his or her share of the Corporation's taxable income for the quarter or year, respectively;

(g) reclassify, create or issue any new shares of Common Stock or options to purchase Common Stock, excluding options to be issued pursuant to a stock option plan which has been approved by the Board of Directors;

(h) amend the Corporation's Articles of Incorporation; or

(i) increase the total number of authorized shares of Common Stock.

#### ARTICLE IV

The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. Any repeal or modification of this Article IV, or the adoption of any provision of the Articles of Incorporation inconsistent with this Article IV, shall only be prospective and shall not adversely affect the rights under this Article IV in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

#### ARTICLE V

This Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits on indemnification set forth in Sections 204 and 317 of the California Corporations Code with respect to



actions for breach of duty to the Corporation or its shareholders. Any repeal or modification of this Article V, or the adoption of any provision of the Articles of Incorporation inconsistent with this Article V, shall only be prospective and shall not adversely affect the rights under this Article V in effect at the time of the alleged occurrence of any action or omission to act giving rise to indemnification.

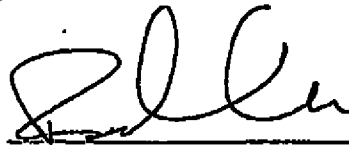
\* \* \*

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of the shareholders of the Corporation in accordance with sections 603 and 903 of the California General Corporations Law. The total number of outstanding shares of the Corporation entitled to vote with respect to the foregoing amendment and restatement of the Articles of Incorporation was 49,125 shares of Common Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required, such required vote being 100% of the outstanding shares of Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed this 22 day of January, 2013.



Roderick Cavin  
President



Louise (Dee) Miller Prince  
Secretary



I hereby certify that the foregoing  
transcript of 3 page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office.

FEB 27 2018

Date: \_\_\_\_\_ MR

*Alex Padilla*

ALEX PADILLA, Secretary of State

TRADEMARK

REEL: 006291 FRAME: 0600

01423556

File # 201732110207



State of California Secretary of State

1955426 out  
Limited Liability Company  
Articles of Organization - Conversion

LLC-1A

FILED  
Secretary of State  
State of California  
NOV 16 2017

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

Health Strategies Group, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):

One Manager  More Than One Manager  All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Designated Office in CA

20 Pacifica, Suite 320

City State Zip Code

Irvine CA 92618

5. Initial Mailing Address of Limited Liability Company, if different from item 4

790 Township Line Road, Suite 300

City State Zip Code

Yardley PA 19067

6. Initial Agent for Service of Process: Item 6a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 6b: If the agent is an individual, list the agent's CA business or residential street address. Item 6c: If the agent is an individual and the converting entity is a CA corporation, limited partnership or general partnership, list the the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file.

a. Name of Agent For Service of Process

Louise Dee Miller-Prince

b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box

20 Pacifica, Suite 320

City State Zip Code

Irvine CA 92618

c. If an individual, Mailing Address of Agent for Service of Process

20 Pacifica, Suite 320

City State Zip Code

Irvine CA 92618

Converting Entity Information

7. Name of Converting Entity

Health Strategies Group, Inc.

8. Form of Entity

Corporation

9. Jurisdiction

California

10. CA Secretary of State File Number, if any

1955426

11. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:

The class and number of outstanding interests entitled to vote.

49,125 Common Stock

AND

The percentage vote required of each class.

51%

Additional Information

12. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

13. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person

Roderick Cavin, President and CEO

Type or Print Name and Title of Authorized Person

Signature of Authorized Person

Louise Dee Miller-Prince, Secretary

Type or Print Name and Title of Authorized Person



I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

FEB 27 2018

Date: \_\_\_\_\_ MR

*Alex Padilla*

ALEX PADILLA, Secretary of State

TRADEMARK

REEL: 006291 FRAME: 0602



State of California  
Secretary of State

1955426 out  
Limited Liability Company  
Articles of Organization - Conversion

LLC-1A

File #

201732110207

FILED *WJ/GR*  
Secretary of State  
State of California  
NOV 16 2017

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

Health Strategies Group, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):

One Manager  More Than One Manager  All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Designated Office in CA

20 Pacifica, Suite 320

City State Zip Code  
Irvine CA 92618

5. Initial Mailing Address of Limited Liability Company, if different from Item 4

790 Township Line Road, Suite 300

City State Zip Code  
Yardley PA 19067

6. Initial Agent for Service of Process: Item 6a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 6b: If the agent is an individual, list the agent's CA business or residential street address. Item 6c: If the agent is an individual and the converting entity is a CA corporation, limited partnership or general partnership, list the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file.

a. Name of Agent For Service of Process

Louise Dee Miller-Prince

b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box

20 Pacifica, Suite 320

City State Zip Code  
Irvine CA 92618

c. If an individual, Mailing Address of Agent for Service of Process

20 Pacifica, Suite 320

City State Zip Code  
Irvine CA 92618

Converting Entity Information

7. Name of Converting Entity

Health Strategies Group, Inc.

8. Form of Entity

Corporation

9. Jurisdiction

California

10. CA Secretary of State File Number, if any

1955426

11. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:

The class and number of outstanding interests entitled to vote. AND The percentage vote required of each class.  
49,125 Common Stock 51%

Additional Information

12. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

13. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

*[Signature]*  
Signature of Authorized Person

Roderick Cavin, President and CEO

Type or Print Name and Title of Authorized Person

*[Signature]*  
Signature of Authorized Person

Louise Dee Miller-Prince, Secretary

Type or Print Name and Title of Authorized Person

LLC-1A (REV 01/2016)

APPROVED BY SECRETARY OF STATE



I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

FEB 27 2018

Date: \_\_\_\_\_ MR

*Alex Padilla*  
ALEX PADILLA, Secretary of State

TRADEMARK  
REEL: 006291 FRAME: 0604

**Trademark Schedule**

<b>Title</b>	<b>Reg. #</b>
HEALTH STRATEGIES GROUP	3005692