

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM477785

| | |
|------------------------------|---------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER AND CHANGE OF NAME |
| EFFECTIVE DATE: | 03/31/2017 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------------------|----------|----------------|---------------------------|
| Corporate Care Works, Inc. | | 03/31/2017 | Corporation: FLORIDA |
| RX Advocate, Inc. | | 03/31/2017 | Corporation: DELAWARE |
| Human Management Services, Inc. | | 03/31/2017 | Corporation: PENNSYLVANIA |

NEWLY MERGED ENTITY DATA

| Name | Execution Date | Entity Type |
|-----------------------|----------------|-----------------------|
| Health Advocate, Inc. | 03/31/2017 | Corporation: DELAWARE |

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

| | |
|------------------------|--------------------------------------|
| Name: | West Health Advocate Solutions, Inc. |
| Street Address: | 11808 Miracle Hills Drive |
| City: | Omaha |
| State/Country: | NEBRASKA |
| Postal Code: | 68154 |
| Entity Type: | Corporation: DELAWARE |

PROPERTY NUMBERS Total: 13

| Property Type | Number | Word Mark |
|-----------------------------|---------|--|
| Registration Number: | 3569026 | HEALTH PROPONENT |
| Registration Number: | 3630309 | EXPERT HEALTH CONNECTIONS |
| Registration Number: | 3920553 | MEDICAL BILL SAVER |
| Registration Number: | 3816944 | BENEFITS GATEWAY |
| Registration Number: | 4376707 | BENEFITS LIFELINE |
| Registration Number: | 3805073 | BENEFITS GATEWAY |
| Registration Number: | 4182240 | ENGAGE2HEALTH |
| Registration Number: | 4341294 | MEDCHOICE SUPPORT |
| Registration Number: | 4315085 | BENEFITS GATEWAY + HEALTH INFORMATION DA |
| Registration Number: | 4330843 | EMPOWERED HEALTH |
| Registration Number: | 4316140 | |
| Registration Number: | 4420600 | ALWAYS AT YOUR SIDE |

TRADEMARK

| Property Type | Number | Word Mark |
|----------------------|---------|------------------------------------|
| Registration Number: | 4983548 | HEALTHY IDEAS FOR A HEALTHY FUTURE |

CORRESPONDENCE DATA

Fax Number: 8169838080

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.

Phone: 8169838000

Email: pto-kc@huschblackwell.com

Correspondent Name: HUSCH BLACKWELL LLP

Address Line 1: 4801 Main Street, Suite 1000

Address Line 4: Kansas City, MISSOURI 64112

| | |
|--------------------------------|---------------|
| ATTORNEY DOCKET NUMBER: | 15116.1218 |
| NAME OF SUBMITTER: | Kris Kappel |
| SIGNATURE: | /kris kappel/ |
| DATE SIGNED: | 06/13/2018 |

Total Attachments: 8

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CORPORATE CARE WORKS, INC.", A FLORIDA CORPORATION,

"RX ADVOCATE, INC.", A DELAWARE CORPORATION,

"HUMAN MANAGEMENT SERVICES, INC.", A PENNSYLVANIA CORPORATION,

WITH AND INTO "HEALTH ADVOCATE, INC." UNDER THE NAME OF "WEST HEALTH ADVOCATE SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2017, AT 11:27 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF APRIL, A.D. 2017 AT 12:01 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

3379029 8100M
SR# 20172165727

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202325791
Date: 04-05-17

TRADEMARK
REEL: 006409 FRAME: 0705

STATE OF DELAWARE
CERTIFICATE OF MERGER

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:27 AM 03/31/2017
FILED 11:27 AM 03/31/2017
SR 20172165727 - File Number 3379029

MERGING

CORPORATE CARE WORKS, INC.
(A FOREIGN CORPORATION)

AND

HUMAN MANAGEMENT SERVICES, INC.
(A FOREIGN CORPORATION)

AND

RX ADVOCATE, INC.
(A DOMESTIC CORPORATION)

INTO

HEALTH ADVOCATE, INC.
(A DOMESTIC CORPORATION)

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, Section 607.1107 of the Florida Business Corporation Act and Title 15 Section 331 and 332 of the Pennsylvania General Assembly, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name, form of legal entity and state of incorporation of each of the constituent corporations is:

| <u>NAME</u> | <u>ENTITY FORM</u> | <u>STATE</u> |
|---------------------------------|--------------------|--------------|
| Corporate Care Works, Inc. | Corporation | Florida |
| Human Management Services, Inc. | Corporation | Pennsylvania |
| Rx Advocate, Inc. | Corporation | Delaware |
| Health Advocate, Inc. | Corporation | Delaware |

SECOND: The Agreement and Plan of Merger among Corporate Care Works, Inc., Human Management Services, Inc., Rx Advocate, Inc. and Health Advocate, Inc., dated as of March 28, 2017 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent companies in accordance with Title 8 Section 252 of

the Delaware General Corporation Law and Sections 607.1104 and 607.1105 of the Florida Statutes and Title 15 Section 335 of the Pennsylvania General Assembly.

THIRD: Health Advocate, Inc. shall be the Surviving Corporation (the "Surviving Corporation") and, upon consummation of the Merger, as defined below, the Surviving Corporation shall change its name to "West Health Advocate Solutions, Inc."

FOURTH: The Amended and Restated Certificate of Incorporation of the Surviving Corporation, immediately prior to the effective date of the merger of Corporate Care Works, Inc., Human Management Services, Inc. and Rx Advocate, Inc., with and into Health Advocate, Inc. (the "Merger") is hereby amended so as to read in its entirety as set forth on Exhibit A hereto, until thereafter duly amended in accordance with its terms and the Delaware General Corporation Law.

FIFTH: The executed Merger Agreement is on file at 11808 Miracle Hills Drive, Omaha, Nebraska 68154, the place of business of the Surviving Corporation.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation on request, without cost, to any stockholder of any constituent corporation or any member of any constituent corporation.

SEVENTH: The Merger shall become effective on April 1, 2017 at 12:01 a.m.

* * *

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by an authorized officer as of the 29th day of March, 2017.

HEALTH ADVOCATE, INC.

By: 

Name: David C. Mussman

Title: Secretary

TRADEMARK

REEL: 006409 FRAME: 0708

Exhibit A

Amended and Restated Certificate of Incorporation

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
WEST HEALTH ADVOCATE SOLUTIONS, INC.

ARTICLE I. NAME OF CORPORATION

The name of the corporation is West Health Advocate Solutions, Inc.

ARTICLE II. REGISTERED OFFICE; REGISTERED AGENT

The address of this corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware, 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III. PURPOSE

The purposes of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV. CAPITAL STOCK

The total number of shares of stock which this corporation shall have authority to issue is Ten Thousand (10,000). All such shares are to be designated as Common Stock, par value \$1.00 per share, and are to be of one class.

ARTICLE V. BOARD OF DIRECTORS

Section 5.01 General.

The business and affairs of this corporation shall be managed by, or under the direction of, a Board of Directors comprised as set forth in this Article V.

Section 5.02 Number of Directors.

The number of directors of this corporation shall be as specified in the bylaws or fixed in the manner provided therein.

Section 5.03 Term of Office.

A director shall hold office until the annual meeting of stockholders next following his election and until his successor shall be elected and qualified, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

Section 5.04 Election of Directors.

Election of directors need not be by written ballot except and to the extent provided in the bylaws of this corporation.

Section 5.05 Removal of Directors.

At any meeting of stockholders with respect to which notice of such purpose has been given, the entire Board of Directors or any individual director may be removed, with or without cause, by the affirmative vote of the holders of a majority of all outstanding shares entitled to be voted at an election of directors.

Section 5.06 Vacancies.

Any vacancy on the Board of Directors that results from an increase in the number of directors or from the prior death, resignation, retirement, disqualification or removal from office of a director shall be filled by a majority of the Board of Directors then in office, though less than a quorum, or by the sole remaining director, or by the stockholders of this corporation if the Board of Directors has not filled the vacancy. Any director elected to fill a vacancy resulting from the prior death, resignation, retirement, disqualification or removal from office of a director shall have the same remaining term as that of his or her predecessor.

Section 5.07 Severability.

The invalidity or unenforceability of this Article V or any portion hereof, or of any action taken pursuant to this Article V, shall not affect the validity or enforceability of any other provision of this Certificate of Incorporation, any action taken pursuant to such other provision, or any action taken pursuant to this Article V.

ARTICLE VI. BYLAWS

The Board of Directors, by vote of a majority of the whole Board of Directors, shall have the power to adopt, amend or repeal the bylaws of this corporation, but any bylaw adopted by the Board of Directors may be amended or repealed by the stockholders.

ARTICLE VII. MEETINGS OF STOCKHOLDERS; BOOKS OF CORPORATION

Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of this corporation may be kept outside the State of Delaware at

such place or places as may be designated from time to time by the Board of Directors or the bylaws of this corporation.

ARTICLE VIII. LIABILITY OF DIRECTORS

A director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. If the General Corporation Law of the State of Delaware is amended after the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the person liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of this corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

ARTICLE IX. COMPROMISE

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction with the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ARTICLE X. RESERVATION OF RIGHTS

The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time may be added or inserted, in whatsoever nature conferred upon stockholders or directors by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article X.