

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM501173

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	04/30/2011		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AllMeds, Inc.		04/30/2011	Corporation: TENNESSEE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
AMI Acquisition, Inc.	04/30/2011	Corporation: TENNESSEE	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	AllMeds Inc.		
Street Address:	151 Lafayette Dr.		
Internal Address:	Suite 401		
City:	Oak Ridge		
State/Country:	TENNESSEE		
Postal Code:	37830		
Entity Type:	Corporation: TENNESSEE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3471405	ALLMEDS	
CORRESPONDENCE DATA			
Fax Number:	6144232458		
<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:	404-607-6953		
Email:	cmccullen@investmentlawgroup.com		
Correspondent Name:	Counsel McCullen		
Address Line 1:	545 Dutch Valley Road NE		
Address Line 2:	Suite A		
Address Line 4:	Atlanta, GEORGIA 30324		
NAME OF SUBMITTER:	Counsel McCullen		
SIGNATURE:	/Counsel McCullen/		
DATE SIGNED:	12/07/2018		

CH \$40.00 3471405

Total Attachments: 9

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STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

AllMeds Inc.
151 Lafayette Drive, Suite 401
Oak Ridge, TN 37830

May 2, 2011

Control # 655380

Effective Date:04/30/2011 11:59 PM

Document Receipt

Receipt #: 463250

Filing Fee: \$100.00

Payment-Account - CFS, NASHVILLE, TN

\$100.00

ACKNOWLEDGMENT OF MERGER

ALLMEDS, INC. (Anderson County) (Qualified Non-survivor)

merged into **AllMeds Inc. (formerly known as AMI Acquisition, Inc.) (Anderson County) (Qualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett
Secretary of State

Processed By: Cynthia Dunn

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ARTICLES OF MERGER OF
ALLMEDS, INC., A TENNESSEE CORPORATION WITH AND INTO TRE HARGETT
AMI ACQUISITION, INC., A TENNESSEE CORPORATION SECRETARY OF STATE

I.

The Agreement and Plan of Merger, a complete and signed copy of which is attached hereto as Exhibit A and incorporated by reference herein (the "Agreement and Plan of Merger"), was duly approved by the Board of Directors and shareholders of AllMeds, Inc., a Tennessee corporation ("AllMeds"), and the Board of Directors and shareholders of AMI Acquisition, Inc., a Tennessee corporation ("AMI").

II.

AMI is the surviving corporation of such merger, and it shall henceforth be known as AllMeds Inc., a Tennessee corporation.

III.

The Plan of Merger was duly approved and adopted by the shareholders of AllMeds at a Special Meeting held on April 27, 2011, by all of the shareholders of AMI, such representing the number of votes necessary to adopt such Plan as provided by the Charter of AllMeds and the Charter of AM, and as required by Section 48-21-104 of the Tennessee Business Corporation Act, and Section VI of the Agreement and Plan of Merger.

IV.

Pursuant to the Plan of Merger, the merger of AllMeds and AMI shall be effective at 11:59 p.m. on April 30, 2011.

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IN WITNESS WHEREOF, AllMeds and AMI have each caused these Articles of Merger to be executed, their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date first written above.

SECRETARY OF STATE

ALLMEDS, INC.,
a Tennessee corporation

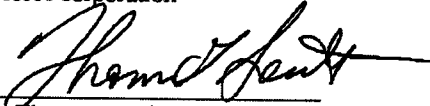
By: _____


Bill Rust, Chief Executive Officer

[CORPORATE SEAL]

AMI ACQUISITION, INC.
a Tennessee corporation

By: _____


Thomas Southard, President

[CORPORATE SEAL]

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SECRETARY OF STATE

Exhibit A

Agreement and Plan of Merger

[See attached.]

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AGREEMENT AND PLAN OF MERGER OF 2011 APR 29 PM 4:24

ALLMEDS, INC., A TENNESSEE CORPORATION
TRE HARGETT
SECRETARY OF STATE

WITH AND INTO

AMI ACQUISITION, INC., A TENNESSEE CORPORATION

This Agreement and Plan of Merger (the "Plan") is made and entered into this 10th day of April, 2011 by and between AllMeds, Inc., a Tennessee corporation ("AllMeds"), and AMI Acquisition, Inc. a Tennessee corporation ("AMI") (AllMeds and AMI being hereinafter sometimes collectively referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, AllMeds is a corporation organized under the Tennessee Corporation Act with its principal office located at 151 Lafayette Drive, Suite 401, Oak Ridge, Tennessee 37830;

WHEREAS, AMI is a corporation organized under the laws of the State of Tennessee with its principal office located at 151 Lafayette Drive, Suite 401, Oak Ridge, Tennessee 37830;

WHEREAS, AMI has authorized capital stock consisting of Eleven Million (11,000,000) Shares, of which (i) Ten Million are designated as common shares, no par value, with Seven Million Five Hundred Eighty-Three Thousand Five Hundred Ninety-Two (7,583,592) common shares currently issued and outstanding, and (ii) One Million (1,000,000) are designated as Series A Non-Participating Preferred Shares, no par value ("Series A Shares"), none of which Series A Shares are currently issued and outstanding; and

WHEREAS, the Boards of Directors of each of the Constituent Entities have determined that the merger of AllMeds with and into AMI on the terms and conditions hereinafter set forth is advisable, and by resolutions duly adopted have adopted the terms and conditions of this Plan and directed that the proposed merger be submitted to the shareholders of each of AllMeds and AMI for their approval and has recommended to such shareholders approval of the terms and conditions hereinafter set forth;

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants contained herein, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with the Tennessee Business Corporation Act (the "Act"), that AllMeds shall be, at the Effective Date (as hereinafter defined), merged with and into AMI (AMI subsequent to such merger being hereinafter sometimes referred to as the "Surviving Corporation"), with the corporate existence of the Surviving Corporation to be continued under the name "AllMeds Inc.", and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, and the manner of converting shares are and shall be as follows:

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SECTION I

MERGER

1.1 AllMeds and AMI shall each obtain the approval of their respective shareholders and Board of Directors, as the case may be, to the merger prior to effecting the merger.

1.2 The Articles of Merger required by § 48-21-107 of the Act shall be executed and filed with the Secretary of State of the State of Tennessee in accordance with that section.

1.3 On the Effective Date, AllMeds shall be merged with and into AMI, and AMI shall continue in existence and the merger shall in all respects have the effect provided for in § 48-21-108 of the Act.

1.4 Without limiting the foregoing, on and after the Effective Date, the separate existence of AllMeds shall cease, and it shall be merged with and into AMI. In accordance with the terms of this Plan, the title to all real estate, assets, and other property owned by each of the Constituent Entities shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Entities; and any proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

1.5 Prior to and from and after the Effective Date, the Constituent Entities shall take all such actions as shall be necessary or appropriate in order to effectuate the merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate, or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of AllMeds, the last acting officers of AllMeds, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan.

SECTION II

TERMS OF TRANSACTION

2.1 Upon the Effective Date, each share of common stock, no par value, in AllMeds issued and outstanding immediately prior to the Effective Date and held by its shareholders (collectively, the "AllMeds Stock") shall, by virtue of the merger and without any actions on the part of the holders thereof, thereupon be converted into one (1) fully paid and nonassessable Series A Share of AMI, and subject to the provisions of Section 2.2 below, the shares of AMI Stock required for such purpose being drawn from authorized but unissued Series A Shares of AMI, and after such conversion, the AllMeds Stock shall automatically be cancelled. Each share of AMI common stock existing prior to the merger shall remain outstanding without any change thereto.

2.2 After the Effective Date of the Merger, each holder of an outstanding certificate(s) which immediately prior thereto represented shares of AllMeds, will, upon surrender of such certificate(s) be entitled to a certificate(s) representing the number of Series A Shares of the Surviving Corporation into

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which the aggregate number of shares of AllMeds Stock previously represented by such certificate(s) surrendered shall have been converted pursuant to Section 2.1 of this Plan.

2.3 After the Effective Date of the Merger, no shareholder shall have the right to transfer his or her shares in AMI unless such transfer is made in accordance with that certain Shareholders Agreement of AMI.

2.4 It is the intent of the Constituent Entities that the Merger be treated as a tax free reorganization in accordance with § 368 of the Internal Revenue Code of 1986, as amended.

SECTION III

DIRECTORS AND OFFICERS

3.1 The Board of Directors of the Surviving Corporation from the Effective Date shall consist of the following individuals who shall serve until their successors are duly elected and qualified:

- C. W. Craven
- D. Thomas Upchurch
- William T. Rust
- Sherry Hunt
- Thomas L. Southard
- Robert H. Haralson, III
- Karen Zupko
- Martin J. Vasko
- Robert R. Joseph

3.2 The Officers of the Surviving Corporation from the Effective Date shall consist of the following individuals, who shall serve in their respective offices until their successors are duly elected and qualified:

- | | | |
|--------------------|---|--|
| D. Thomas Upchurch | - | Chairman and Chief Medical Officer |
| C. W. Craven | - | Executive Director of the Board |
| William T. Rust | - | Chief Executive Officer |
| Sherry T. Hunt | - | President and Chief Operating Officer |
| Ron Buzzeo | - | Chief Financial Officer |
| Martin J. Vasko | - | Secretary and Vice President -
Development |
| Lucy Stephenson | - | Vice President - Customer Relations
and Informatics |
| Sean Murtagh | - | Vice President - Sales |
| Thomas L. Southard | - | Vice President |

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SECRETARY OF STATE

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**SECTION IV
GOVERNING LAW**

The Surviving Corporation shall be governed by the laws of the State of Tennessee.

**SECTION V
ARTICLES OF INCORPORATION AND BYLAWS**

5.1 From and after the Effective Date, the Charter of AMI, as in effect at such date, shall be the Articles of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law; provided that there shall be one amendment to said Charter, as follows:

Section 1 of the Charter shall be deleted and the following substituted in its place: "The name of the corporation shall be AllMeds Inc."

5.2 From and after the Effective Date, the Bylaws of AMI, in effect at such date, shall be the Bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law; provided that such Bylaws shall be titled "Bylaws of AllMeds Inc."

**SECTION VI
MEMBER AND SHAREHOLDER APPROVAL, EFFECTIVENESS OF MERGER**

This Plan shall be submitted for approval to the shareholders of AMI and AllMeds in accordance with the Act. If this Plan is duly authorized and adopted by the requisite vote of such shareholders and is not terminated and abandoned pursuant to Section VII hereof, this Plan shall be executed, and this Plan, and Articles of Merger incorporating the terms of this Plan, shall be filed and recorded in accordance with the laws of the State of Tennessee as soon as practicable after the last approval by such shareholders. The Board of Directors and the proper officers of the Constituent Entities are authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan or of the merger herein provided for. The merger shall become effective at 11:59 p.m. on April 30, 2011 (said date is herein referred to as the "Effective Date" and said time is herein referred to as the "Effective Time").

**SECTION VII
TERMINATION**

At any time prior to the Effective Time, the Board of Directors of AMI or AllMeds may terminate and abandon this Plan, notwithstanding favorable action on the merger by the shareholders of AMI or AllMeds or earlier approval by the Board of Directors of either entity.

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SECTION VIII

MISCELLANEOUS

8.1 This Plan may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

8.2 This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Tennessee.

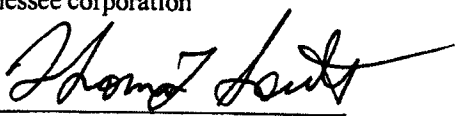
IN WITNESS WHEREOF, the Constituent Entities have each caused this Plan to be executed, their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date first written above.

ALLMEDS, INC.,
a Tennessee corporation

By: 
Bill Rust, Chief Executive Officer

[CORPORATE SEAL]

AMI ACQUISITION, INC.
a Tennessee corporation

By: 
Thomas Southard, President

[CORPORATE SEAL]