

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM547404

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/12/2001		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Centene Corporation		11/12/2001	Corporation: WISCONSIN
RECEIVING PARTY DATA			
Name:	Centene Corporation		
Street Address:	7700 Forsyth Boulevard		
City:	St. Louis		
State/Country:	MISSOURI		
Postal Code:	63105		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2243187	CENTENE	
CORRESPONDENCE DATA			
Fax Number:			
<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:	314-505-6750		
Email:	mgammill@centene.com		
Correspondent Name:	Meredith P. Gammill		
Address Line 1:	1150 Connecticut Ave, NW, Suite1000		
Address Line 4:	Washington, D.C. 20036		
NAME OF SUBMITTER:	Meredith P. Gammill		
SIGNATURE:	/MPG-CC/		
DATE SIGNED:	10/31/2019		
Total Attachments: 4			
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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
CENTENE CORPORATION, a Wisconsin corporation
INTO
CENTENE CORPORATION, a Delaware corporation

Centene Corporation, a corporation organized and existing under the laws of Wisconsin ("Centene-Wisconsin"),

DOES HEREBY CERTIFY:

FIRST: That Centene-Wisconsin was incorporated in 1993, pursuant to the Business Corporation Law of the State of Wisconsin, the provisions of which permit the merger of a corporation organized and existing under the laws of another state and a corporation organized and existing under the laws of Wisconsin.

SECOND: That Centene-Wisconsin owns one hundred percent (100%) of the outstanding shares of each class of the stock of Centene Corporation, a corporation incorporated on the 26th day of September, 2001, pursuant to the General Corporation Law of the State of Delaware ("Centene-Delaware").

THIRD: That Centene-Wisconsin, by the following resolutions of its Board of Directors, duly adopted on October 22, 2001, determined to merge itself into said Centene-Delaware on the conditions set forth in such resolutions:

RESOLVED, that Centene Corporation, a Wisconsin corporation ("Centene-Wisconsin"), merge itself into Centene Corporation, a Delaware corporation ("Centene-Delaware"), and that the merger shall have all of the effects provided for in Section 259 of the General Corporation Law of the State of Delaware.

FURTHER RESOLVED, that the merger shall be effective upon filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware.

FURTHER RESOLVED, that the plan of merger is as follows:

1. **Conversion of Centene-Wisconsin Shares.** Each issued and outstanding share of capital stock of Centene-Wisconsin will, upon consummation of the merger, be converted into the right to receive shares of capital stock of Centene-Delaware as follows:

a) Each share of issued and outstanding Series A Common Stock of Centene-Wisconsin will, without further act of the holder thereof, be converted into the right to receive one share of Series A Common Stock of Centene-Delaware.

b) Each share of issued and outstanding Series B Common Stock of Centene-Wisconsin will, without further act of the holder thereof, be converted into the right to receive one share of Series B Common Stock of Centene-Delaware.

c) Each share of issued and outstanding Series A Preferred Stock of Centene-Wisconsin will, without further act of the holder thereof, be converted into the right to receive one share of Series A Preferred Stock of Centene-Delaware.

d) Each share of issued and outstanding Series B Preferred Stock of Centene-Wisconsin will, without further act of the holder thereof, be converted into the right to receive one share of Series B Preferred Stock of Centene-Delaware.

e) Each share of issued and outstanding Series C Preferred Stock of Centene-Wisconsin will, without further act of the holder thereof, be converted into the right to receive one share of Series C Preferred Stock of Centene-Delaware.

f) Each share of issued and outstanding Series D Preferred Stock of Centene-Wisconsin will, without further act of the holder thereof, be converted into the right to receive one share of Series D Preferred Stock of Centene-Delaware.

g) Each outstanding option or warrant to purchase shares of any class of capital stock of Centene-Wisconsin will, without further act of the holder thereof, be converted into an option or warrant to purchase the same number of shares of the same class of capital stock of Centene-Delaware. Each such option or warrant will contain the same terms and conditions and the same aggregate and per share exercise price as such option or warrant had prior to consummation of the merger.

h) Notwithstanding the foregoing, any stockholder of Centene-Wisconsin who does not vote in favor of the plan of merger and who complies fully with the requirements of Sections 1301 to 1331 of the Business Corporation Law of the State of Wisconsin (the "Dissenter Provisions") will be entitled, in lieu of the shares of capital stock of Centene-Delaware such holder would otherwise be entitled to receive as a result of the merger, to receive the consideration to which such holder is entitled pursuant to the Dissenter Provisions.

2. Cancellation of Centene-Delaware Shares. Each share of Series A Common Stock of Centene-Delaware outstanding immediately prior to the merger will be cancelled as a result of the merger.

3. Officers and Directors. The Officers of Centene-Wisconsin immediately prior to consummation of the merger will, as a result of the merger, become the officers of Centene-Delaware, holding the same offices with Centene-Delaware that they held with Centene-Wisconsin prior to the merger. The members of the Board of Directors of Centene-Delaware prior to the merger will remain the directors of Centene-Delaware following consummation of the merger and such directors will continue to serve in their current classes.

4. Certificate of Incorporation and By-Laws. The Certificate of Incorporation, as amended, and the By-Laws of Centene-Delaware will remain the Certificate of Incorporation and By-Laws of Centene-Delaware following consummation of the merger.

FURTHER RESOLVED, that the proposed merger shall be submitted to the stockholders of each class of capital stock of Centene-Wisconsin entitled to vote thereon at a meeting of such stockholders duly called and held on a date and at a place selected by the President of Centene-Wisconsin after twenty days' notice of the meeting and the purpose thereof mailed to the address of each such stockholder as it appears in the records of Centene-Wisconsin; and upon receiving the affirmative vote of the holders of at least a majority of the outstanding stock of Centene-Wisconsin entitled to vote thereon, voting together as a single class, the merger shall be approved.

FURTHER RESOLVED, that the proper officers of Centene-Delaware be and they hereby are directed to notify each stockholder of record of Centene-Wisconsin entitled to notice as soon as practicable, but not more than 10 days after the effective date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware that the merger has been consummated; and

FURTHER RESOLVED, that the President and each Senior Vice President of Centene-Wisconsin, or any of them, be and hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Centene-Wisconsin into Centene-Delaware, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger, including the preparation, execution and receipt for filing with the Wisconsin Department of Financial Institutions of Articles of Merger and other documents necessary to cause the merger to be effective in Wisconsin.

FOURTH: That Centene-Delaware shall survive the merger and may be served with process in the State of Wisconsin in any proceeding for enforcement of any obligation of Centene-Wisconsin as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of the Sections 1301 through 1331 of the Business Corporation Law of the State of Wisconsin and it does hereby irrevocably appoint the Secretary of State of Wisconsin as its agent to accept service of process in any suit or other proceeding. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Wisconsin duplicate copies of such process, one of which copies the Secretary of State of Wisconsin shall forthwith send by registered mail to Centene Corporation, 7711 Carondelet Ave., St. Louis, Missouri 63105.

FIFTH: That the plan of merger has been duly adopted and approved in accordance with Section 253 of the General Corporation Law of the State of Delaware and has been duly adopted and approved by Centene-Wisconsin and its stockholders in accordance with Sections 1101, 1103 and 1107 of the Business Corporation Law of the State of Wisconsin.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Centene-Wisconsin at any time prior to the time that this Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, said Centene Corporation has caused this Certificate to be signed by Michael F. Neidorff, its President, this 12th day of November, 2001.

CENTENE CORPORATION, a Wisconsin corporation

By 
Michael F. Neidorff
President