

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM572690

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2020

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Innovative Blood Resources d/b/a Memorial Blood Centers		11/21/2019	Non-Profit Corporation: MINNESOTA

RECEIVING PARTY DATA

Name:	New York Blood Center, Inc.
Street Address:	310 East 67th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10065
Entity Type:	Non-Profit Corporation: NEW YORK

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	4216759	WHAT'S YOUR TYPE?
Registration Number:	4175363	?
Registration Number:	4396956	INNOVATIVE BLOOD RESOURCES

CORRESPONDENCE DATA

Fax Number: 3123459980

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: 3128074346

Email: alexis.douglas@klgates.com

Correspondent Name: Alexis Crawford Douglas

Address Line 1: P.O. Box 1135

Address Line 4: Chicago, ILLINOIS 60690

NAME OF SUBMITTER:	Alexis Crawford Douglas
SIGNATURE:	/Alexis Crawford Douglas/
DATE SIGNED:	04/20/2020

Total Attachments: 17

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**Office of the Minnesota Secretary of State
Certificate of Merger**

I, Steve Simon, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 317A

Home Jurisdiction and Names of Merging Entities:

MINNESOTA: INNOVATIVE BLOOD RESOURCES
NEW YORK: NEW YORK BLOOD CENTER, INC.

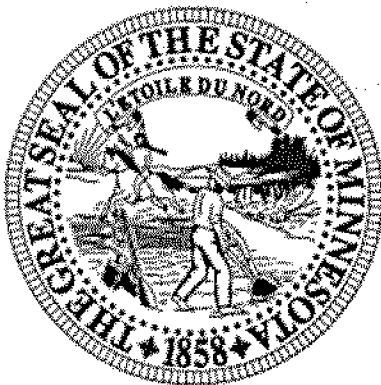
Home Jurisdiction and Name of Surviving Entity:

NEW YORK: NEW YORK BLOOD CENTER, INC.

Name of Surviving Entity after Effective Date of Merger:

NEW YORK BLOOD CENTER, INC.

This certificate has been issued on: 12/18/2019



Steve Simon

Steve Simon
Secretary of State
State of Minnesota



ARTICLES OF MERGER
OF
INNOVATIVE BLOOD RESOURCES
WITH AND INTO
NEW YORK BLOOD CENTER, INC.

1. Attached hereto is the Plan of Merger as Exhibit A (the "Plan of Merger"), pursuant to which Innovative Blood Resources, a Minnesota nonprofit corporation (the "Constituent Corporation"), shall merge with and into New York Blood Center, Inc., a New York not-for-profit corporation (the "Surviving Corporation"), effective January 1, 2020.

2. The Plan of Merger has been approved by the member of the Constituent Corporation and by the Board of Trustees of the Surviving Corporation, pursuant to the requirements of the Minnesota Nonprofit Corporation Act, Minnesota Annotated Section 317A.613.

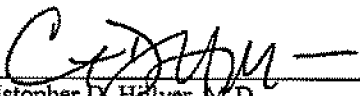
3. Subdivisions 1, 2, 3 and 4 of Minnesota Annotated Sections 317A.811 are not applicable by reason of Subdivision 6 thereof.

4. The Surviving Corporation agrees that it may be served with process in this state in a proceeding for the enforcement of an obligation of a Constituent Corporation and irrevocably appoints the secretary of state of Minnesota as its agent to accept service of process in any proceeding with any such process to be forwarded to 1010 Dale Street N Saint Paul, MN 55117-5603.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned parties have caused this Articles of Merger to be executed on this ~~November~~ 21st, 2019.

NEW YORK BLOOD CENTER, INC., a New York not-for-profit corporation

By: 
Name: Christopher D. Hillyer, M.D.
Title: President and Chief Executive Officer

INNOVATIVE BLOOD RESOURCES, a Minnesota nonprofit corporation

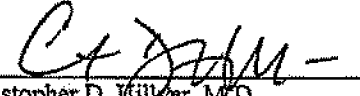
By: 
Name: Christopher D. Hillyer, M.D.
Title: President

EXHIBIT A

PLAN OF MERGER

TRADEMARK

REEL: 006919 FRAME: 0255

PLAN OF MERGER

This Plan of Merger (the "Plan of Merger") dated the 21st day of November 2019, by and between New York Blood Center, Inc., a New York not-for-profit corporation having its principal place of business at 310 E. 67th Street, New York, New York 10065 ("NYBC"), and Innovative Blood Resources, a Minnesota nonprofit corporation having its principal place of business at 737 Pelham Boulevard, St. Paul, Minnesota 55114 ("IBR"; NYBC and IBR are sometimes hereinafter individually referred to as a "Constituent Corporation" and are collectively referred to as the "Constituent Corporations").

WHEREAS, the Board of Trustees of NYBC and the Board of Directors of IBR have each determined that it is advisable and in the respective best interests of NYBC and IBR that IBR merge with and into NYBC, with NYBC being the surviving corporation in such merger (the "Merger"), in accordance with, and subject to, the terms and conditions provided herein and in the Merger Agreement (as such term is hereinafter defined);

WHEREAS, the Board of Trustees of NYBC and the Board of Directors of IBR have duly adopted and approved this Plan of Merger as the Plan of Merger required in accordance with Section 902 of the New York Not-For-Profit Corporation Law (the "NPCL"); and

WHEREAS, this Plan of Merger has also been adopted by NYBC, as the sole corporate member of IBR, and by the Board of Directors of IBR, in accordance with Section 317A.613 of the Minnesota Nonprofit Corporations Act (the "MNCA").

NOW, THEREFORE, in consideration of the mutual covenants and undertakings of the parties hereto, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. **The Constituent Corporations.** The names of the Constituent Corporations to the Merger are:

(a) "New York Blood Center, Inc." a not-for-profit corporation organized under the NPCL; and

(b) "Innovative Blood Resources" a nonprofit corporation organized under the MNCA.

2. **Name of Surviving Corporation.** NYBC shall be the surviving corporation following the Merger (hereinafter sometimes referred to as the "Surviving Corporation").

3. **Description of Membership.**

(a) NYBC does not have any members. The sole corporate member of IBR is NYBC. NYBC has the authority to vote on all issues specified by the MNCA as being the subject of a vote by members or that are otherwise reserved to the member of IBR pursuant to the Amended and Restated By-laws of IBR.

(b) There are no holders of certificates evidencing capital contributions or subventions made to either of the Constituent Corporations.

4. **The Merger.** Subject to the terms and conditions hereof, IBR shall be merged with and into NYBC, with NYBC being the surviving corporation. The Constituent Corporations shall enter into a definitive merger agreement setting forth the specific terms and conditions and each respective party's rights and obligations consistent with this Plan of Merger (the "Merger Agreement"). A Certificate of Merger shall be filed with the New York Department of State immediately following receipt of all necessary regulatory consents and approvals in connection with the Merger, including, without limitation, a 'no-approval necessary letter' from the New York State Department of Health in accordance with Section 909 of the NPCL and approval of the New York State Attorney General in accordance with Section 907-b of the NPCL, so as to cause the effective date of the Merger to be January 1, 2020, as shall be set forth in the Certificate of Merger (the "Effective Date"). Articles of Merger shall be filed with the Minnesota Secretary of State in accordance with Section 317A.621 of the MNCA.

5. **Certificate of Incorporation; By-Laws.**

(a) The Certificate of Incorporation of NYBC as in effect immediately prior to the Effective Date shall continue to be the Certificate of Incorporation of the Surviving Corporation upon the consummation of the Merger.

(b) The Amended and Restated By-Laws of NYBC as in effect immediately prior to the Effective Date shall continue to be the Amended and Restated By-Laws of the Surviving Corporation upon consummation of the Merger.

6. **Trustees.** The members of the Board of Trustees of NYBC immediately prior to the Effective Date shall continue to be the Trustees of the Surviving Corporation upon consummation of the Merger, and shall hold such positions from the Effective Date until their respective successors are duly elected or appointed and qualified in the manner provided in the Surviving Corporation's Certificate of Incorporation and Amended and Restated By-laws, or as otherwise provided by law.

7. **Effect of the Merger.** On the Effective Date, the separate corporate existence of IBR shall cease and IBR shall be merged with and into NYBC, which, as the Surviving Corporation, shall thereupon and thereafter possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations as well as be liable for all the liabilities, obligations and penalties of each of the Constituent Corporations, all as provided under and in accordance with Section 905 of the NPCL and 317A.641 of the MNCA.

8. **Further Assurances.** From time to time, as and when required by NYBC or by its successors and assigns, there shall be executed and delivered on behalf of IBR such deeds and other instruments, and there shall be taken or caused to be taken by IBR such further action as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in NYBC as the Surviving Corporation the title to and possession of all property, interests, assets,

rights, privileges, immunities, powers, and purposes of IBR and otherwise to carry out the purposes of this Plan of Merger, and the officers and Trustees of NYBC as the Surviving Corporation are fully authorized in the name and on behalf of IBR or otherwise to take any action and to execute and deliver any and all such deeds and instruments.

9. **Abandonment.** At any time prior to the Effective Date, the Merger may be abandoned by the Board of Trustees of NYBC or the Board of Directors of IBR.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned parties hereto have executed this Plan of Merger as of the date first written above.

NEW YORK BLOOD CENTER, INC.

By: 
Name: Christopher D. Hillyer, M.D.
Title: President and Chief Executive Officer

INNOVATIVE BLOOD RESOURCES

By: 
Name: Christopher D. Hillyer, M.D.
Title: President



File Numbers

112644530004

4540-NP

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

12/18/2019 11:59:00 PM

A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State

FILING RECEIPT

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ENTITY NAME: NEW YORK BLOOD CENTER, INC.

DOCUMENT TYPE: MERGER (DOM. NFP)

COUNTY: NEWY

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FILED:12/18/2019 DURATION:***** CASH#:191218000282 FILM #:191218000264

FILER:

EFFECT DATE

PETER OLBERG, ESQ.
MANATT PHELPS & PHILLIPS, LLP
7 TIMES SQUARE
NEW YORK, NY 10036

01/01/2020

ADDRESS FOR PROCESS:

REGISTERED AGENT:



CONSTITUENT NAME: INNOVATIVE BLOOD RESOURCES

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SERVICE COMPANY: COGENCY GLOBAL INC. 41

SERVICE CODE: 41

FEEs 340.00

FILING 30.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 300.00

PAYMENTS 340.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 340.00
OPAL 0.00
REFUND 0.00

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
December 18, 2019.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE OF MERGER
OF
INNOVATIVE BLOOD RESOURCES
AND
NEW YORK BLOOD CENTER, INC.
INTO
NEW YORK BLOOD CENTER, INC.

Under Section 904 of the Not-For-Profit Corporation Law

Pursuant to the provisions of Section 904 of the Not-for-Profit Corporation Law of the State of the New York (the "NPCL"), the undersigned being the President and Chief Executive Officer of New York Blood Center, Inc. and the President of Innovative Blood Resources hereby certifies the following information in connection with the merger of Innovative Blood Resources into New York Blood Center, Inc. (the "Merger"):

FIRST: The name of each constituent corporation is as follows:

Innovative Blood Resources, a nonprofit corporation organized under the Minnesota Nonprofit Corporations Act ("IBR"); and

New York Blood Center, Inc., a not-for-profit corporation organized under the NPCL ("NYBC").

SECOND: The Articles of Incorporation, as amended and restated, of IBR was filed with the Minnesota Secretary of State on March 3, 1947, under its initial name of The Minneapolis War Memorial Blood Bank, Inc. The Certificate of Incorporation of NYBC was filed by the New York State Department of State on April 13, 1959, under its initial name of Community Blood Council of Greater New York, Inc.

THIRD: IBR has not applied for authority to conduct activities in New York.

FOURTH: NYBC is the sole member of IBR. Neither corporation has any certificate evidencing any capital contributions or any subventions.

FIFTH: The Merger was approved and the Plan of Merger was duly adopted, approved and authorized in accordance with the Bylaws of NYBC by the unanimous affirmative vote of the members of the Board of Trustees of NYBC present at a duly called meeting at which a quorum was present on October 30, 2019. The Trustees of NYBC authorized the President and Chief Executive Officer of NYBC to file this Certificate of Merger on behalf of NYBC.

SIXTH: The Merger was approved and the Plan of Merger was adopted in accordance with Section 317A.613 of the Minnesota Nonprofit Corporations Act. The Plan of Merger, setting forth the information required by Section 317A.611 of the Minnesota Nonprofit Corporations Act, was approved by all members of the Board of Directors of IBR by unanimous written consent effective on October 28, 2019, and by its sole member, NYBC by resolutions adopted by the unanimous affirmative vote of the members of the Board of Trustees of NYBC present at a duly called meeting at which a quorum was present on October 30, 2019, in accordance with Section 317A.613 of the Minnesota Nonprofit Corporations Act. The Directors of IBR and NYBC, its sole member, authorized the President of IBR to file this Certificate of Merger on behalf of IBR.

SEVENTH: NYBC shall be the surviving corporation in the Merger.

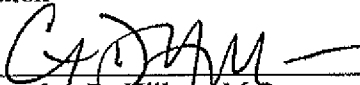
EIGHTH: There will be no change to NYBC's Certificate of Incorporation as a result of the merger.

NINTH: The effective date of the Merger shall be January 1, 2020.

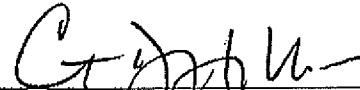
[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned parties have caused this Certificate of Merger to be executed on this November 21st, 2019.

NEW YORK BLOOD CENTER, INC., a New York not-for-profit corporation

By: 
Name: Christopher D. Hillyer, M.D.
Title: President and Chief Executive Officer

INNOVATIVE BLOOD RESOURCES, a Minnesota nonprofit corporation

By: 
Name: Christopher D. Hillyer, M.D.
Title: President

ATTORNEY GENERAL OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

In the Matter of the Application of

NEW YORK BLOOD CENTER, INC.
and INNOVATIVE BLOOD RESOURCES

For Approval of Their Plan of Merger Under
Section 907-b of the Not-for-Profit Corporation Law
and Authorizing the Filing of a Certificate of Merger
under Section 906 of the Not-for-Profit
Corporation Law

ATTORNEY GENERAL
APPROVAL

1. By Petition verified on December 6, 2019, New York Blood Center, Inc. and Innovative Blood Resources applied to the Attorney General pursuant to Article 9 of the Not-for-Profit Corporation Law for approval of an application to merge.

2. The name of the surviving corporation shall be New York Blood Center, Inc.

3. Based on a review of the Petition and the exhibits thereto (and the additional documents and information requested by the Attorney General), and the verifications of Christopher D. Hillyer, M.D., the Attorney General has determined that the petitioners have complied with the provisions of Article 9 of the Not-for-Profit Corporation Law applicable to the merger of not-for-profit corporations, and neither the Petitioners nor any third party having raised with the Attorney General any objections to the proposed merger, and it appearing to the satisfaction of the Attorney General that the interests of the constituent corporations and the public interest will not be adversely affected by the merger, the Plan of Merger is approved and the Certificate of Merger is authorized to be filed with the Department of State.

4. A copy of the Certificate of Merger as filed with the Department of State shall be sent to the Attorney General's office within 10 days of its filing.

Letitia James
Attorney General of the State of New York

By: *Paula Jellman*
Assistant Attorney General
Paula Jellman

Date: 12-10-19



Department of Health

ANDREW M. CUOMO
Governor

HOWARD A. ZUCKER, M.D.,
J.D.
Commissioner

SALLY DRESLIN, M.S., R.N.
Executive Deputy Commissioner

November 25, 2019

Lucille White, Esq.
Manatt, Phelps & Phillips, LLP
11355 W. Olympic Blvd.
Los Angeles, CA 90064

Re: Certificate of Merger of Innovative Blood Resources and New York Blood Center,
Inc. into New York Blood Center, Inc.

Ms. White:

The above referenced Certificate of Merger signed by Christopher Hillyer, M.D. and dated **November 21, 2019** does not require the formal approval of the Public Health and Health Planning Council or the Commissioner of Health under either the Public Health Law or the Not-for-Profit Corporation Law because New York Blood Center, Inc., the surviving corporation, was not formed with any purpose for which the consent of the Public Health and Health Planning Council or the Commissioner of Health is required; paragraph SEVENTH of the Certificate of Amendment to the Certificate of Incorporation of New York Blood Center, Inc. dated January 4, 2014 specifically states that the corporation will not conduct activities that require the consent of the Public Health and Health Planning Council or the Commissioner of Health; and lastly, said Certificate of Merger clearly states that the Certificate of Incorporation of the surviving corporation, New York Blood Center, Inc., will not change as a result of the merger.

In short, due to the above and because the above-referenced Certificate of Merger does not add, change, or delete a purpose from the surviving corporation's Certificate of Incorporation, the approval of the Public Health and Health Planning Council or the Commissioner of Health is not required.

There is no legal objection to the above-referenced Certificate of Merger being filed with the New York State Department of State.

Sincerely,

Mark A. Schweitzer, Senior Attorney
Bureau of Health Facility Planning and
Development, Division of Legal Affairs

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COGENCYGLOBAL-41

CERTIFICATE OF MERGER
OF
INNOVATIVE BLOOD RESOURCES
AND
NEW YORK BLOOD CENTER, INC.
INTO
NEW YORK BLOOD CENTER, INC.

Under Section 904 of the Not-For-Profit Corporation Law

FILED
 2019 DEC 18 AM 10:33D
 RECEIVED
 DIVISION OF
 CORPORATIONS
 DEPARTMENT OF STATE

Filed by: Peter Olberg, Esq.
 Manatt, Phelps & Phillips, LLP
 7 Times Square
 New York, NY 10036

STATE OF NEW YORK
 DEPARTMENT OF STATE

FILED DEC 18 2019

TAXS _____

RV. _____

[Signature]
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 [Signature]

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