

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM615367

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Baiada Family Inc.		11/25/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	The BAYADA Way Institute		
Street Address:	1 West Main Street		
City:	Moorestown		
State/Country:	NEW JERSEY		
Postal Code:	08057		
Entity Type:	Public Benefit Corporation: DELAWARE		
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Serial Number:	90083069	BAYADA	
Serial Number:	90083044	THE BAYADA WAY	
Registration Number:	5002350	BAYADA HOME CARE	
Registration Number:	5006782	THE BAYADA WAY COMPASSION.EXCELLENCE.REL	
Registration Number:	4209265	BAYADA PEDIATRICS A SPECIALTY OF BAYADAH	
Registration Number:	4303836	BAYADA HOSPICE A SPECIALTY OF BAYADA HOM	
Registration Number:	4300179	BAYADA HABILITATION A SPECIALTY OF BAYAD	
Registration Number:	4179421	BAYADA HOME HEALTH CARE	
Registration Number:	1297195	BAYADA	
Serial Number:	90083139		
Serial Number:	90083082		
Serial Number:	90083128	WE LOVE WHAT WE DO	
Serial Number:	90083093	HEROES ON THE HOME FRONT	
Registration Number:	4926180	BAYADABILITY	
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:	2027595833		

OP \$365.00 90083069

Email: trademarks@winterfeldt.law
Correspondent Name: Brian J. Winterfeldt, Esq.
Address Line 1: 1601 K St NW, Ste 1050
Address Line 4: Washington, D.C. 20006

NAME OF SUBMITTER: Brian J. Winterfeldt

SIGNATURE: /Brian J. Winterfeldt/

DATE SIGNED: 12/18/2020

Total Attachments: 11

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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 AMENDMENT OF "BAIADA FAMILY, INC.", CHANGING ITS NAME FROM "BAIADA FAMILY, INC." TO "THE BAYADA WAY INSTITUTE, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2020, AT 1:09 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7053934 8100
SR# 20208482733

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

Authentication: 204159455
Date: 11-24-20

TRADEMARK
REEL: 007139 FRAME: 0036

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BAIADA FAMILY, INC.**

Baiada Family, Inc., a Delaware corporation (the “*Corporation*”), does hereby certify as follows:

FIRST: The name of the Corporation is Baiada Family, Inc. and the Corporation was originally incorporated pursuant to the General Corporation Law of the State of Delaware (the “*General Corporation Law*”) on September 12, 2018.

SECOND: Certificate of Incorporation of the Corporation is hereby amended by deleting the text of Article First in its entirety and substituting the following therefore:

“The name of this corporation is The BAYADA Way Institute, Inc. (the “*Corporation*”).”

THIRD: All other provisions of the Certificate of Incorporation will remain in full force and effect.

FOURTH: This Certificate of Amendment has been duly adopted in accordance with Sections 228 and 242 of the General Corporation Law by the Board of Directors and the stockholders of the Corporation. In lieu of a meeting and a vote by the stockholders of the Corporation, the amendment certified herein has been duly adopted by written consent of the stockholders of the Corporation holding at least the minimum number of votes required to adopt said amendment, in accordance with the provisions of Section 228 of the General Corporation Law.

[Signature Page Follows]

The Corporation has caused this Certificate of Amendment of the Certificate of Incorporation to be signed by the Corporation's President, its authorized officer, on this 24th day of November 2020.

By: J. Mark Baiada
Name: J. Mark Baiada
Title: President

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 RESTATED CERTIFICATE OF "THE BAYADA WAY INSTITUTE, INC.", CHANGING ITS NAME FROM "THE BAYADA WAY INSTITUTE, INC." TO "THE BAYADA WAY INSTITUTE", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2020, AT 1:28 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7053934 8100
SR# 20208494800

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

Authentication: 204170757
Date: 11-25-20

TRADEMARK
REEL: 007139 FRAME: 0039

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

THE BAYADA WAY INSTITUTE, INC.

Under Sections 242 and 245 of the General Corporation Law of the State of Delaware

The BAYADA Way Institute, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “DGCL”) does hereby certify as follows:

FIRST: The name of the corporation is The BAYADA Way Institute, Inc. and that this corporation was originally formed September 12, 2018 under the name Baiada Family, Inc.

SECOND: The Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

**CERTIFICATE OF INCORPORATION
OF
THE BAYADA WAY INSTITUTE, A PUBLIC BENEFIT CORPORATION**

ARTICLE I

The name of this corporation is The BAYADA Way Institute, a public benefit corporation. This corporation is sometimes referred to herein as “BWI.”

ARTICLE II

The address of the registered office of the corporation is to be located at Corporation Service Company, 251 Little Falls Drive, in the City of Wilmington, in the County of New Castle, in the State of Delaware, 19808. The name of the registered agent at such address is Corporation Service Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the DGCL. In addition, this corporation will promote the following public benefits, implemented in the manners described in the subparagraphs beneath each public benefit:

1. BWI's purpose is to support home health care, educational, charitable, social and other work for the public benefit and to protect and promote its philosophy, "The BAYADA Way," which it licenses to BAYADA to actualize throughout the world.

The BAYADA Way

- a. **Our Mission** - BAYADA Home Health Care has a special purpose—to help people have a safe home life with comfort, independence, and dignity. BAYADA Home Health Care provides nursing, rehabilitative, therapeutic, hospice, and assistive care services to children, adults, and seniors worldwide. We care for our clients 24 hours a day, 7 days a week.

Families coping with significant illness or disability need help and support while caring for a family member. Our goal at BAYADA is to provide the highest quality home health care services available. We believe our clients and their families deserve home health care delivered with compassion, excellence, and reliability, our BAYADA core values.

- b. **Our Vision** - With a strong commitment from each of us, BAYADA Home Health Care will make it possible for millions of people worldwide to experience a better quality of life in the comfort of their own homes. We want to build and maintain a lasting legacy as the world's most compassionate and trusted team of home health care professionals.
- c. **Our Values** – BWI will accomplish its mission and achieve its vision by following its core beliefs and values.

Compassion

Key result: Our clients and their families feel cared for and supported.

Key actions:

- Work with a spirit of universal faith, hope, and love.
- Demonstrate exceptional care and kindness to others. Be led by our hearts.
- Be respectful. Treat others the way they wish to be treated.

- Listen closely, show empathy, and respond to the needs of others.
- Be friendly. Let our smiles be seen and felt.

Excellence

Key result: We provide home health care to our clients with the highest professional, ethical, and safety standards.

Key actions:

- Consistently demonstrate the highest level of skill, competence, and sound judgment in our work.
- Demonstrate honesty, commitment, and loyalty to our clients and their families, to fellow employees, and to our organization.
- Strive to provide the very best service to our clients. Set specific goals and work hard and efficiently to achieve them.
- Continuously improve our work through evaluation, education, and training.
- Recognize and reward those who set and maintain the highest standards of excellence.

Reliability

Key result: Our clients and their families can rely on us and are able to live their lives to the fullest, with a sense of well-being, dignity, and trust.

Key actions:

- Keep our commitments as promised.
- Consistently deliver expected services.
- Fulfill our clients' needs promptly and thoroughly.
- Be creative, flexible, and determined—get the job done for our clients.
- Communicate clearly and consistently with clients and fellow employees.

d. Our Beliefs

- We believe our clients come first.
- We believe our employees are our greatest asset.
- We believe building relationships and working together are critical to our success as a community of compassionate caregivers.

- We believe we must demonstrate honesty and integrity at all times.
- We believe in providing community service where we live and work.
- We believe it is our responsibility to strengthen the organization's financial foundation and to support its growth

2. BWI is committed to giving back to the community:

BWI will spend 60% of any revenues that it receives in any calendar year from BAYADA, a Delaware not-for-profit corporation, to support home health care, educational, social and other work for the public benefit and to protect and promote its philosophy, "The BAYADA Way," or through donations to 501(c)(3) organizations or public schools that further the mission of The BAYADA Way.

BWI will deliver the public benefit statement required under Section 366(b) of the DGCL annually, beginning in 2021, and make that statement available to the public on its website.

ARTICLE IV

- A. Authorization of Stock. Upon the filing and effectiveness of this Certificate of Incorporation (the "Effective Time"), each one (1) share of Common Stock issued and outstanding, immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be reclassified as and subdivided (the "Stock Split") into (a) one (1) share of Voting Common Stock, no par value (the "Voting Shares") and (b) ninety-nine (99) shares of Non-Voting Common Stock, no par value (the "Non-Voting Shares").

As of the Effective Time, this corporation is authorized to issue 1,000 shares of Voting Shares, no par value, and 99,000 shares of Non-Voting Shares, no par value (collectively, the "Common Stock").

- B. Rights and Restrictions of the Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are set forth below in this Article IV(B).
1. Dividend Rights. The holders of Common Stock shall be entitled to receive, when, as and if declared by the Board of the Directors, out of assets of this corporation legally available for such purpose, any dividends as may be declared from time to time.
 2. Voting Rights. The holder of each share of Voting Shares shall have the right to one vote for each such share, and shall be entitled to receive notice of any stockholder meeting in accordance with the bylaws of this corporation, and shall be entitled to vote on such matters and in a manner as may be provided by law.

3. Protective Provisions. Unless otherwise required by law, this corporation shall not (by amendment, merger consolidation or otherwise), without first obtaining the approval (by vote or by written consent, as provided under the DGCL) of the holders holding at least two-thirds of the Voting Shares:
- i. Amend this corporation's Certificate of Incorporation;
 - ii. Increase or decrease the total number of authorized shares of Voting Shares or Non-Voting Shares;
 - iii. Authorize or issue, or obligate itself to issue, any equity security (including any other security convertible into or exercisable for any such equity security) having a preference over the Common Stock;
 - iv. Redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Common Stock;
 - v. Effectuate any change to this corporation's corporate structure to change this corporation's designation as a public benefit corporation;
 - vi. Effectuate any change to BWI's mission statement or the public benefits listed in Article III hereto;
 - vii. Effectuate any change to this corporation's current tax status or classification or take any such actions which would cause this corporation's current tax status or classification to be void; and
 - viii. (a) Enter into any transaction resulting in the sale, lease, transfer, exclusive license or other disposition of all or substantially all of this corporation's assets in one transaction or a series of related transactions, (b) consummate a merger or consolidation of this corporation, or (c) enter into any transaction or series of transactions resulting in any entity or individual holding any of the voting stock of this corporation (or the surviving or acquiring entity).

ARTICLE V

The bylaws of BWI may only be adopted, amended or repealed with the affirmative vote of the holders holding at least two-thirds of the Voting Shares.

ARTICLE VI

The number of directors of this corporation shall be determined in the manner set forth in the bylaws of the BWI.

ARTICLE VII

Elections of directors need not be by written ballot unless the bylaws of BWI shall so provide.

ARTICLE VIII

A director of BWI shall not be liable to the BWI 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 DGCL as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the BWI hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE IX

BWI shall indemnify each of the BWI's directors in each and every situation where, under Section 145 of the DGCL, as amended from time to time ("Section 145"), BWI is permitted or empowered to make such indemnification. BWI may indemnify each of the BWI's officers as permitted by Section 145, to the extent the Board of Directors of BWI deems advisable. BWI may, in the sole discretion of the Board of Directors of BWI and as permitted by Section 145, indemnify any other person who may be indemnified pursuant to Section 145 to the extent the Board of Directors of BWI deems advisable. BWI shall promptly make or cause to be made any determination required to be made pursuant to Section 145.

ARTICLE X

BWI reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware with the affirmative vote of the holders holding at least two-thirds of the Voting Shares. All rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Amended and Restated Certificate of Incorporation in its present form, or as hereafter amended, are granted subject to the rights reserved in this Article.

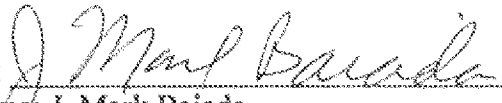
* * *

THIRD: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the DGCL.

FOURTH: That said Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the DGCL.

[Signature page follows]

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 25th day of November, 2020.

By: 
Name: J. Mark Baiada
Title: President