

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM624804

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CareSource Management Group Co.		07/01/2020	Non-Profit Corporation: OHIO
RECEIVING PARTY DATA			
Name:	CareSource		
Street Address:	230 North Main Street		
City:	Dayton		
State/Country:	OHIO		
Postal Code:	45402		
Entity Type:	Non-Profit Corporation: OHIO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4871407	HEALTH CARE WITH HEART	
CORRESPONDENCE DATA			
Fax Number:	3303764577		
<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:	3308496641		
Email:	sketler@ralaw.com		
Correspondent Name:	Suzanne K. Ketler		
Address Line 1:	Roetzel & Andress		
Address Line 2:	222 South Main Street		
Address Line 4:	Akron, OHIO 44308		
NAME OF SUBMITTER:	Suzanne K. Ketler		
SIGNATURE:	/Suzanne K. Ketler/		
DATE SIGNED:	02/05/2021		
Total Attachments: 7			
source=CareSource Amended-Restated Articles and Name Change#page1.tif			
source=CareSource Amended-Restated Articles and Name Change#page2.tif			
source=CareSource Amended-Restated Articles and Name Change#page3.tif			
source=CareSource Amended-Restated Articles and Name Change#page4.tif			

CH \$40.00 4871407

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source=CareSource Amended-Restated Articles and Name Change#page7.tif



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
07/01/2020	202018303230	AMENDED/RESTATED ARTICLES (AMA)	50.00	300.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

CARESOURCE
230 N. MAIN STREET
DAYTON, OH 45402

**STATE OF OHIO
CERTIFICATE**

**Ohio Secretary of State, Frank LaRose
1086420**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
CARESOURCE

and, that said business records show the filing and recording of:

Document(s)

AMENDED/RESTATED ARTICLES

Effective Date: 07/01/2020

Document No(s):

202018303230



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
1st day of July, A.D. 2020.

Ohio Secretary of State

Form 541 Prescribed by:



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

OhioSoS.gov | business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

**Certificate of Amendment
(Nonprofit, Domestic Corporation)
Filing Fee: \$50
Form Must Be Typed**

Check the appropriate box:

- Amendment to existing Articles of Incorporation by Members pursuant to Ohio Revised Code section 1702.38(C) (128-AMD)
- Amended and Restated Articles by Members pursuant to Ohio Revised Code section 1702.38(D) or by Directors pursuant to Ohio Revised Code section 1702.38(E) (126-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation

CARESOURCE MANAGEMENT GROUP CO.

Charter Number

1086420

A copy of the resolution of amendment must be attached to this document.

Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by an authorized officer of the Corporation pursuant to the Ohio Revised Code section 1702.38(G).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

/s/David W. Goltz

Signature

By (if applicable)

David W. Goltz

Print Name

Signature

By (if applicable)

Print Name

DocuSign Envelope ID: AF785735-83CC-4D9B-B5F9-7A584C406790

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARESOURCE**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CARESOURCE**

EXHIBIT A

The Directors of the Corporation have unanimously adopted to amend and restate the Articles of Incorporation of the Corporation as follows:

1. **NAME:**

The name of the Corporation shall be "CareSource."

2. **LOCATION:**

The business is located in the Dayton Area (as defined in the Membership Agreement (as hereinafter defined)).

3. **PURPOSE:**

(a) This Corporation is formed and at all times shall be operated exclusively for charitable purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. The Corporation shall be organized and operated as a Nonprofit Corporation in the State of Ohio in accordance with Chapter 1702 of the Ohio Revised Code. The sole and specific purpose for which the Corporation is formed is to act for the benefit of, and to carry out, as a supporting organization for all affiliated not-for-profit, tax-exempt organization which operates consistently with the above named tax exempt organizations exempt from taxation under section 501(c)(3) of the Code and which are not private foundations pursuant to either section 509(a)(1) or section 509(a)(2) of the Code (hereinafter collectively referred to as the CareSource Companies). This Corporation shall operate as a policy-making support organization for the CareSource Companies and conduct activities consistent with such purpose, including making distributions to the CareSource Companies, in accordance with applicable state nonprofit corporation laws and section 501(c)(3) of the Code, all in furtherance and support of the CareSource Companies. The Corporation will provide oversight to the activities of the CareSource Companies and ensure that the exempt purposes of the CareSource Companies are furthered. Notwithstanding any other provision set forth herein, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(a) of the Code as a corporation described in section 501(c)(3) of the Code and which is other than a private foundation within the meaning of section 509(a) of the Code, or (ii) by a corporation, contributions to which are deductible under sections 170, 2055 and 2522 of the Code. But for this Corporation, the activities engaged in by this Corporation as a supporting organization would be engaged in by the CareSource Companies, the supported organizations.

(b) To receive and administer funds for the charitable purposes, in a manner not prohibited by section 501(c)(3) or section 509(a)(3) of the Code and in support of the CareSource Companies' charitable purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal, or mixed, without limitation as to amount or value, except such limitations, if any as may be imposed by law, to sell, convey and dispose of any such property and to invest and re-invest the principal thereof, and to deal with and expend the income therefrom for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, to receive any property, real, personal or mixed, in trust, under the terms of any will, deed or trust, or other trust instrument for the foregoing purposes or any of them (but for no other purposes) and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and in general, to exercise any and all and every power for which a corporation not for-profit, organized under applicable state law for charitable purposes can be authorized to exercise, but not any other power and not in a manner inconsistent with Article 3(a) above.

(c) To engage in any kind of lawful act, activity and to enter into, perform and carry out contracts of any kind and do all things (consistent with the limitations contained in these Articles of Incorporation) necessary, in connection with, or incidental to the accomplishment of any one or more of the charitable purposes of the Corporation set forth in Article 3(a) above.

(d) At all times, the Corporation will be operated in connection with the CareSource Companies not inconsistent with Section 509(a) of the Code.

(e) Notwithstanding any other provision of these Articles, to the extent permitted by applicable law, including any governmental authority with jurisdiction over the Net Proceeds arising from a Liquidity Event, such Net Proceeds shall be distributed to The CareSource Foundation for use consistent with its charitable purpose for such Net Proceeds, as set forth in The CareSource Foundation's Articles of Incorporation. As utilized in this Article 3(e), the terms "Liquidity Event" and "Net Proceeds" shall have the meaning ascribed them in that certain Membership Agreement dated February 21, 2019 by and between CareSource Ohio, Inc. (f/k/a CareSource) and CareSource (f/k/a CareSource Management Group Co.) (the "Membership Agreement").

4. **DIRECTORS:**

The Directors shall be the sole members of the corporation.

5. RESTRICTIONS:

(a) No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. The Corporation shall not carry on propaganda, or otherwise attempt, to influence legislation to such extent as would result in a loss of exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or (b) by a corporation, contributions to which are deductible under sections 170, 2055 and 2522 of the Internal Revenue Code of 1986.

(c) All references in these Articles to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

6. DISSOLUTION:

Subject to Article 3(e), upon the dissolution of the Corporation, the Board shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the remaining assets of the Corporation to The CareSource Foundation, an organization that is exempt from federal income tax under Section 501(c)(3) of the Code provided that at such time The CareSource Foundation remains an organization that is exempt from federal income tax under Section 501(c)(3) of the Code.

7. PERMANENT PRINCIPLES:

Article 2 and Article 3(e) are Permanent Principles, as such term is defined in Section 9.0 of the Membership Agreement, and shall be subject to the terms and conditions of Section 9.8 of the Membership Agreement. The Permanent Principles in Sections 9.0, 9.1, 9.2, 9.4, 9.5 and 9.8 of the Membership Agreement are incorporated herein by reference.

8. AMENDMENT:

Subject to Article 7, these Articles may only be amended by a majority vote of the Corporation's Directors.