

6-21-99

09-01-1999



To the Honorable Commissioner of sached original documents  
101115197

<p>1. Name of conveying party(ies): HealthGuard Services, Inc. P.O. Box 10106 Eugene, Oregon 97460</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership    <input type="checkbox"/> Limited  <input checked="" type="checkbox"/> Corporation-State OR Partnership  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached?    <input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Select Care Health Plans</u> Internal Address: _____ Street Address: <u>PO Box 10106</u> City <u>Eugene</u> State <u>OR</u> ZIP <u>97440</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Oregon</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached:  <input type="checkbox"/> Yes    <input type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached?  <input type="checkbox"/> Yes    <input type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement  <input checked="" type="checkbox"/> Change of Name:  <u>RESTATED ARTICLES OF INCORPORATION</u>  <u>CHANGING NAME TO SELECTCARE HEALTH PLANS</u></p> <p>Filing Date: December 22, 1995</p>	

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	B. Trademark Registration Nos. <u>1,171,615; 1,467,621;</u> <u>1,817,532</u>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Dennis E. Stenzel</u> Internal Address: <u>Providing 7440.002</u> Street Address: <u>600 Bnd. Franklin Plaza, One Southwest Columbia</u> City <u>Portland</u> State <u>OR</u> Zip <u>97258</u></p>	<p>6. Total number of applications and registrations involved:    <input type="checkbox"/></p> <p>7. Total fee (37 CFR 3.41 and 2.6(q))--\$ <u>40</u>  <input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit Account No. <u>03-1550</u>  (Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE 40E

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Dennis E. Stenzel 6/15/99  
Name of Person Signing      Signature      Date

Total number of pages comprising cover sheet, attachments and documents: [ 9 ]

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6-21-99

06-30-1999



To the Honorable Commission

101079696

Record the attached original documents thereof.

<p>1. Name of conveying party(ies):</p> <p>Selectcare Health Plans P.O. Box 10106 Eugene, Oregon 97440</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership    <input type="checkbox"/> Limited  <input checked="" type="checkbox"/> Corporation-State OR Partnership  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached?    <input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>SelectCare Health Plans</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>PO Box 10106</u></p> <p>City <u>Eugene</u> State <u>OR</u> ZIP <u>97440</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>OREGON</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached:  <input type="checkbox"/> Yes    <input type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached?  <input type="checkbox"/> Yes    <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Security Agreement  <input checked="" type="checkbox"/> Merger:  <u>ARTICLES OF MERGER for Selectcare Health Plans merging with and into Providence Health Plans</u></p> <p>Filing Date: December 30, 1997</p>	

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Registration Nos. 1,171,615; 1,467,621

Additional numbers attached?     Yes     No 1817532



06-21-1999

U.S. Patent & TMOrc/TM Mail Rcpt Dt. #01

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Dennis E. Stenzel</u>  Internal Address: <u>Providnc 7440.002</u></p> <p>Street Address: <u>600 Benj. Franklin Plaza, One Southwest Columbia</u>  City <u>Portland</u> State <u>OR</u> Zip <u>97258</u></p>	<p>6. Total number of applications and registrations involved: [ ]</p> <p>7. Total fee (37 CFR 3.41 and 2.6(q))--\$ <u>40</u>  <input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit Account No. <u>03-1550</u>  (Attach duplicate copy of this page if paying by deposit account)</p>
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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Dennis E. Stenzel      [Signature]      6/15/99  
Name of Person Signing      Signature      Date

Total number of pages comprising cover sheet, attachments and documents: [ 9 ]

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06/29/1999 DMGUYEN 00000230 SELECTCARE H  
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REEL: 001928 FRAME: 0176

CERTIFICATE

# State of Oregon

OFFICE OF THE SECRETARY OF STATE  
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the  
**Articles of  
Merger**  
filed on  
**December 30, 1997**  
for  
**SELECTCARE HEALTH PLANS**

merging with and into  
**PROVIDENCE HEALTH PLAN**

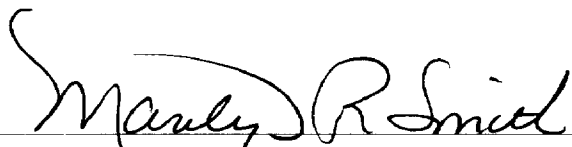
is a true copy of the original document  
that has been filed with this office.

In Testimony Whereof, I have hereunto set  
my hand and affixed hereto the Seal of the  
State of Oregon.

PHIL KEISLING, Secretary of State



By

  
Marilyn R. Smith

June 11, 1999

Survivor 174300 16

FILED  
DEC 30 1997  
OREGON  
SECRETARY OF STATE

ARTICLES OF MERGER

between

SELECTCARE HEALTH PLANS,  
a Oregon nonprofit corporation,

A 167112-10

and

PROVIDENCE HEALTH PLAN,  
an Oregon nonprofit corporation

174300

Pursuant to ORS 65.491 of the Oregon Nonprofit Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger for the merger of SelectCare Health Plans into Providence Health Plan

A. Plan of Merger The Plan of Merger is attached to these Articles of Merger as Attachment A and is incorporated herein by this reference

B. Statutory Authorization The merger of the undersigned corporation is permitted by Oregon law under ORS 65.481.

C. Corporation Status SelectCare Health Plans and Providence Health Plan are both nonprofit public benefit corporations organized under ORS Chapter 65

D. Corporate Approval

1. The boards of directors of SHP and PHP have both approved the Plan of Merger and recommended approval by the member corporations of SHP and PHP

2. As of the Effective Date of the Merger, SelectCare Health Plans member is Providence Plan Partners ("PPP"), a Washington nonprofit corporation. At a meeting held on June 28, 1997, PPP duly adopted and approved the Plan of Merger

3. As of the Effective Date of the Merger, Providence Health Plan's sole member is also PPP, which at a meeting duly held on June 28, 1997, duly adopted and approved the Plan of Merger

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E. Effective Date. The effective date and time of the merger shall be on January 1, 1998, at 12:02 a.m.

Dated this 31 day of December, 1997

SELECTCARE HEALTH PLANS, an  
Oregon nonprofit corporation

By: Mark Litchman  
Mark Litchman  
Its Secretary

PROVIDENCE HEALTH PLAN, an  
Oregon nonprofit corporation

By: Christie D. Poelke  
~~Jeffrey W. Rogers~~ Christie D. Poelke  
Its Secretary and General Counsel  
Assistant

10/11/97

79935076

**PLAN OF MERGER**

between

**SELECTCARE HEALTH PLANS,**  
an Oregon nonprofit corporation.

and

**PROVIDENCE HEALTH PLAN,**  
a Oregon nonprofit corporation

This PLAN OF MERGER ("Plan of Merger") is entered into by and between SelectCare Health Plans ("SHP"), and Providence Health Plan ("PHP"), both of which are Oregon nonprofit corporations organized under ORS Chapter 65. These corporations are sometimes collectively referred to in this Plan of Merger as the "Constituent Corporations."

**RECITALS**

A As of the date of this Plan of Merger, the sole member of both SHP and PHP is Providence Plan Partners ("PPP"), a Washington nonprofit corporation.

B As of the date of this Plan of Merger, the three members of PPP are Sisters of Providence in Washington, a Washington nonprofit corporation, Sisters of Providence in Oregon, an Oregon nonprofit corporation, and PeaceHealth, a Washington nonprofit corporation. PPP has three shareholders, Sisters of Providence in Oregon, Sisters of Providence in Washington, and PeaceHealth.

C The Board of Directors of SHP has determined that it is in the best interests of SHP that it merge with and into PHP (the "Merger") upon the terms and conditions provided in this Plan of Merger and has duly adopted a resolution approving this Plan of Merger and directing that it be submitted to a vote of its sole member. PPP, as the sole member of SHP, has duly approved this Plan of Merger.

D The Board of Directors of PHP has determined that it is in the best interest of PHP that SHP merge with and into PHP upon the terms and conditions provided in this Plan of Merger and has duly adopted a resolution approving this Plan of Merger and directing that it be submitted to a vote of its members and shareholders. PPP, as the sole member of PHP, has duly approved this Plan of Merger.

E The Constituent Corporations intend that the Merger qualify as a reorganization.

within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended

THEREFORE, the Constituent Corporations agree as follows:

1. Merger. Subject to the terms and conditions of this Plan of Merger, SHP shall be merged into PHP in accordance with the laws of the State of Oregon. PHP shall be the surviving corporation (the "Surviving Corporation"), and shall continue to be known as "Providence Health Plan." PHP's articles of incorporation and bylaws shall become the Surviving Corporation's articles and bylaws. PHP's principal office shall become the Surviving Corporation's principal office.
2. Articles of Merger. Subject to the terms and conditions of this Plan of Merger, Articles of Merger shall be duly executed and acknowledged by SHP and PHP and thereafter delivered to the Secretary of State of the State of Oregon for filing pursuant to the laws of the State of Oregon prior to the date of Closing (as defined below).
3. Closing. The closing of the Merger (the "Closing") will take place on January 1, 1998. The Merger shall become effective at 12:02 a.m. on the date of the Closing (the "Effective Time").
4. Transaction. At the Effective Time, the separate existence of SHP shall cease, and the Surviving Corporation shall become the owner of all the rights and property of SHP, and shall be subject to all its debts and liabilities, in the manner and as more fully set forth in ORS 65.494.
5. Members and Shareholders. At the Effective Time, the membership interest in SHP held by Providence Plan Partners shall, by virtue of the Merger and without any further action on the part of PPP, its members or SHP, be converted into an undivided partial interest of PPP in PHP. The member of the Surviving Corporation immediately after the Merger will be PPP.
6. Officers and Directors. Upon consummation of the Merger, (i) the Board of Directors of the Surviving Corporation will consist of all persons who are directors of PPP immediately before Closing plus Laurence Abramson, and (ii) the officers of the Surviving Corporation will be the officers of PHP immediately before the closing.
7. Further Actions. As and when requested by the Surviving Corporation, or by its successors or assigns, any party hereby shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such further or other actions, as the Surviving Corporation, or its successors or assigns, may deem necessary or desirable in order to vest in and conform to the Surviving Corporation, and its successors or assigns, title to and possession of all the property, rights, privileges, powers and franchises referred to herein and otherwise to carry out the intent and purposes of this Plan of Merger. The officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of SHP or otherwise to take any and all such action and to execute and deliver any and all such

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deeds and other instruments.

9. Amendment. This Plan of Merger may be amended and modified in writing at any time prior to the Effective Time as may be determined in the judgment of the respective Boards of Directors of the Constituent Corporations to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purposes and intent of this Plan of Merger.

10. Termination. The Constituent Corporations may terminate this Plan of Merger at any time before Closing by mutual consent.

11. Governing Law. The Constituent Corporations intend this Plan of Merger to be governed by the laws of the State of Oregon.

Dated this 31 day of December, 1997

SELECTCARE HEALTH PLANS,  
an Oregon nonprofit corporation

By: *Mark Litchman*  
Mark Litchman  
Its Secretary

PROVIDENCE HEALTH PLAN,  
an Oregon nonprofit corporation

By: *Christie D. Foster*  
~~Jeffrey W. Rogers~~ *Christie D. Foster*  
Its Secretary and General Counsel  
*Assistant*

