

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM308036

| | | | |
|---|-------------------------------------|--|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 04/01/2014 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Foundation for Informed Medical Decision Making, Inc. | | 03/28/2014 | non-profit corporation: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Healthwise, Incorporated | | |
| Street Address: | 2601 N. Bogus Basin Road | | |
| City: | Boise | | |
| State/Country: | IDAHO | | |
| Postal Code: | 83702 | | |
| Entity Type: | non-profit corporation: IDAHO | | |
| PROPERTY NUMBERS Total: 7 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 86073400 | CARECOURSE | |
| Serial Number: | 86073493 | INFORMED MEDICAL DECISIONS FOUNDATION | |
| Serial Number: | 86073473 | INFORMED MEDICAL DECISIONS FOUNDATION PA | |
| Registration Number: | 1923080 | SHARED DECISION-MAKING | |
| Registration Number: | 3374889 | SHARED DECISION-MAKING | |
| Serial Number: | 85704359 | SHARED DECISION-MAKING | |
| Serial Number: | 86073436 | SHAREWELL | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 8669471121 | | |
| <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: | 585-263-1000 | | |
| Email: | nytm@nixonpeabody.com | | |
| Correspondent Name: | Kristen M. Walsh, Nixon Peabody LLP | | |
| Address Line 1: | 1300 Clinton Square | | |
| Address Line 4: | Rochester, NEW YORK 14604 | | |
| ATTORNEY DOCKET NUMBER: | 813055/3 | | |
| NAME OF SUBMITTER: | Kristen M. Walsh | | |

CH \$190.00 86073400

| | |
|--|----------------|
| SIGNATURE: | /kristenmwash/ |
| DATE SIGNED: | 06/18/2014 |
| Total Attachments: 5 source=Healthwise - IMDF - Idaho Statement of Merger - ACCEPTED COPY#page1.tif source=Healthwise - IMDF - Idaho Statement of Merger - ACCEPTED COPY#page2.tif source=HW -IMDF Accepted DE Certificate of Merger#page1.tif source=HW -IMDF Accepted DE Certificate of Merger#page2.tif source=HW -IMDF Accepted DE Certificate of Merger#page3.tif | |

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SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF MERGER
OF
FOUNDATION FOR INFORMED MEDICAL DECISION MAKING, INC.
WITH AND INTO
HEALTHWISE, INCORPORATED

1. Constituent Corporations. The name, jurisdiction of organization, and type of each of the constituent corporations is set forth as follows:

| Name | Jurisdiction of Organization | Corporation Type | Surviving Entity |
|--|------------------------------|---------------------------------|---------------------|
| Foundation for Informed Medical Decision Making, Inc. ("IMDF") | State of Delaware | Charitable Nonstock Corporation | Disappearing Entity |
| Healthwise, Incorporated ("Healthwise") | State of Idaho | Nonprofit Corporation | Surviving Entity |

2. Effective Time of Merger. This Statement of Merger shall be effective as of April 1, 2014, 12:01 AM Mountain Time (the "Effective Time").

3. Approval of Plan of Merger.

a. Healthwise. The Members and Board of Directors of Healthwise approved and adopted a Plan of Merger meeting the requirements of Section 30-18-202 of the Idaho Entity Transactions Act and Title 8, Section 256 of the Delaware General Corporation Law in accordance with the requirements of Section 30-18-203 of the Idaho Entity Transactions Act and Section 30-3-101 of the Idaho Nonprofit Corporation Act.

b. IMDF. The Members and Board of Directors of IMDF approved and adopted a Plan of Merger meeting the requirements of Section 30-18-202 of the Idaho Entity Transactions Act and Title 8, Section 256 of the Delaware General Corporation Law in accordance with the requirements of Title 8, Sections 255-256 of the Delaware General Corporation Law.

4. Name of Surviving Corporation. The name of the corporation surviving the merger is Healthwise, Incorporated, an Idaho nonprofit corporation (the "Surviving Corporation").

5. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Healthwise in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation as of the Effective Time.

* * * *


IDAHO SECRETARY OF STATE
03/28/2014 05:00
CK: NONE CT: 278665 BH: 1417661
1 @ 38.00 = 38.00 STMT MERGE # 2
1 @ 28.00 = 28.00 NDH EXPEDI # 3

C 51397

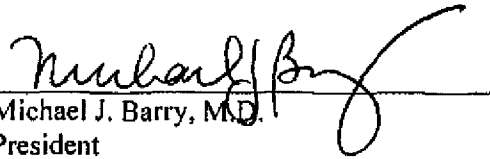
TRADEMARK

IN WITNESS WHEREOF, this Statement of Merger has been duly executed as of the 28th day of March, 2014, by the undersigned authorized officers of each constituent corporation.

HEALTHWISE, INCORPORATED

By: 
Name: Donald W. Kemper
Title: Chief Executive Officer

**FOUNDATION FOR INFORMED MEDICAL
DECISION MAKING, INC.**

By: 
Name: Michael J. Barry, M.D.
Title: President

[Signature page to Statement of Merger]

Delaware

PAGE 1

The First State

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 MERGER, WHICH MERGES:

"FOUNDATION FOR INFORMED MEDICAL DECISION MAKING, INC.", A DELAWARE CORPORATION,

WITH AND INTO "HEALTHWISE, INCORPORATED" UNDER THE NAME OF "HEALTHWISE, INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF IDAHO, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2014, AT 12:02 O'CLOCK P.M.

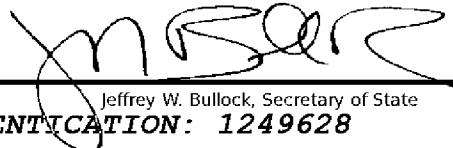
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF APRIL, A.D. 2014, AT 2:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5507076 8100M

140397180




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1249628

DATE: 03-28-14

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

TRADEMARK
REEL: 005305 FRAME: 0198

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC NONSTOCK CORPORATION INTO
FOREIGN NONSTOCK CORPORATION**

Pursuant to Title 8, Section 256 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is **Healthwise, Incorporated**, an Idaho nonprofit corporation, and **Foundation for Informed Medical Decision Making, Inc.**, a Delaware charitable nonstock corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations pursuant to Title 8, Section 256 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation is **Healthwise, Incorporated**, an Idaho nonprofit corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on April 1, 2014, 2:01 AM Eastern Time.

SIXTH: The Agreement of Merger is on file at 2601 N. Bogus Basin Road, Boise, Idaho 83702, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any member of the constituent corporations.

EIGHTH: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 2601 N. Bogus Basin Road, Boise, Idaho 83702.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 28th day of March, A.D., 2014.

By: 

Authorized Officer

Name: Donald W. Kemper

Title: Chief Executive Officer

[Signature page to Delaware Certificate of Merger]

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RECORDED: 06/18/2014

TRADEMARK
REEL: 005305 FRAME: 0200