

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM455555

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/08/2017
<b>SEQUENCE:</b>	1

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VHC, Inc.		12/08/2017	Corporation: ILLINOIS

## RECEIVING PARTY DATA

<b>Name:</b>	VHC Merger Newco, LLC
<b>Street Address:</b>	1S 376 Summit Avenue
<b>Internal Address:</b>	Court A
<b>City:</b>	Oakbrook Terrace
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60181
<b>Entity Type:</b>	Limited Liability Company: ILLINOIS

## PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
<b>Registration Number:</b>	5023571	ACCUCHARGE
<b>Registration Number:</b>	4840891	VHC
<b>Registration Number:</b>	5023573	REVWORKS

## CORRESPONDENCE DATA

**Fax Number:** 3124607000  
*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:** 312-460-5343  
**Email:** slott@seyfarth.com  
**Correspondent Name:** Stephen D. Lott  
**Address Line 1:** 233 S. Wacker Drive  
**Address Line 2:** Suite 8000  
**Address Line 4:** Chicago, ILLINOIS 60606

<b>ATTORNEY DOCKET NUMBER:</b>	067850-000005
<b>NAME OF SUBMITTER:</b>	Stephen D. Lott
<b>SIGNATURE:</b>	/Stephen D. Lott/
<b>DATE SIGNED:</b>	12/21/2017

**Total Attachments: 6**

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## OFFICE OF THE SECRETARY OF STATE

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JESSE WHITE • Secretary of State

06454984

12/19/17

C T CORPORATION SYSTEM  
208 SO LASALLE ST, SUITE 814  
CHICAGO, IL 60604-1101

RE VHC MERGER NEWCO, LLC

DEAR SIR OR MADAM:

ARTICLES OF MERGER FOR THE ABOVE NAMED COMPANY HAVE BEEN  
PLACED ON FILE.

THE REQUIRED FEE IS HEREBY ACKNOWLEDGED.

SINCERELY YOURS,

JESSE WHITE  
ILLINOIS SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY DIVISION  
(217) 524-8008

Secretary of State  
Department of Business Services  
Limited Liability Division  
501 S. Second St., Rm. 351  
Springfield, IL 62756  
217-524-8008  
www.cyberdriveillinois.com

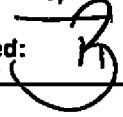
Payment may be made by check payable to Secretary of State. If check is returned for any reason this filing will be void.

Illinois  
Limited Liability Company Act  
**Articles of Merger**

**SUBMIT IN DUPLICATE**

Type or print clearly.

Filing Fee: \$ 100.00  
(Filing fee \$100 plus \$50 each entity more than two)

Approved: 

FILE # 0645 4984

This space for use by Secretary of State.

**FILED**

DEC 08 2017

JESSE WHITE  
SECRETARY OF STATE

1. Names of the organizations proposing to merge:

Name of Entity	Form Type (Corporation, Limited Liability Company, Limited Partnership, General Partnership or other permitted entity)	Domestic State or Jurisdiction	Date of Organization or Admission to Illinois	Illinois Secretary of State File Number (if any)
<u>VHC, Inc.</u>	<u>Corporation</u>	<u>Illinois</u>	<u>03/08/2001</u>	<u>6154-114-4</u>
<u>VHC Merger Newco, LLC</u>	<u>LLC</u>	<u>Illinois</u>	<u>12/07/2017</u>	<u>0645-498-4</u>

2. A copy of that portion of the plan as approved that contains the name and form of each constituent organization and the surviving organization must be attached to these Articles of Merger.

3. a. Name of Surviving Entity: VHC Merger Newco, LLC  
 b. File Number (if any): 0645-498-4  
 c. Jurisdiction: Illinois

4. If the surviving organization is created by this Merger: (check one)  
 The surviving organization is an Illinois Limited Liability Company. Articles of Organization are included with this filing.  
 The surviving organization is an organization other than an Illinois Limited Liability Company. A copy of the organizational document and any amendment thereto provided for in the plan of merger are included with this filing.

5. Effective date of merger: (check one)  
 a.  the filing date, or  
 b.  a later date, but not more than 30 days subsequent to the filing date: \_\_\_\_\_  
 Month, Day, Year

6. If the surviving organization is a foreign organization not registered to do business in this state, the Secretary of State is its agent for service of process. Street and mailing addresses of the office to which a copy of any process against the company served on the Secretary of State may be mailed:


\_\_\_\_\_  
 Number Street Suite (PO Box alone is not acceptable.)  
 \_\_\_\_\_  
 City State ZIP Code


7. Additional information required to be included by the governing statutes of any of the parties to this merger:

\_\_\_\_\_  
\_\_\_\_\_

8. The plan of merger has been approved by each constituent organization. Each constituent organization, in accordance with its governing statute, having the authority to sign hereto, affirms under penalty of perjury that these Articles of Merger are true, correct and complete.

Dated December 8, 2017  
Month & Day Year

1.   
Signature  
Brett Carlson, President  
Name and Title (type or print)  
VHC, Inc.  
Name of corporation or other entity.

2.   
Signature  
Brett Carlson, President  
Name and Title (type or print)  
VHC Merger Newco, LLC  
Name of corporation or other entity.

3. \_\_\_\_\_  
Signature  
\_\_\_\_\_  
Name and Title (type or print)  
\_\_\_\_\_  
Name of corporation or other entity.

4. \_\_\_\_\_  
Signature  
\_\_\_\_\_  
Name and Title (type or print)  
\_\_\_\_\_  
Name of corporation or other entity.

If more space is needed, please attach additional sheets of this size.

**Signatures must be in black ink on an original document.**

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") dated as of December 8, 2017, by and between VHC Merger Newco, LLC, an Illinois limited liability company ("VHC Merger", or, after the consummation of the Merger (as defined below), the "Surviving Entity") and a wholly owned subsidiary of MCare Solutions, LLC, a Texas limited liability company ("MCare Solutions"), and VHC, Inc., an Illinois corporation (the "Merging Entity") and a wholly owned subsidiary of MCare Solutions.

WHEREAS, VHC Merger is a limited liability company organized under the laws of the State of Illinois;

WHEREAS, the Merging Entity is a corporation organized under the laws of the State of Illinois;

WHEREAS, each of the Illinois Limited Liability Company Act (the "ILLCA") and the Business Corporation Act of Illinois (the "BCAI") permits the merger of a domestic corporation into a domestic limited liability company;

WHEREAS, the sole member and manager of VHC Merger and the sole director and sole stockholder of the Merging Entity have duly authorized the merger of the Merging Entity with and into VHC Merger pursuant to the terms of this Plan of Merger, and have adopted and approved this Plan of Merger; and

WHEREAS, all other conditions precedent to the merger of the Merging Entity with and into the Surviving Entity have been, or prior to the consummation of the Merger will be, satisfied or validly waived.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed that, in accordance with the ILLCA and the BCAI, the Merging Entity shall be, and hereby is, merged with and into VHC Merger (the "Merger"), with VHC Merger as the surviving entity. The mode of consummating the Merger shall be as follows:

FIRST: The Merging Entity shall merge itself with and into VHC Merger, with VHC Merger as the Surviving Entity.

SECOND: The Articles of Organization and Limited Liability Company Agreement of VHC Merger shall continue in full force and effect as the Articles of Organization and Limited Liability Company Agreement of the Surviving Entity; provided, however, that the Articles of Organization of VHC Merger shall be amended as of the effective time of the Merger in accordance with the relevant provisions of the ILLCA pursuant to the Articles of Amendment amending the Articles of Organization of VHC Merger (the "Amended Articles of Organization"). Pursuant to the Amended Articles of Organization, the name of the Surviving Entity will be changed to "VHC, LLC", which shall be an Illinois limited liability company.

**THIRD:** Prior to the Merger, all of the issued shares of the Merging Entity and all of the issued membership interests of VHC Merger are owned by MCare Solutions. Upon effectiveness of the Merger, each outstanding share of stock of the Merging Entity shall by virtue of the Merger and without any further action on the part of the holders of such shares or on the part of the Merging Entity be canceled without consideration.

**FOURTH:** Upon effectiveness of the Merger, the directors and officers of VHC Merger shall continue as the directors and officers of the Surviving Entity until their successors shall have been duly elected and qualified as provided in the Articles of Organization and Limited Liability Company Agreement of the Surviving Entity.

**FIFTH:** Upon effectiveness of the Merger, the Merger shall have the effects set forth in this Plan of Merger and in the applicable provisions of the ILLCA and the BCAI. Without limiting the generality of the foregoing, and subject thereto, all of the assets, rights, privileges and powers and franchises, including all intellectual property, of each of the Merging Entity and VHC Merger shall vest in the Surviving Entity, and all debts, liabilities and duties of the Merging Entity and VHC Merger shall become the debts, liabilities and duties of the Surviving Entity.

**SIXTH:** This Plan of Merger may be executed in counterparts, each of which shall be deemed an original but which together shall constitute one and the same agreement.

**SEVENTH:** The Merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of Illinois in accordance with the ILLCA and the BCAI.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be duly executed and delivered by its respective officers thereunto duly authorized, all as of the day and year first written above.

**VHC, INC.**



By: \_\_\_\_\_

Name: Brett S. Carlson

Title: President

**VHC MERGER NEWCO, LLC**



By: \_\_\_\_\_

Name: Brett S. Carlson

Title: President

[Signature Page to Agreement and Plan of Merger]