

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM468494

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2017
RESUBMIT DOCUMENT ID:	900441274

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Health Care Incentives Improvement Institute, Inc.		12/31/2017	Corporation: CONNECTICUT

RECEIVING PARTY DATA

Name:	Altarum Institute
Street Address:	3520 Green Court, Suite 300
City:	Ann Arbor
State/Country:	MICHIGAN
Postal Code:	48105
Entity Type:	Non-Profit Corporation: MICHIGAN

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	4458284	EVIDENCE-INFORMED CASE RATES
Registration Number:	3968121	HEALTH CARE INCENTIVES IMPROVEMENT INSTI
Registration Number:	3929396	HCI3
Registration Number:	3441288	ECR
Registration Number:	3442840	PROMETHEUS PAYMENT
Registration Number:	5086237	BRIDGES TO EXCELLENCE
Registration Number:	4608825	INQUIREHEALTHCARE
Registration Number:	4343359	ECR ANALYTICS
Registration Number:	5088093	PROMETHEUS ANALYTICS
Registration Number:	3350274	PROMETHEUS PAYMENT

CORRESPONDENCE DATA

Fax Number: 7349302494

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: 7347613780

Email: trademarks@bodmanlaw.com

Correspondent Name: Bodman PLC, Susan M. Kornfield

TRADEMARK

Address Line 1: 201 South Division Street, Suite 400
Address Line 4: Ann Arbor, MICHIGAN 48104

NAME OF SUBMITTER: Susan M. Kornfield

SIGNATURE: /susan m. kornfield/

DATE SIGNED: 04/04/2018

Total Attachments: 8

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**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received
DEC 21 2017

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

FILED

DEC 21 2017

**ADMINISTRATOR
CORPORATIONS DIVISION**

Name Kristina Maynard Honigman Miller Schwartz and Cohn LLP		
Address 39400 Woodward Avenue, Suite 101		
City Bloomfield Hills	State Michigan	ZIP Code 48304-5151

EFFECTIVE DATE: **12/31/17**

Expiration date for new assumed names: December 31,

Expiration date for transferred assumed names appears in Item 6.

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

CERTIFICATE OF MERGER

For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation(s) executes the following Certificate:

1. The Plan of Merger is as follows:

a. The name of each constituent corporation and its identification number is:

Altarum Institute

800876399

Health Care Incentives Improvement Institute, Inc.

CHR.0012828 (Connecticut)

b. The name of the constituent corporation that will be the surviving corporation and its identification number is:

Altarum Institute

800876399

c. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares of each class and series	Indicate classes and series of shares that are entitled to vote	Indicate each class and series that is entitled to vote as a class, if any
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

If the number of shares is subject to change prior to the effective date of the merger, the manner in which the change may occur is as follows:

\$250.00 cc/dmg 10/12/09

2. Complete for Nonprofit Corporations Only

a) For each corporation organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.

b) For each corporation organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.

(a) Altarum Institute ("Altarum"), (b) organized on a directorship basis, the Board of Trustees manages the corporation's affairs, (c) currently eight (8) trustees with equal voting rights (one vote per member)

(a) Health Care Incentives Improvement Institute, Inc. ("HCI3"), (b) organized on a directorship basis, the Board of Directors manages the corporation's affairs, (c) currently three (3) directors with equal voting rights (one vote per member)

c) State the terms and conditions of the proposed merger.

See attached Agreement and Plan of Merger. HCI3, a Connecticut nonprofit, nonstock corporation will merge into Altarum a Michigan nonprofit, nonstock corporation and Altarum will be the surviving nonprofit, nonstock corporation.

d) Other provisions with respect to the merger are as follows:

See attached Agreement and Plan of Merger.

3. a) State the manner and basis of converting the shares of or membership or other interest in, each constituent corporation into shares, obligations, or other securities of or membership or other interest in the surviving corporation, or into cash or other consideration.

N/A

b) The amendments to the Articles or a restatement of the Articles of the surviving corporation to be effected by the merger are as follows:

N/A

4. The corporation has complied with the applicable provision of the law of the jurisdiction where it is organized.

5. (Complete only if a later effective date is desired other than the date of filing. The date must be no more than 90 days after receipt of this document in this office.) December 31, 2017

The Plan of Merger was adopted by the board of each constituent corporation under section 701.

The Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder or member of any constituent corporation.

6. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the merger are:

Assumed Name	Corporation Transferred from	Expiration Date

Nonsurvivor name to be used as assumed name of survivor:

7. (Complete only section (a), (b), or (c) for each corporation).

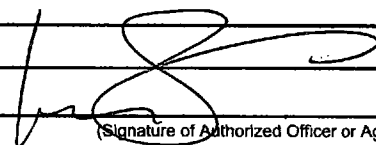
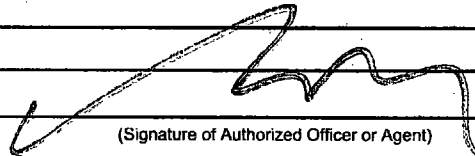
a) The Plan of Merger was approved by unanimous consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued shares or memberships, and has not elected a Board of Directors.

_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)
_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)

b) The Plan of Merger was approved by the shareholders or members of the following Michigan corporation(s) in accordance with section 703a of the Act.

By _____ (Signature of Authorized Officer or Agent)	By _____ (Signature of Authorized Officer or Agent)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Name of Corporation)	_____ (Name of Corporation)

c) The Plan of Merger was approved by the Board of Directors of the following Michigan nonprofit corporation(s) organized on a directorship basis in accordance with section 703a(3) of 1982 PA 162.

By  (Signature of Authorized Officer or Agent)	By  (Signature of Authorized Officer or Agent)
Lincoln T. Smith President (Type or Print Name)	Francois de Brantes President (Type or Print Name)
Altarum Institute (Name of Corporation)	Health Care Incentives Improvement Institute, Inc. (Name of Corporation)

AGREEMENT AND PLAN OF MERGER

between

ALTARUM INSTITUTE

and

HEALTH CARE INCENTIVES IMPROVEMENT INSTITUTE, INC.

THIS AGREEMENT AND PLAN OF MERGER (this "*Plan of Merger*") is made as of September 11, 2017 between ALTARUM INSTITUTE, a Michigan nonprofit, nonstock corporation ("*Altarum*" or "*Surviving Corporation*"), and HEALTH CARE INCENTIVES IMPROVEMENT INSTITUTE, INC., a Connecticut nonprofit, nonstock corporation ("*HCI3*"; together with Altarum, the "*Constituent Corporations*").

BACKGROUND

- A. Altarum is a nonstock, nonprofit corporation organized and existing on a directorship basis under Michigan law.
- B. HCI3 is a Connecticut nonstock, nonprofit corporation organized and existing on a directorship basis under Connecticut law.
- C. The Constituent Corporations have determined that it is mutually beneficial to merge HCI3 into Altarum (the "*Merger*") in accordance with the applicable provisions of the Michigan Nonprofit Corporation Act and the Connecticut Revised Nonstock Corporation Act, each as amended (collectively, the "*Acts*").

NOW THEREFORE, based upon the approval of this Plan of Merger by the Board of Directors of HCI3 and the Board of Trustees of Altarum, the Constituent Corporations agree as follows:

ARTICLE 1 – THE MERGER

- 1.1 Merger. HCI3 will be merged into Altarum.
- 1.2 Effective Date. The Merger shall be effective as of the latter to be filed of certificates of merger with the Michigan Department of Licensing and Regulatory Affairs and the Connecticut Secretary of State necessary to effect the Merger (the "*Effective Time*").
- 1.3 Surviving Corporation. The Surviving Corporation will be Altarum. The Surviving Corporation will continue to operate as a nonprofit, nonstock corporation and will continue to be governed by Michigan law.

ARTICLE 2 – GOVERNANCE OF THE SURVIVING CORPORATION

- 2.1 Articles of Incorporation. The Restated Articles of Incorporation of Altarum, as amended, in effect immediately before the Effective Date of the Merger shall constitute

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the Articles of Incorporation of the Surviving Corporation, which provides that the name of the corporation is "Altarum Institute."

- 2.2 Bylaws. The Bylaws of Altarum in effect immediately before the Effective Date of the Merger shall constitute the Bylaws of the Surviving Corporation.
- 2.3 Trustees and Officers. The trustees and officers of Altarum shall be the trustees and officers of the Surviving Corporation.

ARTICLE 3 - EFFECT OF THE MERGER

- 3.1 At Merger's Effective Date. The effect of the Merger shall be as provided by the applicable provisions of the Acts. At the Effective Time:
 - 3.1.1. HCI3's separate existence shall cease.
 - 3.1.2. the Surviving Corporation will possess all of Constituent Corporations' assets and property of every description and every interest, wherever located, including the rights, privileges, immunities, powers, franchises, and authority of a public or private nature;
 - 3.1.3. all obligations belonging to or due any of the Constituent Corporations shall be vested in and become the obligations of the Surviving Corporation without further act or deed;
 - 3.1.4. title to any real estate or any interest in real estate that is vested in either of the Constituent Corporations shall be vested in and be held by the Surviving Corporation, without further act or deed. Title to any real estate or any interest in real estate shall not revert or in any way be impaired by reason of the Merger;
 - 3.1.5. all creditors' rights and all liens on any property of the Constituent Corporations shall be preserved unimpaired;
 - 3.1.6. the Surviving Corporation shall be liable for all of the Constituent Corporations' liabilities and obligations, and any existing claim or pending action or proceeding by or against either Constituent Corporation may be prosecuted to judgment with right of appeal, as if the Merger had not taken place; and
 - 3.1.7. Altarum will continue to perform the obligations set forth in that certain Control Transfer Agreement, effective as of November 15, 2016 (the "*Control Agreement*"), between Altarum and HCI3, as required by Section 4(b) thereof.
- 3.2 After Merger's Effective Time. If, after the Effective Time, the Surviving Corporation shall determine that further conveyances, agreements, documents, instruments, assurances of law, or any other things are necessary or desirable to vest, perfect, confirm, or record in the Surviving Corporation the title to any property, rights, privileges, powers and franchises of the Constituent Corporations or to otherwise carry out the provisions of

this Agreement and Plan of Merger, the appropriate directors/trustees and officers last in office in each Constituent Corporation shall:

- 3.2.1. execute and deliver, on the Surviving Corporation's request, all proper conveyances, agreements, documents, instruments, and assurances of law; and
- 3.2.2. do all things necessary or proper to vest, perfect, or confirm title to the Surviving Corporation's property, rights, privileges, powers, and franchises and otherwise to carry out the provisions of this Agreement and Plan of Merger.


ARTICLE 4 – TERMINATION; EXECUTION

- 4.1 Termination. At any time before the Merger's Effective Date, Altarum and HCI3 may mutually consent to terminate this Agreement and Plan of Merger and abandon the Merger.
- 4.2 Counterparts. This Agreement and Plan of Merger may be executed in several counterparts, each of which shall be deemed an original, and which together shall constitute one instrument. Copies (whether facsimile, photostatic or otherwise) of this Agreement and Plan of Merger and all signatures on such copies (including counterparts) shall be deemed to be originals and may be relied on to the same extent as the originals, absent manifest fraud.

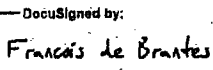
[SIGNATURES ON FOLLOWING PAGE(S)]

Altarum and HCI3, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors or Trustees, have caused this Agreement and Plan of Merger to be executed by the undersigned as the respective act, deed and agreement of each of said corporations.

ALTARUM INSTITUTE

DocuSigned by:
By 
C817EEB81CCE40C
Lincoln I. Smith
Its President

**HEALTH CARE INCENTIVES IMPROVEMENT
INSTITUTE, INC.**

DocuSigned by:
By 
C7DEDD00F804C7C
François de Brantes
Its President

SIGNATURE PAGE TO
AGREEMENT AND PLAN OF MERGER

STATE OF MICHIGAN
DEPARTMENT OF ATTORNEY GENERAL



BILL SCHUETTE
ATTORNEY GENERAL

P.O. Box 30214
LANSING, MICHIGAN 48909

November 20, 2017

Kristina Maynard
Honigman
39400 Woodward Avenue Suite 101
Bloomfield Hills, MI 48304

Fax (248) 566-8461

Re: MERGER OF: Health Care Incentives Improvement Institute, Inc.
[Connecticut nonprofit] into Altarum Institute [866088]
AG: 5099

Dear Madam:

The Attorney General's Charitable Trust Section received your request to review the proposed merger of the above-captioned organizations pursuant to provisions of the Dissolution of Charitable Purpose Corporations Act, MCL 450.251 *et seq.* and the Supervision of Trustees for Charitable Purposes Act, MCL 14.251 *et seq.*

The Department of Attorney General does not object to the merger, but does remind the requesting parties that merger does not relieve the surviving party of its obligation to use charitable assets according to the purpose for which they were given. Additionally, this office requires prompt notification of the following:

- If there are significant changes to plan of merger or merger agreement;
- If the merger is delayed or abandoned; and
- When the merger documents are filed with the Corporations Division of the Michigan Department of Licensing and Regulatory Affairs.

This statement of non-objection of the Charitable Trust Section is limited to: 1) the facts represented in materials disclosed to this office in connection with the proposed merger; 2) the named organizations; and 3) the following statutes: the Dissolution of Charitable Purpose Corporations Act, MCL 450.251 *et seq.* and the Supervision of Trustees for Charitable Purposes Act, MCL 14.251 *et seq.* The Charitable Trust Section takes no position on the requesting parties' compliance with any other state or federal law in connection with the proposed merger.

Sincerely,

A handwritten signature in black ink, appearing to read "Joseph J. Kylman".

Joseph J. Kylman, Auditor
Charitable Trust Section
(517) 373-1152