

ASSIGNMEN

02-21-2001

R SHEET Patents Only



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To the Honorable Commissioner of P  
Please record the attached original do

orney Dkt. No.: 5784-51

1. Name of conveying party(ies):

Regions Hospital Foundation  
Group Health Foundation

2. Name and address of receiving party(ies):

HealthPartners Research Foundation  
8100 34th Avenue South  
Bloomington, Minnesota 55425

Additional name(s) of conveying party(ies) attached? Yes ☐ No ☒

3. Nature of conveyance:

2-12-01

- ☐ Assignment  
☒ Merger  
☐ Security Agreement  
☐ Change of Name  
☐ Other

Execution Date: December 26, 1997Additional name(s) & address(es) attached? Yes ☐ No ☒

4. Application No. \_\_\_\_\_

Patent No. 5,624,898

If this document is being filed together with a new application, the execution date of the application  
is: \_\_\_\_\_

Additional numbers attached? Yes ☐ No ☒

5. Name and address of party to whom correspondence concerning document should be mailed:

W. Murray Spruill  
**ALSTON & BIRD LLP**  
P. O. Drawer 34009  
Charlotte, NC 28234-4009

6. Total number of applications and patents involved:

17. Total fee (37 CFR 3.41) \$40.00

- ☒ Enclosed  
☐ Authorized to be charged to deposit account

8. Deposit account number: 16-0605

DO NOT USE THIS SPACE

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.*

Leslie T. Henry, Reg. No. 45,714  
Name of Person Signing

Leslie T. Henry  
Signature

February 8, 2001  
Date

Total number of pages including cover sheet, attachments and document: 13

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PATENT  
REEL: 011511 FRAME: 0675

State of Minnesota

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**SECRETARY OF STATE**

## CERTIFICATE OF MERGER

I, Joan Anderson Growse, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 317A

State of Formation and Names of Merging Entities:

MN: REGIONS HOSPITAL FOUNDATION

MN: GROUP HEALTH FOUNDATION

State of Formation and Name of Surviving Entity:

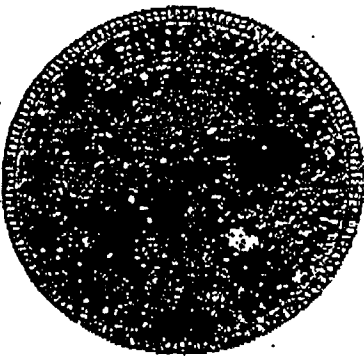
MN: GROUP HEALTH FOUNDATION

Effective Date of Merger: January 1, 1998

Name of Surviving Entity After Effective Date of Merger:

HEALTHPARTNERS RESEARCH FOUNDATION

This certificate has been issued on: December 26, 1997.



*Joan Anderson Growse*  
Secretary of State.

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ARTICLES OF MERGER  
OF  
REGIONS HOSPITAL FOUNDATION  
INT  
GROUP HEALTH FOUNDATION

Pursuant to the provisions of the Minnesota Statutes 317A.615, the undersigned officers of Regions Hospital Foundation and Group Health Foundation hereby certify that:

1. Attached hereto as Exhibit A is a copy of the Plan of Merger pursuant to which Regions Hospital Foundation, a Minnesota nonprofit corporation, will be merged into Group Health Foundation, a Minnesota nonprofit corporation. ✓
2. The Plan of Merger has been duly approved and adopted by Regions Hospital Foundation and its voting member HPI-Ramsey, Inc., and Group Health Foundation and its voting member Group Health Plan, Inc., in accordance with the provisions of Minnesota Statutes, Chapter 317A. ✓
3. The merging corporations are organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Accordingly, no prior notice to the Minnesota Attorney General is required pursuant to Minnesota Statutes Section 317A.811. HealthPartners Research Foundation will send to the Attorney General a copy of the Certificate of Merger once it has been issued by the Minnesota Secretary of State. ✓

REGIONS HOSPITAL FOUNDATION

By *Stephen E. Schmidt*  
Its *Chairman*  
Date 12/22/97

GROUP HEALTH FOUNDATION

By *Rory Solberg*  
Its *President*  
Date 12/22/97

www/real/docs/Articles of Merger of Regions into GH (F)121997.doc

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PLAN OF MERGER OF  
REGIONS HOSPITAL FOUNDATION  
INTO  
GROUP HEALTH FOUNDATION

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1. **Merging corporations.** The names of the corporations proposing to merge are Regions Hospital Foundation and Group Health Foundation.

2. **Surviving corporation.** The surviving corporation shall be Group Health Foundation.

3. **Name.** The name of the surviving corporation shall be changed to "HealthPartners Research Foundation."

4. **Terms and Conditions.** The merger shall be subject to the following terms and conditions:

a. The merger shall be effective as of the beginning of January 1, 1998.

b. The merger may be abandoned upon the affirmative vote of a majority of all directors of either merging corporation prior to the effective date of the merger.

c. Following the effective date of the merger, the separate corporate existence of Regions Hospital Foundation shall continue in the surviving corporation to the extent deemed necessary by the Board of Directors of the surviving corporation for purposes of (i) filing any and all tax returns and other reports that Regions Hospital Foundation may be required to file by any governmental authorities; (ii) avoiding any forfeitures under the terms of any contract, deed, license, permit or other document; (iii) preserving the right of indemnification under any and all policies or plans of property, casualty, surety, or directors and officers liability insurance; (iv) receiving any payments from any party; (v) complying with any covenant or condition of any loan agreement, mortgage or trust indenture; (vi) receiving any devise, bequest, gift or grant that would not otherwise inure to the surviving corporation; (vii) executing any and all documents necessary to accomplish the transactions contemplated by this merger; (viii) the performance or assignment of any bargaining authority, trusteeship or fiduciary responsibility; or (ix) any other purpose deemed appropriate by the Board of Directors of the surviving corporation.

5. **Membership.** The membership interest of HPI-Ramsey, Inc., a Minnesota nonprofit corporation serving as sole member of Regions Hospital Foundation, shall be extinguished as of the effective date of the merger.

6. **Articles of Incorporation.** The Articles of Incorporation of the surviving corporation shall be amended and restated, as of the effective date of the merger, in the form of Exhibit 1 attached hereto.

7. **Bylaws.** The Bylaws of the surviving corporation shall be amended and restated, as of the effective date of the merger, in the form approved by both Regions Hospital Foundation and Group Health Foundation prior to the effective date of the merger.

8. **Directors.** The term of office of each of the directors of the surviving corporation shall end immediately prior to the effective date of the merger. As of the effective date of the merger, the following individuals shall be the directors of the surviving corporation, each serving until the conclusion of the annual meeting of the surviving corporation in the year listed opposite his or her name:

<u>Name of Director</u>	<u>Year Term Ends</u>
William Frey	1999
John Yeh	1999
Joe Rigatuso	1999
Craig Amundson	1999
Andrea Walsh	1999
Howard Guthmann	1999
Ruby Hunt	1999
Kristin Nichol	2000
Edith Leyasmeyer	2000
Doug Pratt	2000
Emil Kucera	2000
John Marini	2000
Sharon Roinick	2000
Howard Stang	2000
Keith Henry	2000
Virginia Gray	2001
Mary Brainerd	2001
George Isham	2001
Gordon Mosser	2001
Robert Mulhausen	2001
Daniel Nelson	2001
Leif Solberg	2001
Susan Freeman	2001
Terry Crowson	Ex officio

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9. **Officers.** The term of office of each of the officers of the surviving corporation shall end immediately prior to the effective date of the merger. As of the effective date of the merger, the following individuals shall be the officers of the surviving corporation, each serving for a one year term and until his or her successor has been elected and has qualified in the manner described in the Bylaws of the surviving corporation:

Chair	Virginia Gray
President	Terry Crowson
Executive Director	Andrew Nelson
Treasurer	Kathy Cooney
Secretary	Valerie Welch
Assistant Secretary	Debra Cross

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EXHIBIT 1 TO THE  
PLAN OF MERGER

RESTATED ARTICLES OF INCORPORATION  
OF  
HEALTHPARTNERS RESEARCH FOUNDATION

ARTICLE I

The name of this corporation shall be:

HealthPartners Research Foundation

ARTICLE II

This corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, and in connection therewith exclusively for the benefit of, to support the functions of, and to assist in carrying out the purposes of Group Health Plan, Inc., a Minnesota nonprofit corporation. In furtherance of its purposes, this corporation may engage in, advance, promote, support and administer charitable, scientific and educational activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others. Assets received by this corporation subject to donor-imposed restrictions as to their use shall not be diverted from such use. All the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code are to the Internal Revenue Code of 1986 and include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to this corporation.

ARTICLE III

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, if any, other than to members described in Section 501(c)(3) of the Internal Revenue Code or subdivisions, units, or agencies of the United States or a state or local government. No part of the net income or net earnings of this corporation shall inure to the benefit of any member, private shareholder or individual. Except as permitted by Minnesota Statutes, Section 317A.501, this corporation shall not lend any of its assets to or guarantee the obligation of any officer, director, or employee of this corporation, or a member of the family of such a person. Nothing herein shall be construed to prohibit the payment of reasonable compensation to any person for services actually rendered by such person to this corporation.

## ARTICLE IV

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

## ARTICLE V

The period of duration of this corporation's existence shall be perpetual.

## ARTICLE VI

The registered office of this corporation shall be located at 8100 34th Avenue South, P.O. Box 1309, Minneapolis, MN 55440-1309.

## ARTICLE VII

This corporation shall not have members with voting rights. The Board of Directors may establish one or more classes of non-voting members upon such conditions and terms as it from time to time deems appropriate.

## ARTICLE VIII

The management and direction of the business of this corporation shall be vested in a Board of Directors. The number, term of office, powers, authority and duties of members of the Board of Directors, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by three-quarters of the entire Board of Directors or by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present, whichever is greater. All directors shall be notified immediately of the text and effective date of any such written action that is duly taken.



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ARTICLE IX

This corporation shall have no capital stock.

ARTICLE X

The directors and officers of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the directors or officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

ARTICLE XI

These Articles of Incorporation may be amended from time to time upon the affirmative vote of at least three-fourths of the entire Board of Directors; provided, however, that any such amendment shall take effect only after it has been approved by the Board of Directors of Group Health Plan, Inc.

ARTICLE XII

This corporation may be dissolved in accordance with the laws of the State of Minnesota; provided, however, that any dissolution shall be subject to the approval of Group Health Plan, Inc. In the event of the dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to Group Health Plan, Inc., or its successor, to be held and used exclusively for charitable, scientific or educational purposes; provided, however, that if Group Health Plan, Inc. or such successor organization is not then in existence or is not an organization described in Section 501(c)(3) of the Internal Revenue Code, then said surplus property shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Internal Revenue Code of 1986, or to the State of Minnesota or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

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STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
DEC 26 1997  
*James Anderson*  
Secretary of State

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