

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT5499343

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
GREENVILLE HEALTH SYSTEM	03/09/2016
RECEIVING PARTY DATA	
Name:	PRISMA UPSTATE - UPSTATE
Street Address:	701 GROVE RD
City:	GREENVILLE
State/Country:	SOUTH CAROLINA
Postal Code:	29605
PROPERTY NUMBERS Total: 2	
Property Type	Number
Application Number:	15778734
Application Number:	62386260
CORRESPONDENCE DATA	
Fax Number:	(864)233-7342
<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:	(864) 271-1592
Email:	USDOCKETING@DORITY-MANNING.COM, CJOHNSON@DORITY-MANNING.COM
Correspondent Name:	DORITY & MANNING, P.A.
Address Line 1:	P.O. BOX 1449
Address Line 4:	GREENVILLE, SOUTH CAROLINA 29602-1449
ATTORNEY DOCKET NUMBER:	GHS-89-P; GHS-89-PCT-US
NAME OF SUBMITTER:	CHRISTINA L. MANGELSEN
SIGNATURE:	/Christina L. Mangelsen, Reg. No. 50244/
DATE SIGNED:	04/30/2019
Total Attachments: 8	
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STATE OF SOUTH CAROLINA
SECRETARY OF STATE

NONPROFIT CORPORATION
ARTICLES OF AMENDMENT

Pursuant to the provisions of Section 33-31-1005 of the 1976 S.C. Code of Laws, as amended, the applicant delivers to the Secretary of State these articles of amendment:

1. The name of the nonprofit corporation is (must match name on record with Secretary of State):

Upstate Affiliate Organization

2. Date incorporated (must match date on record with Secretary of State): 2-18-2016

3. On 6-19-2018 (date the amendment was decided upon), the following amendment was adopted:

The name of the corporation is "Prisma Health - Upstate"

4. By checking this paragraph #4 the applicant represents that (a) approval of the amendment by the members was not required, (b) the amendment was approved by a sufficient vote of the board of directors or the incorporators. (Do not check this paragraph #4 if member vote was required or if the required vote of directors or incorporators was not obtained.

5. If the approval of the members was required to adopt the amendment(s), provide the following information:

Complete one of the following as appropriate:

Designation (classes of membership)	Number of Memberships Outstanding	Number of Votes Entitled to be Cast by each Class	Number of Votes of Each Class Voting	Number of Votes Cast*		Total Number of undisputed votes cast for approval
				For	-AND- Against	

6. By checking this paragraph #6 the applicant represents that approval of the amendment by some person or persons other than the members, the board, or the incorporators is required pursuant to Section 33-31-1030 of the 1976 S.C. Code of Laws, as amended, and that the approval was obtained. (Do not mark paragraph #6 if either of these statements is not true.)

Upstate Affiliate Organization

Name of Corporation

7. If the amendment provides for an exchange, reclassification, or cancellation of memberships, provisions for implementing the amendment must be set forth here if provisions are not contained in the amendment itself:

[Empty box for amendment provisions]

8. If this corporation is converting from either a public benefit or religious corporation into a mutual benefit corporation, mark this paragraph #8 which certifies that a notice, including a copy of the proposed amendment, was delivered to the South Carolina Attorney General at least twenty days before the consummation of the amendment.

Date: 12-17-2018

Name of Corporation:

Upstate Affiliate Organization

Spence M Taylor
(Signature of Officer)

Spence M. Taylor, MD
(Print Name)

President
(Position of Officer)

THIS AGREEMENT IS SUBJECT TO ARBITRATION PURSUANT
TO S.C. CODE SECTION 15-48-10, ET. SEQ. AS MODIFIED HEREIN

LEASE AND CONTRIBUTION AGREEMENT
BETWEEN GREENVILLE HEALTH SYSTEM AND
Upstate Affiliate Organization

This LEASE AND CONTRIBUTION AGREEMENT (this "Agreement") is made, effective as of the 9 day of March, 2016, by and between Greenville Health System (the "Lessor") and Upstate Affiliate Organization (the "Lessee").

WITNESSETH:

WHEREAS, Lessor is a political subdivision of the State of South Carolina created under Act 432 of the Joint Acts and Resolutions of the General Assembly of the State of South Carolina ("Act 432" or the "Act");

WHEREAS, Lessee is a not-for-profit, tax-exempt organization established by Lessor under the South Carolina Nonprofit Corporation Act;

REDACTED

NOW THEREFORE, in consideration of the premises, covenants and agreements set forth herein, the Parties hereto agree as follows:

SECTION 1.2. Contribution of Operating Assets and Existing Operations.

Lessor, for and in consideration of the assumption by Lessee of the liabilities and legally imposed obligations of the Lessor pursuant to Sections 1.3 and 1.7 hereof, and the performance by Lessee of its other agreements hereunder, hereby transfers, assigns, contributes and conveys to Lessee the following assets:

REDACTED

(viii) All trade names, service marks and trademarks used by the Lessor, whether or not registered. In connection therewith, the name, trade names, service marks and other intellectual property of Lessor will be transitioned to Lessee for its use so that continuity of care associated with the operations will be continued. All insurance reserves and trust agreements;

REDACTED

SECTION 1.9. Name. Lessor agrees that Lessee shall have the right to exclusively use and operate under the name, trademarks and other intellectual property of the Greenville Health System. Lessor shall, effective as of the Commencement Date, grant an exclusive license to such intellectual property to Lessee and further agrees that, post Commencement Date, Lessor shall do business in such a manner as to not lead to confusion in the market.

REDACTED

IN WITNESS WHEREOF, the parties hereto have caused this Lease and Contribution Agreement to be executed under seal, effective as of the date first set forth above.

GREENVILLE HEALTH SYSTEM, a political subdivision of the State of South Carolina created under Act 432 of the Joint Acts and Resolutions of the General Assembly of the State of South Carolina, as Lessor

By: 
Its: Chairman, of the Board of Trustees

Date: March 9, 2016

REDACTED

IN WITNESS WHEREOF, the parties hereto have caused this Lease and Contribution Agreement to be executed under seal, effective as of the date first set forth above.

UPSTATE AFFILIATE ORGANIZATION, a
South Carolina nonprofit corporation, as Lessee

By: *Sergueto L. Wyche*

Date: March 9, 2016

Its: Chair, Board of Directors

REDACTED