

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT5648572

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
BLOODCENTER RESEARCH FOUNDATION, INC.	04/22/2015
RECEIVING PARTY DATA	
Name:	VERSITI BLOOD RESEARCH INSTITUTE FOUNDATION, INC.
Street Address:	638 N. 18TH STREET
City:	MILWAUKEE
State/Country:	WISCONSIN
Postal Code:	53233
PROPERTY NUMBERS Total: 3	
Property Type	Number
Application Number:	14433082
Application Number:	61708837
Application Number:	61866348
CORRESPONDENCE DATA	
Fax Number:	(414)978-8650
<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:	414-277-5187
Email:	michelle.davis@quarles.com
Correspondent Name:	MICHELLE L. DAVIS
Address Line 1:	411 E. WISCONSIN AVE.
Address Line 2:	QUARLES & BRADY LLP
Address Line 4:	MILWAUKEE, WISCONSIN 53202
ATTORNEY DOCKET NUMBER:	160180.00106
NAME OF SUBMITTER:	JEAN C. BAKER
SIGNATURE:	/Jean C. Baker/
DATE SIGNED:	08/01/2019
Total Attachments: 6	
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RECORD 2011

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, Mary Ann McCoshen, Administrator, Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department.

A handwritten signature in cursive script that reads "Mary Ann McCoshen".

MARY ANN McCOSHEN, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

DATE: JAN - 8 2019

BY:

A handwritten signature in cursive script, likely of the same person as the signature above, but less legible.

PAGE 7/10 RECD 8/20/2018 3:32:10 PM [Central Daylight Time] PRD 062676913

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BLOODCENTER RESEARCH FOUNDATION, INC.
(Name changed by this Document)

Versiti Blood Research Institute Foundation, Inc., a non-stock corporation organized and existing under Chapter 181 of the Wisconsin Statutes (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation, which supersede and take the place of its existing Articles of Incorporation and any and all amendments thereto.

ARTICLE I
Name

The name of the Corporation is Versiti Blood Research Institute Foundation, Inc.

ARTICLE II
Purposes

The Corporation is organized and shall be operated exclusively for charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code") and more specifically is organized and at all times shall be operated to perform the functions of and carry out the purposes of the BloodCenter of Wisconsin, Inc. ("BCW"), Aurora Area Blood Bank dba Heartland Blood Centers ("Heartland"), Central Indiana Regional Blood Center, Inc. ("Indiana"), and Michigan Blood ("Michigan") and other similar entities engaged in transfusion or transplant medicine services or research (collectively referred to as the "Supported Entities"), so long as such Supported Entities remain organizations described in Section 509(a)(1) or (2) of the Internal Revenue Code, by engaging in basic, clinical and translational research and education in fields relating to collection, processing testing, storage, distribution and administration of human blood, human blood products and derivatives and other human tissues, organs and biological products for use in the diagnosis and treatment of human disease; diseases of the blood and immunologic systems; and to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Sections 170(e)(2), 2055(a)(2), and 2522(e)(2) of the Internal Revenue Code.

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PAGE 810 RECD 8/20/2018 3:32:10 PM [Central Daylight Time] PRD 082678913

**ARTICLE III
Powers**

The Corporation shall have all powers conferred upon nonstock corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) The 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.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV
Members**

The Corporation shall have members. Provisions concerning the members shall be set forth in the Bylaws of the Corporation.

**ARTICLE V
Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be no less than seven (7) Directors; thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3).

**ARTICLE VI
Dissolution and Liquidation**

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the

PAGE 9/10 REC'D 8/20/2018 3:32:10 PM Central Daylight Time] PRD 082678813

Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor.

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code as determined in the plan to dissolve adopted in the manner set forth above in this Article VI. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the circuit court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine.

**ARTICLE VII
Amendment**

These Articles may be amended only by the members.

**ARTICLE VIII
Permitted Distributions**

The Bylaws of the Corporation may provide that the Corporation is authorized to make distributions under Section 181, 1302(3) of the Wisconsin Statute.

**ARTICLE IX
Miscellaneous**

Section 1. The name and address of the registered agent of the Corporation is Maureen Kwiecinski, 638 N. 18th St., Milwaukee, Wisconsin 53201-2178.

Section 2. The mailing address in Wisconsin of the principal office of the Corporation is 638 N. 18th St., Milwaukee, Wisconsin 53201-2178.

CERTIFICATE

This is to certify the following:

_____ This restatement does not contain any amendments which require the approval of the member or any other person other than the Board of Directors. The Board of Directors approved and adopted these Amended and Restated Articles of Incorporation by a _____ (majority or other required percentage) _____ vote at a meeting properly called and held on _____.

PAGE 10/10 RECD 8/20/2018 3:32:10 PM [Central Daylight Time] PKD 08267813


XX This restatement contains amendments which require the approval of the member(s) or a person other than the Board of Directors of the Corporation. These Amended and Restated Articles of Incorporation were adopted in the following manner:

XX In accordance with Section 181.1003 of the Wis. Stats. (By Members)

 In accordance with Section 181.1004 of the Wis. Stats. (By Members voting by Class)

 Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under Section 181.1030 (By 3rd Person - Contingency Statement)

IN WITNESS WHEREOF, I have hereunto set my hand this 20 day of August, 2018.



Its Maureen Kwlechnski
EVP & General Counsel

This document was drafted by and should be returned to C. Frederick Gellfuss, c/o Verall, Inc., 638 North 18th Street, Milwaukee, Wisconsin 53233.

4837-6037-0082.1



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

RESTATED ARTICLES OF INCORPORATION - Ch. 181
BLOODCENTER RESEARCH FOUNDATION, INC.

Received Date: 8/20/2018

Filed Date: 8/21/2018

Filing Fee: \$25.00

Expedited Fee: \$25.00

Total Fee: \$50.00

Entity ID#: 6B18027

Name Chg