

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT5709937

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/20/2019
CONVEYING PARTY DATA	
Name	Execution Date
ANDOVER HEALTHCARE RESOURCES, INC.	06/10/2019
RECEIVING PARTY DATA	
Name:	ANDOVER HEALTHCARE, INC.
Street Address:	9 FANARAS DRIVE
City:	SALISBURY
State/Country:	MASSACHUSETTS
Postal Code:	01952
PROPERTY NUMBERS Total: 3	
Property Type	Number
Application Number:	15402416
Application Number:	15589330
Application Number:	16001591
CORRESPONDENCE DATA	
Fax Number:	(864)503-1999
<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:	8645031537
Email:	patents@milliken.com
Correspondent Name:	ANDOVER HEALTHCARE, INC.
Address Line 1:	920 MILLIKEN ROAD
Address Line 2:	LEGAL DEPARTMENT (M-495)
Address Line 4:	SPARTANBURG, SOUTH CAROLINA 29303
NAME OF SUBMITTER:	ROBERT M. LANNING
SIGNATURE:	/Robert M. Lanning/
DATE SIGNED:	09/10/2019
Total Attachments: 10	
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The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Merger

FORM MUST BE TYPED

**Involving Domestic Corporations,
Foreign Corporations or Foreign Other Entities
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)**

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
<u>Andover Healthcare, Inc.</u>	<u>Massachusetts</u>	<u>06/21/1976</u>
<u>Andover Healthcare Resources, Inc.</u>	<u>New Hampshire</u>	<u>10/20/2014</u>

(3) The foreign corporation or other entity ☒ is / ☐ is not* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: Andover Healthcare, Inc.

(5) Jurisdiction under the laws of which the surviving entity will be organized: Massachusetts

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified:

(7-8) For each domestic corporation that is a party to the merger:**

(check appropriate box)

☐ The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

☒ The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

* Check appropriate box

** Provide this information for each domestic corporation separately

- (10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.
- (11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.
- (12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: 9 Fanaras Drive, Salisbury, Massachusetts 01952
(number, street, city or town, state, zip code)

Signed by: Harvey H. Cook Jr.
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☒ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

on this 10th day of June, 2019

Signed by: [Signature]
(signature of authorized individual)

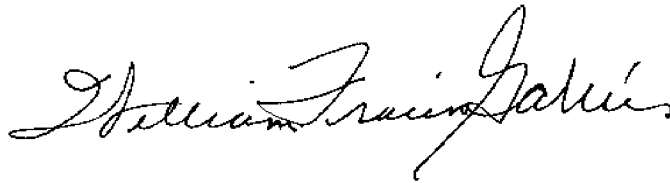
- ☐ Chairman of the board of directors,
- ☐ President,
- ☒ Other officer,
- ☐ Court-appointed fiduciary,

on this 10th day of June, 2019

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

June 19, 2019 04:42 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized 'G' at the end.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

State of New Hampshire

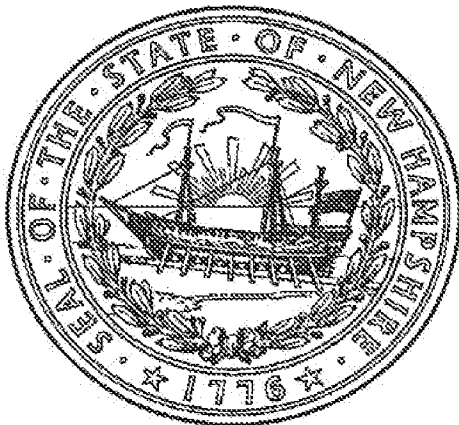
Department of State

CERTIFICATE OF MERGER
OF
ANDOVER HEALTHCARE RESOURCES, INC.
INTO
ANDOVER HEALTHCARE, INC.

The Secretary of State of the State of New Hampshire hereby certifies that a Merger of **ANDOVER HEALTHCARE RESOURCES, INC.**, a(n) **New Hampshire Profit Corporation** into **ANDOVER HEALTHCARE, INC.**, a (n) **Massachusetts Profit Corporation** has been received in this office to be effective 6/20/2019 4:30:00 PM.

ACCORDINGLY the undersigned, by virtue of the authority vested in him by law, hereby issues this Certificate of Merger of **ANDOVER HEALTHCARE RESOURCES, INC.** into **ANDOVER HEALTHCARE, INC.**, and attaches hereto a copy of said Merger.

Business ID: **702979**



IN TESTIMONY WHEREOF,

I hereto set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 20th day of June A.D. 2019.

A handwritten signature in black ink, appearing to read "William M. Gardner".

William M. Gardner
Secretary of State

State of New Hampshire

Filing fee: \$35.00
Use black print or type.

Filed
Date Filed : 06/20/2019 04:30:00 PM
Effective Date : 06/20/2019 04:30:00 PM
Filing # : 4531164 Pages : 5
Business ID : 702979
William M. Gardner
Secretary of State
State of New Hampshire
RSA 293-A:11.05

ARTICLES OF MERGER OF DOMESTIC OR DOMESTIC AND FOREIGN CORPORATIONS

Andover Healthcare, Inc.
(surviving corporation)

PURSUANT TO THE PROVISIONS of the New Hampshire Business Corporation Act, the undersigned domestic corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

FIRST: The plan of merger was approved by each of the undersigned corporations in the manner prescribed by the New Hampshire Business Corporation Act. **THE PLAN OF MERGER IS ATTACHED** (Note 1).

Name of Corporation: Andover Healthcare, Inc.

State of Incorporation: Massachusetts

(Check one) A. ☒ Shareholder approval **was not** required.
B. ☐ Shareholder approval **was** required. (Note 2)

Name of Corporation: Andover Healthcare Resources, Inc.

State of Incorporation: New Hampshire

(Check one) A. ☐ Shareholder approval **was not** required.
B. ☒ Shareholder approval **was** required. (Note 2)

Foreign Corporation Only (please check):

C. ☒ The laws of the state under which the foreign corporation was organized permit such a merger and the foreign corporation has complied with the laws of that state in effecting the merger.

SECOND: The number of votes cast for the plan by each voting group was sufficient for approval by each voting group. (Note 2)

THIRD: The aggregate number of shares which the surviving corporation has authority to issue as a result of the merger is:

Share Type	No. of Authorized Shares	Par Value	Comments
Common	100 Class A Voting		
Common	12,022 Class B Voting		

Andover Healthcare, Inc. (Note 3)
(Corporate Name)

Halsey M. Cook Jr. (Note 4)
(Signature)

Halsey M. Cook Jr.
(Print or type name)

President (Note 4)
(Title)
Date signed: 06/10/2019

Andover Healthcare Resources, Inc. (Note 3)
(Corporate Name)

Halsey M. Cook Jr. (Note 4)
(Signature)

Halsey M. Cook Jr.
(Print or type name)

President (Note 4)
(Title)
Date signed: 06/10/2019

Notes: 1. The Plan of Merger must be submitted with this form.

2. See RSA 293-A:1.40 for definition of voting group.

3. Exact corporate names of respective corporations executing the Articles.

4. Signature and title of person signing for the corporation. Must be signed by chairman of the board of directors, president or other officer; or see RSA 293-A:1.20(f) for alternative signatures.

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fee and DATED AND SIGNED ORIGINAL (INCLUDING PLAN OF MERGER) to:
Mailing Address - Corporation Division, NH Dept. of State, 107 N Main St, Rm 204, Concord, NH 03301-4989
Physical Location - State House Annex, 3rd Floor, Rm 317, 25 Capitol St, Concord, NH

Form 17 (9/2015)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement"), dated June 10, 2019, is entered into by and between Andover Healthcare, Inc., a Massachusetts corporation ("Andover Health"), and Andover Healthcare Resources, Inc., a New Hampshire corporation ("Andover Recourses").

RECITALS

WHEREAS, Andover Health and Andover Resources desire to merge into a single corporation (the "Merger") pursuant to Section 293-A:11.02 of the New Hampshire Business Corporation Act (the "NHBCA") and Section 156D-11.02 of the Massachusetts Business Corporation Act (the "MBCA");

WHEREAS, the board of directors of Andover Health and Andover Resources have duly adopted and approved the execution and performance of this Agreement in accordance with the NHBCA and the MBCA; and

WHEREAS, the shareholder of Andover Resources has duly approved the adoption, execution and performance of this Agreement in accordance with the NHBCA.

NOW, THEREFORE, both parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Merger and mode of carrying the same into effect as follows:

AGREEMENT

1. Merger. On the terms and subject to the conditions set forth in this Agreement, and in accordance with the applicable provisions of the NHBCA and the MBCA, at the Effective Time, Andover Resources will be merged with and into Andover Health, the separate corporate existence of Andover Resources will cease, and Andover Health will continue as the surviving corporation in the Merger (the "Surviving Corporation").

2. Certificate of Incorporation and Bylaws. As of the Effective Time, the certificate of incorporation and bylaws of Andover Health will continue as the certificate of incorporation and bylaws of the Surviving Corporation.

3. Directors and Officers. As of the Effective Time, the directors and officers of Andover Health will continue as the directors and officers of the Surviving Corporation.

4. Closing. The consummation of the Merger will occur at the latest time indicated in a certificates of merger filed by the parties hereto with the Secretary of State of the State of New Hampshire and the Secretary of State of the Commonwealth of Massachusetts (the "Effective Time").

5. Effects. The Merger will have the effects provided in this Agreement, and the applicable provisions of the NHBCA and the MBCA.

6. Cancellation of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of Andover Health or Andover Resources, each issued and outstanding share of capital stock of Andover Resources will no longer be outstanding and will automatically be cancelled and will cease to exist.

7. Amendment or Termination by Boards of Directors. This Agreement may be amended or terminated and abandoned by the board of directors of either Andover Health or Andover Resources at any time prior to the Effective Time; provided, however, that the Agreement may not be amended to change (a) the amount or kind of shares or other securities, eligible interests, obligations, rights to acquire shares, other securities or eligible interests, cash, or other property to be received under the Agreement by the shareholders of Andover Healthcare and Andover Resources, (b) the articles of incorporation of Andover Healthcare, or (c) any other terms or conditions of the Agreement if the change would adversely affect the shareholders of Andover Health and Andover Resources in any material respect, after approval of the Agreement by the Andover Resources shareholder.

8. Miscellaneous.

a. Counterparts. This Agreement may be executed in multiple original or .pdf counterparts, each of which will be deemed an original, and all of which taken together will be considered one and the same agreement.

b. Governing Law. All matters relating to the interpretation, construction, validity and enforcement of this Agreement will be governed by and construed in accordance with the domestic laws of the Commonwealth of Massachusetts without giving effect to any choice or conflict of law provision or rule (whether of the Commonwealth of Massachusetts or any other jurisdiction) that would cause the application of Laws other than the Commonwealth of Massachusetts.

c. Consent to Jurisdiction and Service of Process. The parties to this Agreement submit to the exclusive jurisdiction of the state courts located in Massachusetts or the courts of the United States located in Massachusetts in respect of the interpretation and enforcement of the provisions of this Agreement and any related agreement, certificate or other document delivered in connection herewith and by this Agreement waive, and agree not to assert, any defense in any action for the interpretation or enforcement of this Agreement and any related agreement, certificate or other document delivered in connection herewith, that they are not subject thereto or that such action may not be brought or is not maintainable in such courts or that this Agreement may not be enforced in or by such courts or that their property is exempt or immune from execution, that the action is brought in an inconvenient forum, or that the venue of the action is improper. Each party hereto consents to process being served in any such action or proceeding by the mailing of a copy thereof to such party at its registered address and agrees that such service upon receipt will constitute good and sufficient service of process or notice thereof.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first set forth above.

ANDOVER HEALTHCARE, INC.

By: 
Name: Halsey M. Cook Jr.
Title: President

**ANDOVER HEALTHCARE
RESOURCES, INC.**

By: 
Name: Halsey M. Cook Jr.
Title: President

[Signature Page to Agreement and Plan of Merger]