

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM442649

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
UNITEDHEALTH GROUP INCORPORATED		07/01/2015	Corporation: MINNESOTA
RECEIVING PARTY DATA			
Name:	UNITEDHEALTH GROUP INCORPORATED		
Street Address:	9900 Bren Road East, MN008-T202		
City:	Minnetonka		
State/Country:	MINNESOTA		
Postal Code:	55343		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 284			
Property Type	Number	Word Mark	
Serial Number:	78429355	UNITEDHEALTH BASICS	
Serial Number:	76527246	WORKING RETURNS	
Serial Number:	78177675	UNITED ESERVICES	
Serial Number:	76406370	UNITEDHEALTHCARE VISION	
Serial Number:	76345983	ACN GROUP	
Serial Number:	76305724	MYUHC.COM	
Serial Number:	75724872		
Serial Number:	75579324	UNITEDHEALTH GROUP	
Serial Number:	75568584	UNIPRISE	
Serial Number:	75186285	CE	
Serial Number:	74391790	UNITED TRANSREVIEW	
Serial Number:	74352198	OPTUM	
Serial Number:	74251528	EVERCARE	
Serial Number:	73736592	GOLDEN RULE	
Serial Number:	73256375	TAKING CARE	
Serial Number:	85879842	SOURCE4WOMEN	
Serial Number:	86025047	UNISON ADVANTAGE	
Serial Number:	85929762	MIPLANBIEN	
Serial Number:	85880912	AIRASSIST	
TRADEMARK			

CH \$7115.00 78429355

Property Type	Number	Word Mark
Serial Number:	85880392	MINDFULNESS BE HERE NOW
Serial Number:	85510816	CENTER FOR NURSING ADVANCEMENT UNITEDHEA
Serial Number:	85445400	YOUR FUTURE IS > EVER.
Serial Number:	85445409	START A CAREER THAT IS > YOUR EXPECTATIO
Serial Number:	85445411	>THERE'S SOMETHING GREATER AT WORK HERE
Serial Number:	85420311	LIFEPRINT
Serial Number:	85420346	LIFEPRINT
Serial Number:	85420335	LIFEPRINT
Serial Number:	85420352	LIFEPRINT
Serial Number:	85394089	HELPING PEOPLE LIVE HEALTHIER LIVES
Serial Number:	85983734	HELPING PEOPLE LIVE HEALTHIER LIVES
Serial Number:	85351582	MY MEDICATION REMINDERS
Serial Number:	85978745	JUST PLAIN CLEAR
Serial Number:	85175950	JUST PLAIN CLEAR
Serial Number:	85174318	SENIOR SUPPLEMENT
Serial Number:	85147305	UNITEDHEALTHCARE EDGE
Serial Number:	85082242	PRIMARY ADVANTAGE
Serial Number:	85082599	OPTUMIZEME
Serial Number:	85082224	BRANDSPLUS RX
Serial Number:	85046070	MANY STRONG
Serial Number:	85046076	MANY STRONG
Serial Number:	77925069	LIFEPRINT
Serial Number:	77847256	CLINICAL VANTAGE
Serial Number:	77760024	TAKING CARE
Serial Number:	77158309	ALL SAVERS
Serial Number:	78873614	DR. HEALTH E. HOUND
Serial Number:	78810400	UNITEDHEALTH WELLNESS
Serial Number:	78715778	PASSPORT CONNECT
Serial Number:	78710854	ONENET PPO
Serial Number:	78642108	UNITEDHEALTHCARE ONLINE ALL-PAYER GATEWA
Serial Number:	78642132	UNITEDHEALTHCARE ONLINE ALL-PAYER GATEWA
Serial Number:	78583408	PARENTSTEPS
Serial Number:	78557597	UNITEDHEALTH PRACTICE REWARDS
Serial Number:	78500037	PACKAGED SAVINGS
Serial Number:	78436317	UNITEDHEALTH PREMIUM
Serial Number:	78363066	OPTUM
Serial Number:	78337975	UNITED ADVANTAGE
Serial Number:	74412100	NBR NATIONAL BENEFIT RESOURCES

Property Type	Number	Word Mark
Serial Number:	74412457	NATIONAL BENEFIT RESOURCES
Serial Number:	78310815	HEALTHY FIRST STEPS
Serial Number:	78299403	M*PLUS
Serial Number:	77152693	EVERCARE
Serial Number:	78403400	MEDICARE COMPLETE
Serial Number:	78369370	F
Serial Number:	78369323	F FIRSTLINE MEDICAL
Serial Number:	78350018	FIRSTLINE MEDICAL
Serial Number:	78350188	MEDICARE COMPLETE CHOICE
Serial Number:	87504654	UNITEDHEALTHCARE HEALTHY PREGNANCY
Serial Number:	87369475	NATURAL NETWORKS
Serial Number:	87275916	AT YOUR BEST BY UNITEDHEALTHCARE
Serial Number:	86829608	UHC
Serial Number:	86775245	UHCMILITARY
Serial Number:	86774718	UNITEDHEALTHCARE OMW
Serial Number:	86716747	MYHOUSING CONNECT
Serial Number:	86716750	UNITEDHEALTHCARE MYHOUSING CONNECT
Serial Number:	86716632	UNITEDHEALTHCARE MYMONEY CONNECT
Serial Number:	86716627	UNITEDHEALTHCARE MYDATA CONNECTION
Serial Number:	86701228	MYCOMMUNITY CONNECT
Serial Number:	86701231	UNITEDHEALTHCARE MYCOMMUNITY CONNECT
Serial Number:	86694063	UNITEDHEALTHCARE MYCONNECTIONS
Serial Number:	86694060	MYCONNECTIONS
Serial Number:	86677473	AGE WITH HONOR
Serial Number:	86678092	UNITEDHEALTHCARE LEAN
Serial Number:	86653800	HARKEN
Serial Number:	86979509	VETTA
Serial Number:	86582467	LET'S GET TO A BETTER FUTURE, FASTER
Serial Number:	86565700	
Serial Number:	86469499	UNITEDHEALTHCARE
Serial Number:	86349707	UNITEDHEALTHCARE MEDICARERX
Serial Number:	86337070	OXFORD METRO NETWORK
Serial Number:	86322555	LIVING AND WORKING MINDFULLY
Serial Number:	86318248	OLIVER
Serial Number:	86315555	HOPE
Serial Number:	86315268	CHEWIE
Serial Number:	86310894	KICKIN' IT FOR KIDS UHCCF.ORG
Serial Number:	86300438	MY SMA HEALTH ONLINE

Property Type	Number	Word Mark
Serial Number:	86295183	FIELDFIT!
Serial Number:	86267339	UNITEDHEALTHCARE BEACON
Serial Number:	86267350	UNITEDHEALTHCARE BEACON
Serial Number:	86230325	GO LONG
Serial Number:	86214479	
Serial Number:	86203521	UNITEDHEALTHCARE CHARTER
Serial Number:	86203407	GRINS TO GO
Serial Number:	86166618	OLIVER & HOPE
Serial Number:	86975608	OLIVER & HOPE
Serial Number:	86125248	MOMENT HEALTH
Serial Number:	86111017	UNITEDHEALTHCARE CHILDREN'S FOUNDATION R
Serial Number:	86103177	UNITEDHEALTHCARE MYPERKS
Serial Number:	86099691	UNITEDHEALTHCARE CHILDREN'S FOUNDATION T
Serial Number:	86096439	ADVOCATE4ME
Serial Number:	86052247	REMINDME PROGRAM
Serial Number:	86039469	TICKETS FOR HOPE
Serial Number:	85982141	TELL DIABETES NOT ME
Serial Number:	85821128	PROVISOR
Serial Number:	85981952	MYMEDSREVIEW
Serial Number:	85745882	MYMEDSREVIEW
Serial Number:	85698926	REAL LIFE. REAL CARE.
Serial Number:	85698294	GOLDEN OUTLOOK
Serial Number:	85697081	REAL LIFE. REAL CARE.
Serial Number:	85690604	UFUNDING
Serial Number:	85653649	BRIDGE2HEALTH
Serial Number:	85649555	HEALTH. CONNECT. REWARD.
Serial Number:	85642790	UNITEDHEALTH GROUP
Serial Number:	85642838	UNITEDHEALTH GROUP
Serial Number:	85642229	UNITEDHEALTHCARE CONNECTED
Serial Number:	85980767	PLENA VIDA
Serial Number:	85623433	TAKE CHARGE. KNOW MORE.
Serial Number:	85621966	VICTORIOUS PATIENT
Serial Number:	85610943	OPTUM HEALTHALLIES
Serial Number:	85602869	SPECTERA
Serial Number:	85602823	SPECTERA
Serial Number:	85599219	HEARTNOTES
Serial Number:	85582905	FEEL GOOD. BE HEALTHY. LIVE WELL.
Serial Number:	85561807	SHAREDCLARITY

Property Type	Number	Word Mark
Serial Number:	85558108	JOIN FOR ME
Serial Number:	85980648	WELLNESS ME COACHING CONNECT. BELIEVE. S
Serial Number:	85553482	UNITEDHEALTHCARE COMMUNITY PARTNER
Serial Number:	85524112	UNITEDHEALTHCARE COMMUNITY GRANTS
Serial Number:	85514144	UNITEDHEALTHCARE COMMUNITY REWARDS
Serial Number:	85509882	UNITEDHEALTHCARE HEALTH4ME
Serial Number:	85499764	UNITEDHEALTHCARE PERSONAL ASSIST
Serial Number:	85467517	EXPEDITIONHEALTH
Serial Number:	85460292	UNITEDHEALTHCARE SIGNATUREVALUE
Serial Number:	85447858	BABY BLOCKS
Serial Number:	85443487	BEND THE TREND
Serial Number:	85442241	HI HEALTHINNOVATIONS
Serial Number:	85442353	HI ITC
Serial Number:	85442385	HI BTE POWER
Serial Number:	85442268	HI HEALTHINNOVATIONS
Serial Number:	85442290	HI BTE
Serial Number:	85442318	HI BTE MINI
Serial Number:	85401284	UNITEDHEALTHCARE COMPLETE
Serial Number:	85980837	GO LONG
Serial Number:	85392648	NOT ME
Serial Number:	85392727	HI HEALTHINNOVATIONS
Serial Number:	85392719	HI HEALTHINNOVATIONS
Serial Number:	85370680	UNITEDHEALTHCARE REWARDS NOW
Serial Number:	85365598	HEALTHGLANCE
Serial Number:	85349148	UNITEDHEALTHCARE RXSUPPLEMENT
Serial Number:	85347942	AMERICA'S HEALTH RANKINGS
Serial Number:	85314373	UNITEDHEALTHCARE WELLNESS INCENTIVE PROG
Serial Number:	85306563	UNITEDHEALTHCARE HEART SMART SISTERS
Serial Number:	85301665	UNITEDHEALTHCARE
Serial Number:	85301476	UNITEDHEALTHCARE
Serial Number:	85301596	UNITEDHEALTHCARE
Serial Number:	85301726	UNITEDHEALTHCARE
Serial Number:	85301560	UNITEDHEALTHCARE
Serial Number:	85301642	UNITEDHEALTHCARE
Serial Number:	85301689	UNITEDHEALTHCARE
Serial Number:	85301713	UNITEDHEALTHCARE
Serial Number:	85301613	UNITEDHEALTHCARE
Serial Number:	85301425	UNITEDHEALTHCARE

Property Type	Number	Word Mark
Serial Number:	85301509	UNITEDHEALTHCARE
Serial Number:	85301531	UNITEDHEALTHCARE
Serial Number:	85301628	UNITEDHEALTHCARE
Serial Number:	85301705	UNITEDHEALTHCARE
Serial Number:	85301079	UNITEDHEALTHCARE
Serial Number:	85301391	UNITEDHEALTHCARE
Serial Number:	85298620	COMMUNITY SERVICES CONNECT
Serial Number:	85262710	UNITEDHEALTHCARE CATALYST
Serial Number:	85225608	UNITEDHEALTHCARE HEALTH REWARDS
Serial Number:	85176715	NOT ME
Serial Number:	85161604	INFOPORT
Serial Number:	85084911	UNITEDHEALTHCARE DUAL COMPLETE
Serial Number:	85044211	UNITEDHEALTHCARE COMMUNITY PLAN
Serial Number:	77958109	DIABETES PREVENTION AND CONTROL ALLIANCE
Serial Number:	77953891	UNITEDHEALTHCARE GLOBAL SOLUTIONS
Serial Number:	77930948	PLANBIEN
Serial Number:	77854306	DOCGPS
Serial Number:	77827202	HEALTH CARE LANE
Serial Number:	77825246	NOWCLINIC
Serial Number:	77744521	FLEXPOINT
Serial Number:	77744579	VALUEMAX
Serial Number:	77744662	UNITEDHEALTHCARE FLEXPOINT
Serial Number:	77708923	ALL SAVERS INSURANCE
Serial Number:	77645559	CONSUMER MAXMULTIPLIER
Serial Number:	77601249	QUALITY APPRECIATION
Serial Number:	77592506	MY CHOICES FOR A HEALTHIER ME
Serial Number:	77554758	EVISOR
Serial Number:	77555333	EVISOR
Serial Number:	77555383	ESYNC PLATFORM
Serial Number:	77555350	ESYNC PLATFORM
Serial Number:	77553419	ESYNC
Serial Number:	77548625	UNITEDHEALTHCARE MULTI-CHOICE
Serial Number:	77544762	UNITEDHEALTHONE
Serial Number:	77981376	UNITEDHEALTH CONTINUITY
Serial Number:	77982355	UNITEDHEALTH EDUCATIONAL PUBLISHING GROU
Serial Number:	77529279	UNITEDHEALTH EDUCATIONAL PUBLISHING GROU
Serial Number:	77517268	UNITEDHEALTHCARE PLEDGE PLAN
Serial Number:	77503216	PACIFICARE SIGNATUREVALUE

Property Type	Number	Word Mark
Serial Number:	77502175	UMR
Serial Number:	77502239	UMR
Serial Number:	77430890	SIMPLYENGAGED
Serial Number:	77382587	UNITEDHEALTHONE
Serial Number:	77375795	GENERATIONS OF WELLNESS
Serial Number:	77357367	UNITEDHEALTH
Serial Number:	77302784	UHC-IENROLL
Serial Number:	77298340	OPTUMHEALTH ESAVER
Serial Number:	77297772	OPTUMHEALTH EACCESS
Serial Number:	77207652	OPTUMHEALTH BANK
Serial Number:	77207674	OPTUMHEALTH FINANCIAL SERVICES
Serial Number:	78350037	MEDICARECOMPLETE ESSENTIAL
Serial Number:	78179649	EMPLOYER ESERVICES
Serial Number:	76094865	OPTUM
Serial Number:	76139312	QUITPOWER
Serial Number:	78310766	HEALTHY FIRST STEPS
Serial Number:	78207343	ECHELON
Serial Number:	76427606	TAKING CARE
Serial Number:	85648968	YOUR LIFE'S BEST WORK
Serial Number:	85438983	LIFEPRINT HEALTH CARE BUILT AROUND YOU
Serial Number:	85435475	HELPCARE
Serial Number:	85361982	VIEW360
Serial Number:	85117250	HEALTH IN NUMBERS
Serial Number:	77920209	UNITEDHEALTHCARE NAVIGATE BALANCED
Serial Number:	77920229	UNITEDHEALTHCARE NAVIGATE PLUS
Serial Number:	77920193	UNITEDHEALTHCARE NAVIGATE
Serial Number:	77297787	OPTUMHEALTH EINVESTOR
Serial Number:	77207637	OPTUMHEALTH
Serial Number:	78442517	UNITEDHEALTH ALLIES
Serial Number:	76201274	UNITEDHEALTHCARE ONLINE
Serial Number:	78021529	DEFINITY
Serial Number:	75232372	VETCALL
Serial Number:	75153529	GREAT LAKES HEALTH PLAN
Serial Number:	74292346	MAPSI
Serial Number:	74292348	OPTIMUM CHOICE
Serial Number:	85143219	UNITEDHEALTH PERSONAL REWARDS
Serial Number:	78371153	MEDONE HSAVINGS
Serial Number:	78137668	MEDONE PLUS

Property Type	Number	Word Mark
Serial Number:	76396238	CARE24
Serial Number:	76379847	UNITEDHEALTHCARE DENTAL
Serial Number:	78053544	H
Serial Number:	76106003	MEDONE
Serial Number:	76106004	MEDONECHOICE
Serial Number:	75176281	UNITED OPTICAL
Serial Number:	75176391	UNITED OPTICAL
Serial Number:	75014379	SPECTERA
Serial Number:	75014395	SPECTERA
Serial Number:	75001048	AMERICAN MEDICAL SECURITY
Serial Number:	77066822	UNITEDHEALTH ADVISORS
Serial Number:	87444581	UHG
Serial Number:	86398571	UHC SUPPLY CHAIN INTELLIGENCE
Serial Number:	85794010	UHC PRACTICE INTELLIGENCE
Serial Number:	85794066	UHC PERFORMANCE INTELLIGENCE
Serial Number:	85794027	UHC SAFETY INTELLIGENCE
Serial Number:	78149690	UHC PSN
Serial Number:	78149671	UHC PATIENT SAFETY NET
Serial Number:	74151705	UHC
Serial Number:	87077363	MOMS ON THE MOVE
Serial Number:	87022276	BUILT FOR BETTER HEALTH
Serial Number:	87077347	GETHEALTHINSURANCE
Serial Number:	87143388	CHAI
Serial Number:	87098012	CONSUMER ACTIVATION INDEX
Serial Number:	87098024	CAI
Serial Number:	87025692	DELIVERING GRINS
Serial Number:	87022507	JARVIS
Serial Number:	86964186	EVRBTR
Serial Number:	87274640	INDIVIDUAL ACTIVATION INDEX
Serial Number:	87274619	IAI
Serial Number:	86740084	HARKEN HEALTH
Serial Number:	86740082	HARKEN
Serial Number:	86738995	HARKEN
Serial Number:	86738211	HARKEN HEALTH
Serial Number:	86733440	UNITEDHEALTHCARE HASSLE-FREE GUARANTEE
Serial Number:	86733413	UNITEDHEALTHCARE HASSLE-FREE
Serial Number:	86733449	UNITEDHEALTHCARE HASSLE-FREE EXPERIENCE

CORRESPONDENCE DATA**Fax Number:** 3124607000*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:** 3124605000**Email:** jfischer@seyfarth.com**Correspondent Name:** Jason Fischer**Address Line 1:** 233 South Wacker Drive, Suite 8000**Address Line 4:** Chicago, ILLINOIS 60606**ATTORNEY DOCKET NUMBER:** 023845-9000**NAME OF SUBMITTER:** Amy A. Abeloff**SIGNATURE:** /Amy A. Abeloff/**DATE SIGNED:** 09/11/2017**Total Attachments: 9**

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "UNITEDHEALTH GROUP INCORPORATED" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, FILED THE FIRST DAY OF JULY, A.D. 2015, AT 8 O`CLOCK A.M.

CERTIFICATE OF INCORPORATION, FILED THE FIRST DAY OF JULY, A.D. 2015, AT 8 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "UNITEDHEALTH GROUP INCORPORATED".




Jeffrey W. Bullock, Secretary of State

5777355 8100H
SR# 20176050204

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203178832
Date: 09-07-17

TRADEMARK
REEL: 006151 FRAME: 0603

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Minnesota.
- 2.) The jurisdiction immediately prior to filing this Certificate is Minnesota.
- 3.) The date the Non-Delaware Corporation first formed is January 25, 1977.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is UnitedHealth Group Incorporated.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is UnitedHealth Group Incorporated.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 1st day of July, A.D. 2015.

By: Dannette L. Smith

Name: Dannette L. Smith
Print or Type

Title: Secretary
Print or Type

**CERTIFICATE OF INCORPORATION
OF
UNITEDHEALTH GROUP INCORPORATED**

The undersigned does hereby make and acknowledge this Certificate of Incorporation for the purpose of forming a business corporation pursuant to Section 102 of the General Corporation Law of the State of Delaware.

**ARTICLE I
NAME**

The name of the corporation is UnitedHealth Group Incorporated (the "Corporation").

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation's registered office in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 4209 Orange Street, Wilmington, DE 19801, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**ARTICLE III
CORPORATE PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware ("DGCL").

**ARTICLE IV
CAPITAL STOCK**

(a) The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 3,010,000,000, consisting of 3,000,000,000 shares of Common Stock, \$0.01 par value per share, and 10,000,000 shares of Preferred Stock, \$0.001 par value per share.

(b) Common Stock

1. *General.* The holders of the Common Stock shall have and possess all rights as shareholders of the Corporation, except if such rights may be limited by the preferences, rights, limitations, and restrictions of the Preferred Stock.
2. *Voting.* Except as provided by law or this Certificate of Incorporation, the holders of the Common Stock are entitled to one vote for each share held for the election of directors and on all matters submitted to a vote of shareholders of the Corporation. There shall be no cumulative voting.
3. *Dividends.* Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock.
4. *Liquidation.* Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders, subject to any preferential rights of any then outstanding Preferred Stock.

(c) Preferred Stock

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions, to provide for the issuance of shares thereof and, by filing such resolutions in a certificate of designation pursuant to the DGCL, to determine and fix the number of shares to be included in such series and such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the DGCL. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law.

**ARTICLE V
ELECTION OF DIRECTORS**

(a) Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

(b) Subject to the rights, if any, of the holders of one or more series of Preferred Stock, voting separately by series to elect directors in accordance with the terms of such Preferred Stock, each director shall be elected by the vote of a majority of the votes cast with respect to the director at a meeting of shareholders called for such purpose at which a quorum is present. For purposes of this paragraph (b), "a majority of the votes cast" means that the number of votes cast "for" a director must exceed the number of votes cast "against" that director.

(c) Notwithstanding paragraph (b) of this Article V, directors shall be elected by a plurality of the votes present and entitled to vote on the election of directors at any such meeting for which the number of nominees (other than nominees withdrawn on or before the day preceding the date the Corporation first mails its notice for such meeting to the shareholders) exceeds the number of directors to be elected.

**ARTICLE VI
AMENDMENT OF BYLAWS; DIRECTOR ACTION BY WRITTEN CONSENT**

(a) Amendment of Bylaws. In furtherance and not in limitation of the powers conferred by the DGCL, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

(b) Director Action By Written Consent. In accordance with Section 141(f) of the DGCL, the Board of Directors of the Corporation is expressly authorized to act by unanimous written consent in lieu of a meeting, provided the writing is filed with the minutes.

**ARTICLE VII
SHAREHOLDER ACTION BY WRITTEN CONSENT**

(a) Action by Written Consent. All actions required or permitted to be taken by shareholders at an annual or special meeting of shareholders of the Corporation may be taken without a meeting by the written consent of the holders of capital stock of the Corporation entitled to vote provided that no such action may be effected except in accordance with the provisions of this Article VII, the Bylaws of the Corporation, and applicable law.

(b) Request for Record Date. The record date for determining shareholders entitled to consent to corporate action in writing without a meeting shall be as fixed by the Board of Directors or as otherwise established under this Article VII. Any shareholder seeking to have the shareholders authorize or take corporate action by written consent without a meeting shall request that a record date be fixed for such purpose by written notice addressed to the secretary of the Corporation and delivered to the Corporation and signed by a shareholder or shareholders holding ten percent (10%) or more of the voting power of the shares entitled to vote on the matter, except that such written

notice for the purpose of considering any action to directly or indirectly facilitate or effect a business combination, including any action to change or otherwise affect the composition of the Board of Directors for that purpose, shall be signed and delivered by a shareholder or shareholders holding twenty-five percent (25%) or more of the voting power of the shares entitled to vote on the matter. The written notice must contain the information set forth in paragraph (c) of this Article VII. Following delivery of the notice, the Board of Directors shall, by the later of (i) ten (10) days after delivery of a valid request to set a record date and (ii) five (5) days after delivery of any information requested by the Corporation to determine the validity of the request for a record date or to determine whether the action to which the request relates may be effected by written consent, determine the validity of the request and whether the request relates to an action that may be taken by written consent pursuant to this Article VII and, if appropriate, adopt a resolution fixing the record date for such purpose. The record date for such purpose shall be no more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors and shall not precede the date such resolution is adopted. If the request has been determined to be valid and to relate to an action that may be effected by written consent pursuant to this Article VII or if no such determination shall have been made by the date required by this Article VII, and in either event no record date has been fixed by the Board of Directors, the record date shall be the first date on which a signed written consent relating to the action taken or proposed to be taken by written consent is delivered to the Corporation in the manner described in paragraph (g) of this Article VII; provided, that if prior action by the Board of Directors is required under the provisions of Delaware law, the record date shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

(c) Notice Requirements. Any notice required by paragraph (b) of this Article VII (i) must be delivered by a shareholder or shareholders holding ten percent (10%) or more of the voting power of the shares entitled to vote on the matter, or if the purpose of the proposed shareholder written consent is to consider any action to directly or indirectly facilitate or effect a business combination, including any action to change or otherwise affect the composition of the Board of Directors for that purpose, by a shareholder or shareholders holding twenty-five percent (25%) or more of the voting power of the shares entitled to vote on the matter (with evidence of such ownership attached to the notice), (ii) must describe the action proposed to be taken by written consent of shareholders, and (iii) must contain (a) such information and representations, to the extent applicable, then required by Section 2.11, Section 3.03 or any other applicable sections of the Corporation's Bylaws as though such shareholder was intending to make a nomination or to bring any other matter before a meeting of shareholders and (b) the text of the proposal(s) (including the text of any resolutions to be adopted by written consent of shareholders and the language of any proposed amendment to the bylaws of the Corporation). The Corporation may require the shareholder(s) submitting such notice to furnish such other information as may be requested by the Corporation to determine the validity of the request for a record date and to determine whether the request relates to an action that may be effected by written consent under this Article VII. In connection with an action or actions proposed to be taken by written consent in accordance with this Article VII, the shareholders seeking such action or actions shall further update and supplement the information previously provided to the Corporation in connection therewith, if necessary, as required by Section 2.11, Section 3.03 or any other applicable section of the Corporation's Bylaws.

(d) Actions Which May Be Taken by Written Consent. Shareholders are not entitled to act by written consent if (i) the action relates to an item of business that is not a proper subject for shareholder action under applicable law, (ii) the request for a record date for such action is received by the Corporation during the period commencing ninety (90) days prior to the first anniversary of the date of the immediately preceding annual meeting and ending on the date of the next annual meeting, (iii) an annual or special meeting of shareholders that included an item of business substantially the same as or substantially similar to such action ("Similar Item") was held not more than one hundred twenty (120) days before such request for a record date was received by the secretary of the Corporation, (iv) a Similar Item is to be included in the Corporation's notice as an item of business to be brought before a meeting of the shareholders that is to be called within forty (40) days after the request for a record date is received and held as soon as practicable thereafter or (v) such record date request was made in a manner that involved a violation of Regulation 14A under the Securities Exchange Act of 1934 (the "Exchange Act") or other applicable law. For purposes of this paragraph (d), the nomination, election or removal of directors shall be deemed to be a Similar Item with respect to all actions involving the nomination, election or removal of directors, changing the size of the Board of Directors and filling of vacancies and/or newly created directorships resulting from any increase in the authorized number of directors. The Board of Directors shall determine in good faith whether a record date is required to be set under the provisions of this Article VII.

(c) Manner of Consent Solicitation. Shareholders may take action by written consent only if consents are solicited by the shareholder or group of shareholders seeking to take action by written consent of shareholders from all holders of capital stock of the Corporation entitled to vote on the matter pursuant to a consent solicitation conducted pursuant to Regulation 14A of the Exchange Act, without reliance upon the exemption contained in Rule 14a-2(b)(2) of the Exchange Act and in accordance with this Article VII and applicable law.

(f) Date of Consent. Every written consent purporting to take or authorize the taking of corporate action (each such written consent is referred to in this paragraph and in paragraph (g) as a "Consent") must bear the date of signature of each shareholder who signs the Consent, and no Consent shall be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated Consent delivered in the manner required by paragraph (g) of this Article VII and not later than one hundred twenty (120) days after the record date, Consents signed by a sufficient number of shareholders to take such action are so delivered to the Corporation.

(g) Delivery of Consents. No Consents may be dated or delivered to the Corporation or its registered office in the State of Delaware until 50 days after the record date. Consents must be delivered to the Corporation by delivery to its registered office in the State of Delaware or its principal place of business. Delivery must be made by hand or by certified or registered mail, return receipt requested. In the event of the delivery to the Corporation of Consents, the secretary of the Corporation, or such other officer of the Corporation as the Board of Directors may designate, shall provide for the safe-keeping of such Consents and any related revocations and shall promptly conduct such ministerial review of the sufficiency of all Consents and any related revocations and of the validity of the action to be taken by written consent as the secretary of the Corporation, or such other officer of the Corporation as the Board of Directors may designate, as the case may be, deems necessary or appropriate, including, without limitation, whether the shareholders of a number of shares having the requisite voting power to authorize or take the action specified in Consents have given consent; provided, however, that if the action to which the Consents relate is the removal or replacement of one or more members of the Board of Directors, the secretary of the Corporation, or such other officer of the Corporation as the Board of Directors may designate, as the case may be, shall promptly designate two persons, who shall not be members of the Board of Directors, to serve as inspectors ("Inspectors") with respect to such Consent and such Inspectors shall discharge the functions of the secretary of the Corporation, or such other officer of the Corporation as the Board of Directors may designate, as the case may be, under this Article VII. If after such investigation the secretary of the Corporation, such other officer of the Corporation as the Board of Directors may designate or the Inspectors, as the case may be, shall determine that the action purported to have been taken is duly authorized by the Consents, that fact shall be certified on the records of the Corporation kept for the purpose of recording the proceedings of meetings of shareholders and the Consents shall be filed in such records. In conducting the investigation required by this section, the secretary of the Corporation, such other officer of the Corporation as the Board of Directors may designate or the Inspectors, as the case may be, may, at the expense of the Corporation, retain special legal counsel and any other necessary or appropriate professional advisors as such person or persons may deem necessary or appropriate and, to the fullest extent permitted by law, shall be fully protected in relying in good faith upon the opinion of such counsel or advisors.

(h) Effectiveness of Consent. Notwithstanding anything in this Certificate of Incorporation or the DGCL to the contrary, no action may be taken by the shareholders by written consent except in accordance with this Article VII. If the Board of Directors shall determine that any request to fix a record date or to take shareholder action by written consent was not properly made in accordance with, or relates to an action that may not be effected by written consent pursuant to, this Article VII, or the shareholder or shareholders seeking to take such action do not otherwise comply with this Article VII, then the Board of Directors shall not be required to fix a record date and any such purported action by written consent shall be null and void to the fullest extent permitted by applicable law. No action by written consent without a meeting shall be effective until such date as the secretary of the Corporation, such other officer of the Corporation as the Board of Directors may designate, or the Inspectors, as applicable, certify to the Corporation that the Consents delivered to the Corporation in accordance with paragraph (g) of this Article VII, represent at least the minimum number of votes that would be necessary to take the corporate action at a meeting at which all shares entitled to vote thereon were present and voted, in accordance with the DGCL and this Certificate of Incorporation.

(i) Challenge to Validity of Consent. Nothing contained in this Article VII shall in any way be construed to suggest or imply that the Board of Directors of the Corporation or any shareholder shall not be entitled to contest the validity of any Consent or related revocations, whether before or after such certification by the secretary of the

Corporation, such other officer of the Corporation as the Board of Directors may designate or the Inspectors, as the case may be, or to take any other action (including, without limitation, the commencement, prosecution, or defense of any litigation with respect thereto, and the seeking of injunctive relief in such litigation).

(j) Board-solicited Shareholder Action by Written Consent. Notwithstanding anything to the contrary set forth above, (i) none of the foregoing provisions of this Article VII shall apply to any solicitation of shareholder action by written consent by or at the direction of the Board of Directors and (ii) the Board of Directors shall be entitled to solicit shareholder action by written consent in accordance with applicable law.

ARTICLE VIII COMPROMISE OR ARRANGEMENT BETWEEN CORPORATION AND CREDITORS

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its shareholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or shareholder thereof or on the application of any receiver or receivers appointed for this Corporation under Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under Section 279 of the DGCL order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE IX LIMITATION ON LIABILITY

To the fullest extent permitted by the DGCL, as it presently exists or may hereafter be amended from time to time, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or proceeding accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE X INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall have the power to indemnify, to the extent permitted by the DGCL, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments,

finances and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

A right to indemnification or to advancement of expenses arising under a provision of this Certificate of Incorporation or a bylaw of the Corporation shall not be eliminated or impaired by an amendment to this Certificate of Incorporation or the Bylaws of the Corporation after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.

ARTICLE XI CHOICE OF FORUM

The Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, another state court located within the State of Delaware or, if no state court located within the State of Delaware has jurisdiction, the United States District Court for the District of Delaware) shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by, or other wrongdoing by, any director, officer, employee or agent of the Corporation to the Corporation or to the Corporation's shareholders, (iii) any action asserting a claim against the Corporation arising pursuant to any provision of the DGCL or the Corporation's Certificate of Incorporation or Bylaws, (iv) any action to interpret, apply, enforce or determine the validity of the Corporation's Certificate of Incorporation or Bylaws, or (v) any action asserting a claim against the Corporation governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and to have consented to the provisions of this Article XI.

ARTICLE XII INCORPORATOR

The name and mailing address of the Incorporator are as follows:

The incorporator is Dannette L. Smith, whose address is 9900 Bren Road East, Minnetonka, Minnesota 55343.

[Remainder of page intentionally left blank.]

I, THE UNDERSIGNED, being the Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make, file and record this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true and, accordingly, have hereunto set my hand this 1st day of July, 2015.


Dannette L. Smith
Sole Incorporator