

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion from Corporation to LLC		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Covenant Care California, Inc.		04/14/2006	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Covenant Care California, LLC		
Street Address:	27071 Aliso Creek Road, Suite 100		
City:	Aliso Viejo		
State/Country:	CALIFORNIA		
Postal Code:	92656		
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2015886	WE ARE FAMILY, SERVING FAMILIES	
Registration Number:	2147326		
Registration Number:	2170339	CCI	
Registration Number:	2376501	COMMUNITY RESIDENT EMPLOYEE FAMILY	
CORRESPONDENCE DATA			
Fax Number:	(202)739-3001		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-739-5652		
Email:	chowell@morganlewis.com		
Correspondent Name:	Catherine R. Howell, Paralegal		
Address Line 1:	1111 Pennsylvania Ave., N.W.		
Address Line 2:	Morgan, Lewis & Bockius LLP		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
ATTORNEY DOCKET NUMBER:	042944.0004		
NAME OF SUBMITTER:	Catherine R. Howell, Paralegal		

CH \$115.00 2015886

Signature:	/Catherine R. Howell/
Date:	08/16/2006
Total Attachments: 1 source=covenantcareconversion#page1.tif	

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State of California Secretary of State

File # 200610910027

ENDORSED - FILED In the office of the Secretary of State of the State of California

APR 14 2006

LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION - CONVERSION

IMPORTANT - Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," "Ltd. Liability Company," "Ltd. Liability Co.," or the abbreviation "LLC" or "L.L.C.")

Covenant Care California, LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)

[] ONE MANAGER

[] MORE THAN ONE MANAGER

[x] ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE

27072 Aliso Creek Road, Suite 100

CITY AND STATE

Aliso Creek, CA

ZIP CODE

92656

5. NAME OF AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both items 5 and 6 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and item 5 must be completed (leave item 6 blank).)

Andrew F. Torok

6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA

27072 Aliso Creek Road, Suite 100

CITY

Aliso Creek

STATE

CA

ZIP CODE

92656

CONVERTING ENTITY INFORMATION

7. NAME OF CONVERTING ENTITY

Covenant Care California, Inc.

8. FORM OF ENTITY

Corporation

9. JURISDICTION

California

10. CA SECRETARY OF STATE FILE NUMBER, IF ANY

C1750575

11. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS

One thousand (1,000) shares of Common Stock

51 percent

ADDITIONAL INFORMATION

12. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

13. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON

4/13/06 DATE

Robert Levin, President

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

4/13/06 DATE

Andrew F. Torok, Secretary

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

