

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM303425

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Certificate of Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
The Children's Courtyard, LP		06/26/2007	LIMITED PARTNERSHIP: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	The Children's Courtyard, Inc.		
<b>Street Address:</b>	21333 Haggerty Road, Suite 300		
<b>City:</b>	Novi		
<b>State/Country:</b>	MICHIGAN		
<b>Postal Code:</b>	48375		
<b>Entity Type:</b>	CORPORATION: TEXAS		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1911851	THE CHILDREN'S COURTYARD	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	5616256572		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	561-625-6575		
<b>Email:</b>	ustrademarks@mchaleslavin.com		
<b>Correspondent Name:</b>	Carl J. Spagnuolo, McHale & Slavin, P.A.		
<b>Address Line 1:</b>	2855 PGA Boulevard		
<b>Address Line 4:</b>	Palm Beach Gardens, FLORIDA 33410-2910		
<b>ATTORNEY DOCKET NUMBER:</b>	4290U.000004		
<b>NAME OF SUBMITTER:</b>	Carl J. Spagnuolo		
<b>SIGNATURE:</b>	/Carl J. Spagnuolo/		
<b>DATE SIGNED:</b>	05/02/2014		
<b>Total Attachments: 6</b>			
source=Childrens Courtyard Cert of Conversion LP to Inc#page1.tif			
source=Childrens Courtyard Cert of Conversion LP to Inc#page2.tif			
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TRADEMARK





the converting or converted entity.

**Certificate of Formation for the Converted Entity**

The converted entity is a Texas corporation. The certificate of formation of the Texas corporation is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

**Approval of the Plan of Conversion**

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

**Effective Date**

- A.  This document becomes effective when the document is accepted and filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_  
The following event or fact will cause the document to take effect in the manner described below: \_\_\_\_\_

**Assent**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: June 26, 07



William D. Davis  
President and CEO

Signature and title of authorized person on behalf of the converting entity

CCY MANAGEMENT, LLC,  
a Texas limited liability company

By: CCY HOLDINGS, LLP,  
a Texas limited liability partnership  
Its: Sole Member

By: LEARNING CARE GROUP, INC.  
a Michigan corporation  
Its: Managing Partner

DETROIT.2364563.1

**PLAN OF CONVERSION  
OF  
THE CHILDREN'S COURTYARD, LP**

This Plan of Conversion ("Plan") is made as of the 10th day of November, 2006 by the undersigned, constituting all of the partners of THE CHILDREN'S COURTYARD, LP, a Texas limited partnership (the "Converting Entity"), for the purpose of converting the Converting Entity into THE CHILDREN'S COURTYARD, INC., a Texas corporation (the "Converted Entity").

RECITALS:

WHEREAS, the Converting Entity is a Texas limited partnership which desires to convert into the Converted Entity, a Texas corporation; and

WHEREAS, all of the partners of the Converting Entity have by resolution unanimously approved the Plan and declared it in the best interests of the Converting Entity that it be converted into the Converted Entity in the manner and upon the terms and conditions hereinafter set forth and with the effect provided by and pursuant to the applicable provisions of the Texas Business Organization Code, which laws permit such conversion.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties thereto, being duly approved by the Converting Entity, this Plan, and the terms hereof, taken together with any actions required or permitted to be taken herein, are hereby determined and agreed upon as hereinafter set forth.

1.1 Converting Entity

The Converting Entity is The Children's Courtyard, LP, a Texas limited partnership.

1.2 Converted Entity

The name of the Converted Entity shall be The Children's Courtyard, Inc.

1.3 Continued Existence

The Converting Entity shall continue its existence in the organizational form of a for-profit corporation. The Converted Entity's jurisdiction of formation is to be the State of Texas.

1.4 Manner of Conversion

The Converted Entity shall file with the Texas Secretary of State a Certificate of Conversion of a Limited Partnership Converting to a Corporation with attached Plan of Conversion and Certificate of Formation and the Converted Entity shall exist as a Texas

corporation and be governed by the laws of the State of Texas and operate in accordance with its Certificate of Formation and Bylaws.

1.5 Manner and Basis of Converting Partnership Interests

The partnership interests of the partners of the Converting Entity shall be deemed automatically converted on the effective date of the Plan into the number of shares of stock in the Converted Entity set forth below opposite such partners name and such partnership interests shall be deemed exchanged and cancelled as a result of the Plan:

<u>Name of Partner</u>	<u>Interest in Converting Entity Owned</u>	<u>Number of Shares Received upon Conversion</u>
CCY Holdings, LLP	99%	990
CCY Management, LLC	1%	10

On the effective date of this Plan, the separate existence of the Converting Entity shall cease and the Converted Entity shall succeed without other transfer with all of the rights, privileges, immunities and powers and subject to all the duties and liabilities of a corporation organized under Texas law.

1.6 Assets and Liabilities of the Converting Entity

The Converted Entity will carry on business with the assets of the Converting Entity.

All rights of creditors and all liens upon any property of the Converting Entity prior to the conversion shall henceforth attach to the same property of the Converted Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Converted Entity.

1.7 Liability

No partner of the Converting Entity will, as a result of the conversion, become personally liable for the liabilities or obligations of the Converted Entity.

1.8 Further Assurances

The partners hereby agree, to the extent permitted by law, from time to time, as and when requested by any party hereto or by the Converted Entity, or by its successor or assigns, to execute and deliver, or cause to be executed and delivered, all such documents and other instruments, and to take or cause to be taken, such further or other action as the Converted Entity may deem necessary or desirable in order to vest in and confirm to the Converted Entity title to, and possession of, any property, bank accounts, assets or rights of the Converting Entity acquired by reason of, or as a result of, the conversion herein provided for, and otherwise to carry out the intent and purposes hereof. The General Partner of the Converting Entity immediately preceding the conversion, and the then current and proper officers of the Converted Entity, are authorized, in the name of the Converting Entity and Converted Entity or otherwise, to take any and all such actions.

1.9 Entire Agreement: Counterparts

This Plan contains the entire agreement between the parties with respect to the transaction contemplated thereby. This Plan may be executed in counterparts, each of which constitutes an original, and all of which, taken together, constitute one and the same original and facsimile signatures on this Plan shall be deemed to constitute original signatures.

1.10 Governing Law.

This Plan shall be governed by, and construed and enforced in accordance with, the laws of the State of Texas.

1.11 Approval

The Plan has been approved as required by the laws of the jurisdiction of formation and the governing documents of the Converting Entity. The General Partner of the Converting Entity is authorized to execute and file all documents named in Section 1.4 of this Plan with the Texas Secretary of State.

[signatures on following page]


IN WITNESS WHEREOF, the Converting Entity has caused this Plan of Conversion to be signed this 10th day of November, 2006.

**GENERAL PARTNER:**

CCY MANAGEMENT, LLC,  
a Texas limited liability company

By: CCY HOLDINGS, LLP,  
a Texas limited liability partnership  
Its: Sole Member


By: LEARNING CARE GROUP, INC.,  
a Michigan corporation  
Its: Managing Partner

By:   
William D. Davis  
President and CEO

**LIMITED PARTNER:**

CCY HOLDINGS, LLP,  
a Texas limited liability partnership

By: LEARNING CARE GROUP, INC.,  
a Michigan corporation  
Its: Managing Partner

By:   
William D. Davis  
President and CEO

DETROIT.2364935.1