

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM341051

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Blum Investment Group, Inc. DBA Procure Software		05/11/2015	CORPORATION: OREGON
RECEIVING PARTY DATA			
Name:	Procure Software, LLC		
Street Address:	One West Main St. Suite 201		
City:	Medford		
State/Country:	OREGON		
Postal Code:	97501		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	86551520	YOU CARE WE CARE PROCARE	
Serial Number:	86272284	YOU CARE WE CARE PROCARE	
Registration Number:	4190173	TUITION EXPRESS	
Registration Number:	3647406	PROCARE SOFTWARE	
Registration Number:	3515482	PROCARE SOFTWARE "FOLLOW THE LEADER"	
Registration Number:	2865855	TUITION EXPRESS	
CORRESPONDENCE DATA			
Fax Number:	6175231231		
<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:	6175701000		
Email:	rthomas@goodwinprocter.com		
Correspondent Name:	Ryan E. Thomas		
Address Line 1:	Goodwin Procter LLP		
Address Line 2:	Exchange Place, 53 State Street		
Address Line 4:	Boston, MASSACHUSETTS 02109-2881		
ATTORNEY DOCKET NUMBER:	087724/240871		
NAME OF SUBMITTER:	Ryan E. Thomas		
SIGNATURE:	/RET/		

OP \$165.00 86551520

DATE SIGNED:

05/12/2015

Total Attachments: 12

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Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone: (503)986-2200
www.filinginoregon.com

Registry Number: 322555-80
Type: FOREIGN LIMITED LIABILITY COMPANY

Next Renewal Date: 12/03/2015

PROCARE SOFTWARE, LLC
ONE WEST MAIN ST SUITE 201
MEDFORD OR 97501

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

Document

ARTICLES OF CONVERSION

Filed On

05/11/2015

Jurisdiction

DELAWARE

Name

PROCARE SOFTWARE, LLC

Principal Place of Business

ONE WEST MAIN ST SUITE 201
MEDFORD OR 97501

Registered Agent

LPSL CORPORATE SERVICES, INC.
601 SW SECOND AVENUE, SUITE 2100
PORTLAND OR 97204

Mailing Address

ONE WEST MAIN ST SUITE 201
MEDFORD OR 97501

ARTICLES OF CONVERSION
OF
BLUM INVESTMENT GROUP, INC.

FILED
MAY 11 2015
OREGON
SECRETARY OF STATE

Blum Investment Group, Inc., an Oregon corporation, pursuant to Section 60.476 of the Oregon Revised Statutes, hereby submits the following Articles of Conversion to the Secretary of State of the State of Oregon for filing.

1. Prior to conversion, the name of the business entity was Blum Investment Group, Inc., an Oregon corporation.
2. After conversion, the business entity will be a Delaware limited liability company, and its name will be Procure Software, LLC.
3. The Plan of Conversion, dated May 11, 2015, attached as Exhibit A, was unanimously approved by the board of directors and sole shareholder of Blum Investment Group, Inc., and provides for the conversion to be effective as of 2:08 p.m., Pacific Time, on May 11, 2015.

[Signature on the following page]

Executed: May 11, 2015.

BLUM INVESTMENT GROUP, INC.

By:



Jeffrey R. Blum, President

Person to contact about this filing:

Kenneth R. Haglund Jr., Esq.
Lane Powell PC
(503) 778-2148

710920.0001/6334738.1

TRADEMARK
REEL: 005514 FRAME: 0662

Exhibit A

Plan of Conversion

[See attached pages]

PLAN OF CONVERSION
OF
BLUM INVESTMENT GROUP, INC.

This Plan of Conversion, dated May 11, 2015, is intended to convert Blum Investment Group, Inc., an Oregon corporation (the "Corporation"), into a Delaware limited liability company.

SECTION 1. ENTITY BEFORE CONVERSION. The name of the entity before conversion is Blum Investment Group, Inc. The type of entity before conversion is an Oregon corporation.

SECTION 2. ENTITY AFTER CONVERSION. The name of the entity after conversion is Procure Software, LLC. The type of entity after conversion is a Delaware limited liability company.

SECTION 3. EFFECTIVE DATE. This Plan of Conversion shall be effective at 2:08 p.m., Pacific Time, on May 11, 2015 (the "Effective Date").

SECTION 4. TERMS AND CONDITIONS OF CONVERSION. On the Effective Date, the Corporation shall convert from an Oregon corporation to a Delaware limited liability company (the "Conversion") and the name of the converted entity shall be Procure Software, LLC (the "LLC").

SECTION 5. EFFECT OF CONVERSION. On the Effective Date:

- (a) The business entity continues its existence despite the Conversion;
- (b) Title to all real estate and other property owned by the Corporation is vested in the LLC without reversion or impairment;
- (c) All obligations of the Corporation, including, without limitation, contractual, tort, statutory and administrative obligations, are obligations of the LLC;
- (d) An action or proceeding pending against the Corporation or its shareholders may be continued as if the Conversion had not occurred, or the LLC may be substituted as a party to the action or proceeding;
- (e) The shares of common stock of the Corporation that are held by the Corporation's sole shareholder that are to be converted into limited liability company interests of the LLC are converted as provided herein; and

(f) The registration of an assumed business name by the Corporation pursuant to ORS chapter 648 shall continue as the assumed business name of the LLC.

SECTION 6. EQUITY INTERESTS. All of the Corporation's outstanding shares of voting and non-voting common stock (the "Outstanding Shares") are owned by Blum Family Dynasty, Inc.

SECTION 7. MANNER AND BASIS OF CONVERTING OWNERSHIP. On the Effective Date, the Outstanding Shares shall be converted into all of the limited liability company interests of the LLC.

SECTION 8. APPROVAL. The board of directors and sole shareholder of the Corporation have approved this Plan of Conversion effective May 11, 2015.

SECTION 9. CERTIFICATE OF FORMATION. On and after the Effective Date, the LLC's certificate of formation shall be as set forth in Appendix 1 hereto, as the same may be amended or restated from time to time after the Effective Date.

Appendix 1
Certificate of Formation

[See attached page]

CERTIFICATE OF FORMATION

Pursuant to Section 18-201 of the Delaware Limited Liability Company Act:

1. The name of the limited liability company is PROCARE SOFTWARE, LLC.
2. The registered office in the State of Delaware is National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904.

IN WITNESS WHEREOF, an authorized person has executed this Certificate of Formation as of May 11, 2015.

By: 

Name: Jeffrey R. Blum

Title: Authorized Person



Application for Authority to Transact Business - Foreign Limited Liability Company

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 07310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

REGISTRY NUMBER: _____
For office use only

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAME: Procure Software, LLC

NOTE: (Must contain the words "Limited Liability Company" or the abbreviations "LLC" or "L.L.C.") Must be identical to the name of record in home jurisdiction.

2) REGISTRY NUMBER IN HOME JURISDICTION _____

OR: CERTIFICATE OF EXISTENCE [X] (ATTACHED)

(Please provide a web-verifiable registry number from the entity's home jurisdiction. Certain states, such as Delaware and New Jersey, do not provide status information online. Entities from such places must instead attach an official certificate of existence, current within 60 days of delivery to this office.)

7) REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS:

(Must be an Oregon Street Address, which is identical to the registered agent's business office.)

601 SW Second Avenue, Suite 2100

Portland, OR 97204

3) DATE OF ORGANIZATION: May 11, 2015 DURATION, IF NOT PERPETUAL: _____

8) ADDRESS OF PRINCIPAL OFFICE OF THE BUSINESS:

One West Main Street, Suite 201

Medford, Oregon 97501

4) STATE OR COUNTRY OF ORGANIZATION: Delaware

9) ADDRESS WHERE THE DIVISION MAY MAIL NOTICES:

One West Main Street, Suite 201

Medford, Oregon 97501

5) THIS FOREIGN LIMITED LIABILITY COMPANY SATISFIES THE REQUIREMENTS OF ORS 63.714(3).

10) HOW WILL THIS LIMITED LIABILITY COMPANY BE MANAGED?

- [X] This LLC will be member-managed by one or more members.
[] This LLC will be manager-managed by one or more managers.

6) NAME OF OREGON REGISTERED AGENT: LPSL Corporate Services, Inc.

11) EXECUTION: (At least one member or manager must sign.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: _____

[Handwritten Signature]

Printed Name: _____

Blum Family Dynasty, Inc.

Title: _____

Member

By: Jeffrey R. Blum, President

CONTACT NAME: (To resolve questions with this filing.)

Kenneth R. Haglund, Jr., Esq.

PHONE NUMBER: (Include area code.)

503-778-2148

FEES

Required Processing Fee \$275

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

Free copies are available at FilingInOregon.com, using the Business Name Search program.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROCARE SOFTWARE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF MAY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROCARE SOFTWARE, LLC" WAS FORMED ON THE ELEVENTH DAY OF MAY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



5745061 8300

150651688

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 2366852

DATE: 05-11-15

TRADEMARK
REEL: 005514 FRAME: 0669

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is Oregon.
- 2.) The jurisdiction immediately prior to filing this Certificate is Oregon.
- 3.) The date the corporation first formed is December 3, 1992.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
Blum Investment Group, Inc.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of
Formation is Procure Software, LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
11th day of May, A.D. 2015

By: 

Authorized Person

Name: Jeffrey R. Blum

Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:11 PM 05/11/2015
FILED 05:08 PM 05/11/2015
SRV 150651191 - 5745061 FILE

CERTIFICATE OF FORMATION

Pursuant to Section 18-201 of the Delaware Limited Liability Company Act:

1. The name of the limited liability company is PROCARE SOFTWARE, LLC.
2. The registered office in the State of Delaware is National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904.

IN WITNESS WHEREOF, an authorized person has executed this Certificate of Formation as of May 11, 2015.

By: 

Name: Jeffrey R. Blum

Title: Authorized Person