

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM428020

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SELECTCARE OF TEXAS, L.L.C.		05/10/2012	Limited Liability Company: TEXAS
RECEIVING PARTY DATA			
Name:	SELECTCARE OF TEXAS, INC.		
Street Address:	4888 LOOP CENTRAL DRIVE		
Internal Address:	SUITE 700		
City:	HOUSTON		
State/Country:	TEXAS		
Postal Code:	77081		
Entity Type:	Corporation: TEXAS		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2631963	TEXANPLUS	
Registration Number:	2631900	TEXANPLUS	
CORRESPONDENCE DATA			
Fax Number:	2027995000		
<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:	2027994000		
Email:	alberto.zacapa@dlapiper.com,dctrademarks@dlapiper.com		
Correspondent Name:	Thomas E. Zutic, DLA Piper LLP (US)		
Address Line 1:	500 Eighth Street NW		
Address Line 4:	Washington, D.C. 20004		
ATTORNEY DOCKET NUMBER:	368928-000238		
NAME OF SUBMITTER:	Thomas E. Zutic		
SIGNATURE:	/Thomas E. Zutic/		
DATE SIGNED:	05/18/2017		
Total Attachments: 9			
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Form 636
(Revised 05/11)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: See Instructions



This space reserved for office use.

**Certificate of Conversion
of a
Limited Liability Company
Converting
to a
Corporation**

FILED
In the Office of the
Secretary of State of Texas
MAY 23 2012
Corporations Section

Converting Entity Information

The name of the converting limited liability company is:

SelectCare of Texas, LLC

The jurisdiction of formation of the limited liability company is: Texas

The date of formation of the limited liability company is: 12/10/2007

The file number, if any, issued to the limited liability company by the secretary of state is: 800908389

Plan of Conversion—Alternative Statements

The limited liability company named above is converting to a: for-profit corporation
 professional corporation nonprofit corporation. The name of the corporation is:

SelectCare of Texas, Inc

The corporation will be formed under the laws of: Texas

The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

Instead of attaching the plan of conversion, the limited liability company certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the limited liability company, the converting entity. The address of the principal place of business of the limited liability company is:

Street or Mailing Address City State Country Zip Code

A signed plan of conversion will be on file after the conversion at the principal place of business of the corporation, the converted entity. The address of the principal place of business of the corporation is:

Street or Mailing Address City State Country Zip Code

A copy of the plan of conversion will be furnished on written request without cost by the converting

entity before the conversion or by the converted entity after the conversion to any owner or member of 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.

Effectiveness of Filing (Select either A, B, or C.)

- 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 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate


- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the limited liability company.
- In lieu of providing the tax certificate, the corporation as the converted entity is liable for the payment of any franchise taxes.

Execution

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

Date:

May 22, 2012



Assistant Secretary

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

**PLAN OF CONVERSION FOR
SELECTCARE OF TEXAS, L.L.C.**

This Plan of Conversion is entered into on May 10, 2012, by SelectCare of Texas, L.L.C., a Texas limited liability company (the "Converting Entity"), which is converting to a corporation organized under the laws of Texas.

1. The Converting Entity hereby adopts this plan of conversion in order to convert to SelectCare of Texas, Inc., a Texas corporation (the "Converted Entity").

2. By the conversion, the Converting Entity will be continuing its existence in the form of a Texas corporation.

3. Membership interests in the Converting Entity will be converted into shares in the Converted Entity as follows:

[One share of the membership interests of the Converting Entity will be converted into one share of the Converted Entity.]

4. The Certificate of Formation of the Converted Entity is attached hereto as Exhibit A to this Plan.

5. The conversion will become effective upon acceptance and filing of the Certificate of Conversion by the Secretary of State.

SELECTCARE OF TEXAS, INC.

By: _____

Name: Steve Carlton

Title: Incorporator

TRADEMARK

REEL: 006062 FRAME: 0214

EXHIBIT A

CERTIFICATE OF FORMATION

MAY 23 2012

**CERTIFICATE OF FORMATION
SELECTCARE OF TEXAS, INC.**

Corporations Section

THE UNDERSIGNED, acting as the organizer of a corporation under and in accordance with the Business Organizations Code of the State of Texas (the "*TBOC*"), hereby adopts the following Certificate of Formation (this "*Certificate*").

**ARTICLE I
NAME AND TYPE OF ENTITY**

The name of the entity is SelectCare of Texas, Inc. (the "*Corporation*"). The Corporation is a for-profit corporation.

**ARTICLE II
PURPOSE**

The purpose for which the Corporation is organized is the transaction of any or all lawful business for which a for-profit corporation may be formed under the TBOC.

**ARTICLE III
CAPITALIZATION**

The total number of shares of all classes the Corporation is authorized to issue is 10,000 shares. The Corporation shall have one class of shares consisting of common shares, with no par value.

**ARTICLE IV
ORGANIZER**

The name and address of the organizer is as follows:

<u>Name</u>	<u>Address</u>
Steve Carlton	1001 Heathrow Park Lane, Suite 5001 Lake Mary, FL 32746

**ARTICLE V
REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 211 E. 7th Street, Suite 620, Austin, Texas 78701 and the name of its initial registered agent at such address is Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company.

ARTICLE VI
INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Theodore M. Carpenter, Jr.	4888 Loop Central Drive Suite 700 Houston, Texas 77081
John M. Squarok	4888 Loop Central Drive Suite 700 Houston, Texas 77081
Don E. Beck, M.D.	4888 Loop Central Drive Suite 700 Houston, Texas 77081

ARTICLE VII
ACTIONS BY SHAREHOLDERS WITHOUT A MEETING

Any action required to be taken at any annual or special meeting of shareholders, and any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which holders of all shares entitled to vote on the action were present and voted.

ARTICLE VIII
LIMITED LIABILITY; INDEMNIFICATION

Section 8.1 Limitation of Liability. No person who is or was a director of the Corporation shall be personally liable to the Corporation or any of its shareholders for monetary damages for an act or omission in such person's capacity as a director of the Corporation, except to the extent such limitation or elimination of liability is not permitted by applicable law, as the same exists or hereafter may be changed. If applicable law is hereafter changed to authorize corporate action further limiting or eliminating the liability of directors, then the liability of a director to the Corporation or its shareholders shall be limited or eliminated to the fullest extent permitted by applicable law, as so changed. Any repeal or amendment of this Section 8.1 by the shareholders of the Corporation or by changes in law, or the adoption of any other provision of this Certificate inconsistent with this Section 8.1 will, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to further limit or eliminate the liability of directors) and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or amendment or

adoption of such inconsistent provision with respect to acts or omissions occurring prior to such repeal or amendment or adoption of such inconsistent provision.

Section 8.2 Indemnification.

(a) Each person who was or is a respondent or defendant, or is threatened to be made a respondent or defendant, or testifies or otherwise participates, in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding (any of the foregoing hereinafter called a "*proceeding*"), whether or not by or in the right of the Corporation, because such person is or was a director of the Corporation or, while a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, administrator, agent or similar functionary of another foreign or domestic corporation, limited or general partnership, limited liability company, business trust, real estate investment trust, joint venture, joint stock company, cooperative, association, bank, insurance company, credit union, association, proprietorship, trust, employee benefit plan, other enterprise or other organization (hereinafter a "*Covered Person*") shall be indemnified by the Corporation to the fullest extent authorized or permitted by applicable law, as the same exists or may hereafter be changed, against all judgments (including arbitration awards), court costs, penalties, excise and similar taxes, fines, settlements, reasonable attorneys' fees and other expenses (all of the foregoing hereinafter called "*expenses*") actually incurred by such person in connection with such proceeding, and such right to indemnification shall continue as to a person who has ceased to be a director, officer, partner, venturer, proprietor, trustee, employee, administrator, agent or similar functionary and shall inure to the benefit of his or her heirs, executors and administrators. The right to indemnification conferred by this Section 8.2 shall be a contract right and shall include the right to be paid or reimbursed by the Corporation the reasonable expenses incurred in defending or otherwise participating in any such proceeding in advance of its final disposition upon receipt by the Corporation of a written affirmation by the Covered Person of the Covered Person's good faith belief that the person has met the standard of conduct necessary for indemnification under the TBOC and a written undertaking by or on behalf of the person to repay all amounts so advanced if it shall be ultimately determined by final judicial decision from which there is no further right to appeal that the Covered Person has not met that standard or that indemnification of the Covered Person against expenses incurred by such person in connection with that proceeding is prohibited by the TBOC.

(b) The rights conferred on any Covered Person by this Section 8.2 shall not be exclusive of any other rights which any Covered Person may have or hereafter acquire under law, this Certificate, the bylaws of the Corporation, an agreement, vote of shareholders or disinterested directors, or otherwise.

(c) Any repeal or amendment of this Section 8.2 by the shareholders of the Corporation or by changes in law, or the adoption of any other provision of this Certificate inconsistent with this Section 8.2, will, unless otherwise required by law, be prospective only (except to the extent such amendment, change in law or adoption permits the Corporation to provide broader indemnification rights on a retroactive basis than permitted prior thereto), and will not in any way diminish or adversely affect any right or protection existing at the time of

such repeal or amendment or adoption of such inconsistent provision in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

(d) This Section 8.2 shall not limit the right of the Corporation, to the extent and in the manner authorized or permitted by law, to indemnify and to advance expenses to persons other than Covered Persons.

ARTICLE IX
SHAREHOLDER VOTE ON CERTAIN MATTERS

Except as otherwise provided in this Certificate, the vote of shareholders required for approval of any action for which the TBOC requires a shareholder vote, shall, if a greater vote of shareholders is provided for by the TBOC, instead be the affirmative vote of the holders of a majority of the outstanding shares entitled to vote thereon, unless any class or series of shares is entitled to vote as a class thereon, in which event the vote required shall be the affirmative vote of the holders of a majority of the outstanding shares within each class or series of shares entitled to vote thereon as a class and a majority of the outstanding shares otherwise entitled to vote thereon.

ARTICLE X
EFFECTIVENESS OF FILING

This Certificate of Formation becomes effective when it is filed by the Secretary of State, State of Texas.

ARTICLE XI
CONVERTING ENTITY

This corporation is formed pursuant to a Plan of Conversion. The converting entity is identified as follows:

Name:	SelectCare of Texas, L.L.C.
Address:	4888 Loop Central Drive, Suite 700 Houston, Texas 77081
Date of Formation:	December 11, 2007
Prior form of organization:	Limited Liability Company
Jurisdiction of formation:	Texas

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Formation to be
duly executed on the 10 day of May, 2012.

ORGANIZER

Steve Carlton

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