

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM445193

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	ENTITY CONVERSION
RESUBMIT DOCUMENT ID:	900419277

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Institute for Professional Care Education, LLC		12/14/2015	Limited Liability Company: OREGON

RECEIVING PARTY DATA

Name:	Institute for Professional Care Education, LLC
Street Address:	5109 NE 82nd Avenue, Suite 201
City:	Vancouver
State/Country:	WASHINGTON
Postal Code:	98662
Entity Type:	Limited Liability Company: WASHINGTON

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3386031	MEDIFECTA HEALTHCARE TRAINING
Registration Number:	3480045	NATIONAL CAREGIVER TRAINING PROGRAM
Registration Number:	4667025	IPCED
Registration Number:	4667040	EASYCEU
Registration Number:	4668994	INSTITUTE FOR PROFESSIONAL CARE EDUCATIO
Registration Number:	4668995	FAMILY LEARNING CENTER
Registration Number:	4674867	AQUIRE TRAINING SOLUTIONS
Registration Number:	5061856	CARE AND COMPLIANCE GROUP

CORRESPONDENCE DATA

Fax Number: 2627831211

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: 262 783-1300

Email: rkmip@rkmiplaw.com

Correspondent Name: Ryan Kromholz & Manion, S.C.

Address Line 1: P O Box 26618

Address Line 4: Milwaukee, WISCONSIN 53226-0618

ATTORNEY DOCKET NUMBER: 2403

NAME OF SUBMITTER:	Barbara J. Mueller
SIGNATURE:	/Barbara J. Mueller/
DATE SIGNED:	09/29/2017
Total Attachments: 4 source=151223 Oregon to Washington conversion#page1.tif source=151223 Oregon to Washington conversion#page2.tif source=151223 Oregon to Washington conversion#page3.tif source=151223 Oregon to Washington conversion#page4.tif	

Articles of Conversion - Business Entities

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

FILED



DEC 23 2015



REGISTRY NUMBER: 845883-92

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.

OREGON SECRETARY OF STATE

For office use only

Please Type or Print Legibly in Black Ink.

1. NAME OF BUSINESS ENTITY PRIOR TO CONVERSION:

INSTITUTE FOR PROFESSIONAL CARE EDUCATION, LLC

2. TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION:

DOMESTIC LIMITED LIABILITY COMPANY

3. NAME OF BUSINESS ENTITY AFTER CONVERSION:

INSTITUTE FOR PROFESSIONAL CARE EDUCATION, LLC

4. TYPE OF BUSINESS ENTITY AFTER CONVERSION:

LIMITED LIABILITY COMPANY- WASHINGTON

5. WILL THE CONVERTED ENTITY TRANSACT BUSINESS IN OREGON? YES NO

6. IF NO, WHERE WILL THE JURISDICTION BE? WASHINGTON

7. A COPY OF THE PLAN OF CONVERSION IS ATTACHED.

8. PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE:

9. EXECUTION: By my signature, I declare as an authorized signer, 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:

Sharon K. Brothers, MSW

PRINTED NAME:

SHARON K. BROTHERS

TITLE:

MANAGER

CONTACT NAME: (To resolve questions with this filing)

ELIZABETH A. MUNNS

PHONE NUMBER: (Include area code)

503-723-0374

FEES

Dc
Fo
Prc
Fre

INSTITUTE FOR PROFESSIONAL CARE



84588392-16633194 INVINA

TRADEMARK

REEL: 006164 FRAME: 0869

PLAN OF CONVERSION

INSTITUTE FOR PROFESSIONAL CARE EDUCATION, LLC, an OREGON limited liability company, ("CONVERTING OREGON COMPANY") and all of its Members hereby adopts this PLAN OF CONVERSION (this "Agreement"), to convert the CONVERTING OREGON COMPANY into INSTITUTE FOR PROFESSIONAL CARE EDUCATION, LLC a Washington limited liability company ("CONVERTED WASHINGTON COMPANY"); (the Companies are referred to jointly as the "Constituent Companies.")

SECTION 1. CONVERSION OF CONVERTING OREGON COMPANY

1.1 Conversion. At the Effective Date, CONVERTING OREGON COMPANY will be converted into CONVERTED WASHINGTON COMPANY, under the name INSTITUTE FOR PROFESSIONAL CARE EDUCATION, LLC, a WASHINGTON LIMITED LIABILITY COMPANY, organized under and governed by the laws of the state of Washington. From that time, the CONVERTED WASHINGTON COMPANY, to the extent consistent with its Articles of Organization as altered by the conversion, will possess all the rights, privileges, immunities, and franchises of CONVERTING OREGON COMPANY, all property belonging to CONVERTING OREGON COMPANY will be transferred to and vested in the CONVERTED WASHINGTON COMPANY without further act or deed, and the CONVERTED WASHINGTON COMPANY will be responsible for all liabilities of each of the Constituent Companies, all in the manner and with the effect set forth in RCW 25.15.422 and ORS 63.479.

1.2 Further Assurances. From time to time after the Effective Date, the managers of CONVERTING OREGON COMPANY who were last in office will execute and deliver such deeds and other instruments and will cause to be taken such further actions as will reasonably be necessary in order to vest or perfect in the CONVERTED WASHINGTON COMPANY title to and possession of all the property, interests, assets, rights, privileges, immunities, and franchises of CONVERTING OREGON COMPANY.

1.3 Effective Date. The conversion of CONVERTING OREGON COMPANY to the CONVERTED WASHINGTON COMPANY will become effective on December 15, 2015 (or the date of filing if later) after the filing of articles of conversion pursuant to ORS 63.011 and ORS 63.476 and RCW 25.15.420 (the "Effective Date").

1.4 Closing. Subject to the satisfaction of the conditions set forth in Section 4 of this Agreement, the closing of the contemplated transactions will occur on the date of filing of articles of conversion to be filed.

SECTION 2. ARTICLES OF ORGANIZATION, OPERATING AGREEMENT, AND MEMBERS

At the Effective Date:

2.1 Articles of Organization. The Articles of Organization of CONVERTING OREGON COMPANY as in effect immediately before the Effective Date will be the Articles of

Organization of the CONVERTED WASHINGTON COMPANY until amended in accordance with applicable law.

2.2 Operating Agreement. The Operating Agreement, including any amendments thereto, of CONVERTING OREGON COMPANY as in effect immediately before the Effective Date will be the Operating Agreement of the CONVERTED WASHINGTON COMPANY until amended or repealed.

2.3 Managers. The managers of the CONVERTED WASHINGTON COMPANY will consist of persons who are managers of CONVERTING OREGON COMPANY immediately before the Effective Date, and they will hold office in each case until their successors are elected and qualify.

2.4 Employer Identification Numbers. The CONVERTED WASHINGTON COMPANY will use the same employer identification number as the CONVERTING OREGON COMPANY unless the Internal Revenue Service shall require a new Employer Identification Number for the CONVERTED WASHINGTON COMPANY.

SECTION 3. MANNER AND BASIS OF CONVERTING MEMBERSHIP UNITS

3.1 Conversion of Units. On the Effective Date each unit of membership interest in CONVERTING OREGON COMPANY that is issued and outstanding immediately before the Effective Date will be converted into the same number of units and class of membership interest, which are fully paid and non-assessable units, in the CONVERTED WASHINGTON COMPANY.

3.2 Certificates for Units. Any certificate that, before the Effective Date, represented units of membership interest of the CONVERTING OREGON COMPANY, from and after the Effective Date, will represent units of membership interest of the CONVERTED WASHINGTON COMPANY. Any holder of units of membership interest of CONVERTING OREGON COMPANY that are converted in the conversion into units of membership interest of the CONVERTED WASHINGTON COMPANY, on surrender of the certificate therefore to the CONVERTED WASHINGTON COMPANY, will be entitled to receive a certificate evidencing the ownership of units of the CONVERTED WASHINGTON at the Effective Date.

SECTION 4. CONDITION

4.1 Condition to Obligation of Converting Oregon Company. The obligation of CONVERTING OREGON COMPANY to effect the conversion is subject to the satisfaction or waiver of the following condition: This Agreement will have been duly approved by the members entitled to vote on the matter of the CONVERTING OREGON COMPANY in accordance with the Oregon Limited Liability Company Act and Washington Limited Liability Company Act.

845883-92

SECTION 5. TERMINATION

5.1 Failure of Member Approval. This Agreement will automatically terminate in the event that it is brought to a vote and not adopted by the members of the CONVERTING OREGON COMPANY, entitled to vote thereon at a meeting called for such purpose in accordance with the Oregon Limited Liability Company Act.

5.2 Other Termination. This Agreement may be terminated and the conversion abandoned at any time before the Effective Date, whether before or after submission to or approval by the members of the CONVERTING OREGON COMPANY if the condition provided in Section 4 of this Agreement has not been satisfied or waived on or before the Effective Date.

5.3 Effect of Termination. If this Agreement is terminated as provided in Section 5, this Agreement will become wholly void and of no effect.

This Plan of Conversion was adopted by consent minutes of the Members of INSTITUTE FOR PROFESSIONAL CARE EDUCATION, LLC effective December 14, 2015.

CERTIFIED BY:


Sharon K. Brothers, Manager

T:\EAM\Current Clients\Files A-L\Institute for Professional Care\Conversion to WA\PCed\Plan of Conversion.docx