

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM521766

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	03/08/2019		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CIVITAS SOLUTIONS, INC.		03/08/2019	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	NATIONAL MENTOR HOLDINGS, INC.		
<b>Street Address:</b>	313 CONGRESS STREET		
<b>Internal Address:</b>	6TH FLOOR		
<b>City:</b>	BOSTON		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02210		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5459290	CIVITAS SOLUTIONS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2124552502		
<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>			
<b>Phone:</b>	(212) 455-3605		
<b>Email:</b>	ksolomon@stblaw.com		
<b>Correspondent Name:</b>	GENEVIEVE DORMENT, ESQ.		
<b>Address Line 1:</b>	SIMPSON THACHER & BARTLETT LLP		
<b>Address Line 2:</b>	425 LEXINGTON AVENUE		
<b>Address Line 4:</b>	NEW YORK, NEW YORK 10017		
<b>ATTORNEY DOCKET NUMBER:</b>	004600/0323		
<b>NAME OF SUBMITTER:</b>	GENEVIEVE DORMENT		
<b>SIGNATURE:</b>	/GD/		
<b>DATE SIGNED:</b>	05/02/2019		
<b>Total Attachments: 8</b>			
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# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CIVITAS SOLUTIONS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "NATIONAL MENTOR HOLDINGS, INC." UNDER THE NAME OF "NATIONAL MENTOR HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE EIGHTH DAY OF MARCH, A.D. 2019, AT 10:34 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

3319905 8100M  
SR# 20191840464

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202400459  
Date: 03-08-19

TRADEMARK  
REEL: 006635 FRAME: 0292

**CERTIFICATE OF MERGER  
OF**

**CIVITAS SOLUTIONS, INC.  
(a Delaware corporation)**

**WITH AND INTO**

**NATIONAL MENTOR HOLDINGS, INC.  
(a Delaware corporation)**

**Pursuant to Section 251 of the Delaware General Corporation Law**

National Mentor Holdings, Inc., a Delaware corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "DGCL"), does hereby certify that:

**FIRST:** The name and state of incorporation of each of the constituent corporations (together, the "Constituent Corporations") of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Civitas Solutions, Inc.	Delaware
National Mentor Holdings, Inc.	Delaware

**SECOND:** The Agreement and Plan of Merger (the "Merger Agreement"), dated as of March 8, 2019, by and among the Constituent Corporations and NMH Holdings, LLC, a Delaware limited liability company, has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with Sections 251 of the DGCL and, with respect to Civitas Solutions, Inc., by the written consent of its sole stockholder in accordance with Section 228 of the DGCL.

**THIRD:** The surviving corporation shall be National Mentor Holdings, Inc., which shall retain the name National Mentor Holdings, Inc. upon effectiveness of the Merger (the "Surviving Corporation").

**FOURTH:** The certificate of incorporation of National Mentor Holdings, Inc. as in effect immediately prior to the Merger (as defined below) shall be amended and restated such that upon the upon effectiveness of the merger contemplated by the Merger Agreement (the "Merger"), the amended and restated certificate of incorporation attached hereto as Exhibit A shall be the amended and restated certificate of incorporation of the Surviving Corporation.

**FIFTH:** That the Merger is to become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

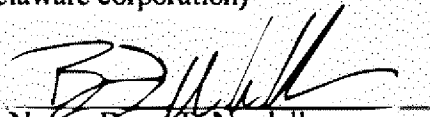
**SIXTH:** The executed Merger Agreement is on file at the office of the Surviving Corporation at 313 Congress Street, 6th Floor, Boston, MA 02210.

**SEVENTH:** A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

IN WITNESS WHEREOF, National Mentor Holdings, Inc. has caused this Certificate of Merger to be executed by the undersigned authorized officer this 8th day of March, 2019.

**National Mentor Holdings, Inc.**  
(a Delaware corporation)

By:

  
Name: Bruce F. Nardella

Title: President

TRADEMARK

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Exhibit A

(See attached.)

**SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**NATIONAL MENTOR HOLDINGS, INC.**

FIRST: The name of this corporation (the "Corporation") is: National Mentor Holdings, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is: The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, as the same exists or as may hereafter be amended from time to time.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is:

100 shares of common stock, par value \$0.01 per share.

FIFTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the bylaws of the Corporation.

SIXTH: Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide. Any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares at the time entitled to vote at an election of directors.

SEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware, as so amended. No amendment, modification or repeal of this Article SEVENTH shall adversely affect the rights and protection afforded to a director of the Corporation under this Article SEVENTH for acts or omissions occurring prior to such amendment, modification or repeal.



EIGHTH: The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by the General Corporation Law of Delaware, as it now exists or may hereafter be amended (but, in the case of such amendment, only to the extent that such amendment permits the Corporation to provide broader exculpation rights than permitted prior thereto), and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators and personal and legal representatives. The right to indemnification conferred by this Article EIGHTH shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article EIGHTH to directors and officers of the Corporation.

The rights to indemnification and to the advance of expenses conferred in this Article EIGHTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the bylaws, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Any repeal or modification of this Article EIGHTH shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at or prior to the time of such repeal or modification.

NINTH: Meetings of stockholders may be held within or without the State of Delaware, as the bylaws of the Corporation may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders pursuant to this Certificate of Incorporation in its present form or as hereinafter amended are granted subject to this reservation.

TRADEMARK SCHEDULE

TITLE	REG. NO.
CIVITAS SOLUTIONS	5459290