

(750575 Out)

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State of California
Secretary of State

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION - CONVERSION

File # **200610910027**

FILED
In the office of the Secretary of State
of the State of California

APR 14 2006

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," "Ltd. Liability Company," "Ltd. Liability Co.," or the abbreviation "LLC" or "L.L.C.")

Covenant Care California, LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)

☐ ONE MANAGER

☐ MORE THAN ONE MANAGER

☒ ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE

27072 Aliso Creek Road, Suite 100

CITY AND STATE

Aliso Creek, CA

ZIP CODE

92656

5. NAME OF AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both items 5 and 6 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and item 5 must be completed (leave item 6 blank).)

Andrew F. Torok

6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA

27072 Aliso Creek Road, Suite 100

CITY

Aliso Creek

STATE

CA

ZIP CODE

92656

CONVERTING ENTITY INFORMATION

7. NAME OF CONVERTING ENTITY

Covenant Care California, Inc.

8. FORM OF ENTITY

Corporation

9. JURISDICTION

California

10. CA SECRETARY OF STATE FILE NUMBER, IF ANY

C1750575

11. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS

One thousand (1,000) shares of Common Stock

51 percent

ADDITIONAL INFORMATION

12. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

13. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON

DATE

Robert Levin, President

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

DATE

Andrew F. Torok, Secretary

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Covenant Care Morgan Hill, LLC

27072 Aliso Creek Road
Suite 100
Aliso Viejo, California 92656

April 12, 2006

Secretary of State
1500 11th Street, 3rd Floor
Sacramento, California 95814-5701

Attention: Limited Liability Company Unit

Re: Consent to Use of Name

Dear Sir or Madam:


Please be advised that we hereby consent to the use of the name "Covenant Care California, LLC" in connection with the filing of the enclosed Articles of Organization - Conversion (Form LLC-1A), to convert Covenant Care Corporation, Inc. into a new limited liability company registered to engage in business within the State of California.

If you have any questions, please do not hesitate to call me at (949) 349-1200.

Sincerely,

Covenant Care Morgan Hill, LLC

By: Covenant Care California, Inc., as Manager

By: 
Robert Levin
Its: President

Enclosure

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