1750575 (out) D0813282

State of California
Secretary of State

File # 200610910027

FILED
In the office of the Secretary of State
of the State of California
APR 14 2006

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION - CONVERSION

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 LIABILTY 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	CITY AND STATE	ZIP CODE
27072 Aliso Creek Road, Suite 100	Aliso Creek, CA	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	CITY	STATE	ZIP CODE
27072 Aliso Creek Road, Suite 100	Aliso Creek	CA	92656

CONVERTING ENTITY INFORMATION

7. NAME OF CONVERTING ENTITY
   Covenant Care California, Inc.

8. FORM OF ENTITY	9. JURISDICTION	10. CA SECRETARY OF STATE FILE NUMBER, IF ANY
Corporation	California	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	TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
	4/13/06	Robert Levin, President
	4/13/06	Andrew F. Torok, Secretary

SIGNATURE OF AUTHORIZED PERSON — DATE — 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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