

<b>TRADEMARK ASSIGNMENT COVER SHEET</b>
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Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM538304

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PRIMROSE SCHOOL FRANCHISING COMPANY		08/20/2019	Corporation: GEORGIA

**RECEIVING PARTY DATA**

<b>Name:</b>	PRIMROSE SCHOOL FRANCHISING COMPANY LLC
<b>Street Address:</b>	3200 Windy Hill Road SE
<b>Internal Address:</b>	Suite 1200E
<b>City:</b>	Atlanta
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30339
<b>Entity Type:</b>	Limited Liability Company: GEORGIA

**PROPERTY NUMBERS Total: 35**

Property Type	Number	Word Mark
Registration Number:	4554596	360 PARENTING
Registration Number:	3607358	ACTIVE MINDS, HEALTHY BODIES, AND HAPPYH
Registration Number:	2860596	BALANCED CHILD
Registration Number:	2700987	BALANCED LEARNING
Registration Number:	3860734	BENJAMIN
Registration Number:	3792152	BILLY
Registration Number:	3742040	ERWIN
Registration Number:	5271633	HAPPY HEARTS CHARACTER DEVELOPMENT PROGR
Registration Number:	4859311	HELPING HANDS
Registration Number:	4554661	JUST ASK A MOM OR DAD
Registration Number:	3875432	KATIE
Registration Number:	3760425	MEGY
Registration Number:	3860466	OG
Registration Number:	3792153	PERCY
Registration Number:	4859309	POSIES & POLLYWOGS
Registration Number:	1937949	PRIMROSE
Registration Number:	3801888	PRIMROSE CHILDREN'S FOUNDATION
Registration Number:	5297318	PRIMROSE EARLY ART MASTERS

**TRADEMARK**

Property Type	Number	Word Mark
Registration Number:	4554662	PRIMROSE EXPERIENCE
Registration Number:	5503570	PRIMROSE FRIENDS PHONICS PROGRAM
Registration Number:	5597311	PRIMROSE ON PREMISE
Registration Number:	3749644	PRIMROSE SCHOOLS
Registration Number:	1844809	PRIMROSE SCHOOLS
Registration Number:	5554689	PRIMROSE SCHOOLS ADOPT-A-GRANDPARENT
Registration Number:	5524951	PRIMROSE SCHOOLS MUCHO MUNDO
Registration Number:	5524952	PRIMROSE SCHOOLS MUD PIES
Registration Number:	5524953	PRIMROSE SCHOOLS NOGGIN' JOGGIN'
Registration Number:	5554693	PRIMROSE SCHOOLS RHYTHM & NOTES
Registration Number:	5524954	PRIMROSE SCHOOLS THUMBS UP!
Registration Number:	2166814	STANDARD OF EXCELLENCE ACCREDITATION
Registration Number:	4721813	THE LEADER IN EARLY EDUCATION AND CARE
Registration Number:	3258023	THE LEADER IN EDUCATIONAL CHILD CARE
Registration Number:	4518558	WELL ROUNDED, WELL GROUNDED
Registration Number:	3650526	WITH THE RIGHT FOUNDATION, ANYTHING IS P
Serial Number:	88040681	THINK MORE WAYS, ALWAYS

#### CORRESPONDENCE DATA

**Fax Number:**

*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.*

**Email:** mpotts@paulweiss.com, aspoto@paulweiss.com, lfranco@paulweiss.com

**Correspondent Name:** Marissa A. Potts

**Address Line 1:** Paul Weiss Rifkind Wharton & Garrison LLP

**Address Line 2:** 1285 Avenue of the Americas

**Address Line 4:** New York, NEW YORK 10019-6064

<b>ATTORNEY DOCKET NUMBER:</b>	017514-0073
<b>NAME OF SUBMITTER:</b>	Marissa Potts
<b>SIGNATURE:</b>	/Marissa Potts/
<b>DATE SIGNED:</b>	08/27/2019

**Total Attachments: 5**

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# STATE OF GEORGIA

**Secretary of State**  
**Corporations Division**  
**313 West Tower**  
**2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

## CERTIFICATE OF CONVERSION

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on **08/20/2019** converting

**PRIMROSE SCHOOL FRANCHISING COMPANY**

a Domestic Profit Corporation

to

**PRIMROSE SCHOOL FRANCHISING COMPANY LLC**

a Domestic Limited Liability Company

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on **08/19/2019**.



*Brad Raffensperger*

Brad Raffensperger  
Secretary of State

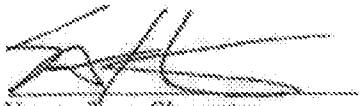
**CERTIFICATE OF CONVERSION  
OF  
PRIMROSE SCHOOL FRANCHISING COMPANY  
FROM A GEORGIA CORPORATION TO A  
GEORGIA LIMITED LIABILITY COMPANY**

Pursuant to Section 14-2-1109.1 and 14-11-212 of the Official Code of Georgia Annotated ("O.C.G.A."), the undersigned, Primrose School Franchising Company, a Georgia corporation (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation making the election to become a limited liability company is Primrose School Franchising Company, a Georgia corporation.
2. The Corporation elects to become a Georgia limited liability company (the "Company") pursuant to Section 14-2-1109.1 and 14-11-212 of the O.C.G.A. The name of such Georgia limited liability company shall be Primrose School Franchising Company LLC.
3. The election to become a Georgia limited liability company (the "Election") shall become effective at 11:59 p.m. eastern time on Tuesday, August 26, 2019 (the "Effective Time").
4. The Plan of Conversion of the Corporation to convert from a Georgia corporation to a Georgia limited liability company has been approved by the board of directors of the Corporation and the sole shareholder of the Corporation (the "Sole Shareholder") as required by Sections 14-2-1109.1 and 14-11-212 of the O.C.G.A.
5. Filed with this Certificate of Conversion are articles of organization in the form required by Section 14-11-204 of the O.C.G.A., that set forth a name for the Company that satisfies the requirements of Section 14-11-207 of the O.C.G.A., and that shall be the articles of organization of the Company formed pursuant to this election unless or until modified in accordance with the O.C.G.A.
6. The outstanding shares of the Corporation, which are held by the Sole Shareholder, will be converted into a one hundred percent (100%) membership interest of the Company by reason of the Conversion.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Conversion to be executed by its duly authorized officer.

**PRIMROSE SCHOOL FRANCHISING  
COMPANY**

By:   
Name: Steve Clemente  
Title: President

2019 AUG 19 PM 12:00  
SIGNED BY: STEVE CLEMENTE

[Signature Page to Certificate of Conversion of Primrose School Franchising Company to Primrose School Franchising Company LLC]

ARTICLES OF ORGANIZATION

OF

PRIMROSE SCHOOL FRANCHISING COMPANY LLC

1. The name of the limited liability company is Primrose School Franchising Company LLC.

2. The articles of organization shall be effective at 11:59 p.m. eastern time on Tuesday, August 20, 2019.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of this 20th day of August, 2019.



Name: Stephen D. Aronson

Title: Organizer

2019 AUG 19 PM 12:00  
REGISTERED OFFICE  
CORPORATE SERVICES  
10000 W. CENTRAL EXPRESSWAY  
SUITE 1000  
DENVER, CO 80231



Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr., SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 550-2617
sos.ga.gov

TRANSMITTAL INFORMATION FORM
GEORGIA LIMITED LIABILITY COMPANY

IMPORTANT: Please provide the entity's primary email address when completing this form.
Primary Email Address: sda@roarkcapital.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. LLC Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank.)
Primrose School Franchising Company LLC
LLC Name (list exactly as it appears in articles.)

2. Autumn Summers
Name of Person Filing Articles of Organization (Certificate will be emailed to this person at address listed below.)
1180 Peachtree St. NE, Suite 1600 Atlanta, GA 30309
Address City State Zip Code
asummers@kslaw.com 404-572-2415
Filer's Email Address Telephone Number

3. 3200 Windy Hill Road SE, Suite 1200E
Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box.)
Atlanta Georgia 30336
City State Zip Code

4. Kristin Goran
Name of Registered Agent in Georgia
3200 Windy Hill Road SE, Suite 1200E
Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)
Atlanta Fulton GA 30339
City County State Zip Code
kgoran@primroseschools.com
Registered Agent's Email Address

5. Name and Address of Each Organizer (Attach additional sheets if necessary.)
Stephen D. Aronson 1180 Peachtree St. NE, Ste 2600 Atlanta GA 30309
Organizer Address City State Zip Code

6. Mail the following items to the Secretary of State at the above address:
1) This Transmittal Information Form;
2) The Articles of Organization; and
3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are non-refundable.
I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.
Signature of Authorized Person: [Signature] Date: August 20, 2019
Stephen D. Aronson
First name

FORM 231
(Rev. 10/2018)