

State of Tennessee



Department of State

Corporate Filings

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, TN 37243

CONVERSION OF A LIMITED LIABILITY PARTNERSHIP

For Office Use Only

Pursuant to the provisions of the Tennessee Uniform Partnership Act, Section 61-1-143(b), the undersigned hereby adopts the following:

1. The Limited Partnership or General Partnership was converted to a Limited Liability Partnership from a Limited Partnership or a General Partnership. Name of the LLP. (The name must include the words Limited Liability Partnership or the abbreviation L.L.P. or LLP)

2. Please insert the principal address:

3. A brief statement of the business in which the partnership is engaged .

Other Provisions:

4. The name and address of the Limited Liability Partnership's initial registered agent and office in Tennessee is:

(Name)

(Street Address)

(City)

(State/Zip Code)

(County)

5. Please list the names and addresses of each partner:

6. Please mark the block that applies:

- The terms and conditions of the conversion have been approved by the majority vote of the partners.
By all partners or in accordance with the limited partnership agreement.

7. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: Shall not be later than the 90th day after the document is filed by the Secretary of State.

Date _____, _____. Time _____

8. If the Limited Partnership was filed in the Register of Deeds prior to January 1, 1989, and did not elect to be governed by Chapter 2 of Title 61 of the Tennessee Code Annotated, as amended, please insert a statement indicating which county Register of Deeds office the certificate of limited partnership and all amendments thereto were filed, including the date of the filings and the book(s) and page(s) or other file reference number(s).

Signature Date

Signature

Signer's Capacity

Name (typed or printed)