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Thank you!

STATE OF FLORIDA  
ARTICLES OF CONVERSION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY  
TO  
A DELAWARE LIMITED PARTNERSHIP

THESE ARTICLES OF CONVERSION are submitted to convert the following Florida limited liability company (the "**Converting Company**") into an "other business entity" in accordance with Section 605.1045 of the Florida Revised Limited Liability Company Act (Section 605.0101 et seq., Florida Statutes, referred to herein as the "**Florida Act**").

1. The Converting Company. The name of the Converting Company is SHOAL RIVER HOTEL, LLC. The jurisdiction of formation of the Converting Company is the State of Florida, and the Converting Company is a limited liability company.

2. The "Converted Entity". The name of the "converted entity" into which the Converting Company is converting is SHOAL RIVER HOTEL, LP. The jurisdiction of formation of the "converted entity" is the State of Delaware, and the "converted entity" is a limited partnership.

3. Plan of Conversion. The managing member of the Converting Company, in such capacity and being the sole member of the Converting Company, has authorized, approved, and adopted the Plan of Conversion with respect to the conversion contemplated by these Articles in accordance with Sections 605.1041 through 605.1046 of the Florida Act.

4. Appraisal Rights. With respect to any member of the "converted entity" having appraisal rights, the "converted entity" has agreed to pay the amount to which such member(s) are entitled under Section 605.1006 and Sections 605.1061 through 605.1072 of the Florida Act.

5. Effective Date. The conversion of the Converting Company into the Delaware limited partnership as contemplated hereby shall be effective upon the registration of these Articles of Conversion by the Florida Department of State, Division of Corporations.

6. Florida Address of "Converted or Other Business Entity". The Florida Department of State may send any process served on the Department pursuant to Section 605.0117 of the Florida Act and Chapter 48, Florida Statutes to the following address:

Street and Mailing Address  
Attn.: Shoal River Hotel, LP  
819 Pinedale Road  
Fort Walton Beach, FL 32547

*[Balance of page intentionally left blank; signature block appears on following page.]*

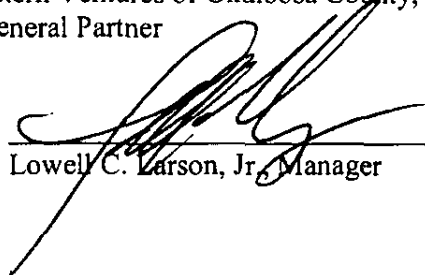
**[Signature Page to Articles of Conversion]**

IN WITNESS WHEREOF, the undersigned, being an authorized person on behalf of the Converting Company, has executed these Articles of Conversion on this 20 day of January, 2017.

SHOAL RIVER HOTEL, LLC

By: Venture Hospitality Partners, Ltd., Managing Member

By: Southern Ventures of Okaloosa County, LLC,  
as General Partner

By:   
\_\_\_\_\_  
Lowell C. Larson, Jr., Manager

SHOAL RIVER HOTEL, LP

By: Shoal River Manager, LLC, General Partner

By: Venture Hospitality Partners, Ltd., Manager

By: Southern Ventures of Okaloosa County,  
LLC, General Partner

By:   
\_\_\_\_\_  
Lowell C. Larson, Jr., Manager