

SCHELL BRAY AYCOCK ABEL & LIVINGSTON PLLC

ATTORNEYS AND COUNSELLORS AT LAW

WRITER'S DIRECT DIAL NUMBER
336.370.8861

WRITER'S EMAIL ADDRESS
PLENTZ@SBAAL.COM

May 7, 2009

BRAXTON SCHELL
(1924-2008)
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THOMAS P. HOCKMAN
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J. CARTER GRANT
L. PARRISH LENTZ

Florida Department of State, Registration Section
Division of Corporations
Attn: Ms. Brenda Tablock
P.O. Box 6327
Tallahassee, Florida 32314

Re: Conversion of Jennings Cobble, LLC from a Florida LLC to a Tennessee LLC

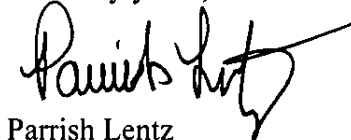
Dear Ms. Tablock:

I spoke with you on the phone on May 7, 2009 regarding the conversion of Florida LLC, Jennings Cobble, LLC, to a Tennessee LLC. As you are aware, we have previously filed a Certificate of Conversion and Articles of Organization with the Tennessee Secretary of State. The effective date of the conversion in Tennessee was April 23, 2009. You confirmed that if we file a Cover Letter and a Certificate of Conversion in Florida and use the Tennessee effective date then your office will ignore the Florida effective date. It is my understanding that the filing of the Certificate of Conversion in Florida will effectively dissolve the Florida LLC.

Enclosed you will find the Cover Letter and an original and one copy of the Certificate of Conversion. A filing fee of \$60.00 and a copy of the Tennessee conversion documents are also included. Please file the original Certificate of Conversion and return a certified copy to me in the attached self-addressed envelope.

Thank you for your assistance in this matter. Please call me if you have any questions.

Sincerely yours,


Parrish Lentz

LPL/amc
Enclosures
cc: Beth Demm (w/enc.)
Laura Schulman (w/enc.)

GREENSBORO | CHAPEL HILL

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: JENNINGS COBBLE, LLC
(Name of Florida Limited Liability Company)

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company” into an “Other Business Entity” in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

MICHAEL H. GODWIN
(Contact Person)

SCHELL BRAY AYCOCK ABEL & LIVINGSTON PLLC
(Firm/Company)

POST OFFICE BOX 21847
(Address)

GREENSBORO, NC 27420
(City, State and Zip Code)

For further information concerning this matter, please call:

MICHAEL H. Godwin at (336) 370-8833
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee \$30.00 Filing Fee and Certificate of Status \$55.00 Filing Fee and Certified Copy \$60.00 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Certificate of Conversion
For
Florida Limited Liability Company
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company** into an **"Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

JENNINGS COBBLE, LLC LO8-11
(Enter Name of Florida Limited Liability Company)

2. The name of the "Other Business Entity" is:

JENNINGS COBBLE, LLC
(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Tennessee
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: 04/23/09

8. This conversion shall be effective in Florida on: 4/23/09
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

1018 Dallas Road, Suite 301

Chattanooga, TN 37405

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: 1018 Dallas Road, Suite 301

Chattanooga, TN 37405

Mailing Address: Same

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 1st day of MAY, 2009

Signature: 
(Must be signed by a Member or Authorized Representative.)

Printed Name: R.B. JENNINGS, JR. Title: MANAGER

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$5.00 (Optional)