

L110000 31 7 21

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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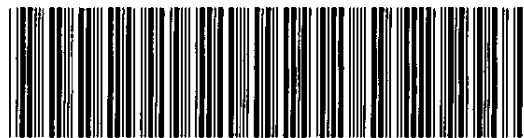
(Business Entity Name)

(Document Number)

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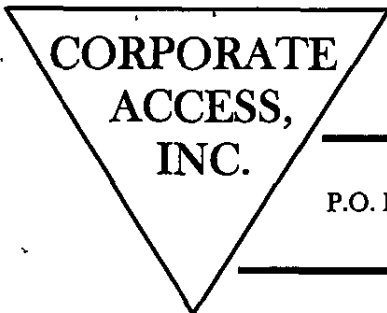
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- ☒ CERTIFIED COPY _____
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1. Black Diamond Properties, Inc.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

CERTIFICATE OF CONVERSION
FOR THE CONVERSION OF
BLACK DIAMOND PROPERTIES, INC.

INTO
ESCALANTE – BLACK DIAMOND GOLF CLUB LLC

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This Certificate of Conversion and attached Articles of Organization are submitted to convert **Black Diamond Properties, Inc.**, a Florida corporation (the "Corporation"), into **Escalante – Black Diamond Golf Club LLC**, a Florida limited liability company (the "Limited Liability Company"), in accordance with Section 608.439 of the Florida Limited Liability Company Act (the "Act").

1. The Corporation was formed under the Florida Business Corporation Act by the filing of its articles of incorporation with the Florida Department of State on September 8, 1986. 531997
2. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Black Diamond Properties, Inc.
3. The name of the Limited Liability Company as set forth in the articles of organization filed in accordance with Section 608.439(2) of the Act is Escalante – Black Diamond Golf Club LLC.
4. The effective date of the conversion shall be the date of the filing of this Certificate of Conversion with the Florida Department of State.

Signed this 9th day March, 2011

**BLACK DIAMOND PROPERTIES,
INC., a Florida corporation**

By: [Signature]
Robert C. Silva, Vice President

**ESCALANTE – BLACK DIAMOND
GOLF CLUB LLC, a Florida limited
liability company**

By: [Signature]
Robert Silva, Authorized
Representative of a Member

**ARTICLES OF ORGANIZATION
OF
ESCALANTE - BLACK DIAMOND GOLF CLUB LLC**

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ARTICLE I - NAME

The name of this limited liability company is Escalante - Black Diamond Golf Club LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE


The mailing address and street address of the principal office of the Company is 6060 South Broadway, Littleton, Colorado 80121.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of the Company at that address is James G. Kattelmann.

ARTICLE IV - MANAGEMENT


The Company is a member-managed limited liability company, and the initial managing member of the Company is Escalante - Black Diamond LLC.



Robert C. Silva, Authorized Representative
of a Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



James G. Kattelmann