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**ARTICLES OF CONVERSION
OF
AEE RESORT HOLDINGS, LLC**

These Articles of Conversion and the attached Articles of Organization are submitted to convert AEE Resort Holdings, LLC, a Colorado limited liability company (the "Converting Entity"), to a Florida limited liability company in accordance with Section 605.1045, *Florida Statutes*.

1. The name of the Converting Entity immediately prior to filing of these Articles of Conversion is AEE Resort Holdings, LLC.

2. The Converting Entity is a limited liability company first organized under the laws of the State of Colorado on December 12, 2019.

3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is AEE Resort Holdings, LLC (the "Converted Entity").

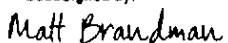
5. The Plan of Conversion has been approved in accordance with the Colorado Revised Statutes and the Florida Revised Limited Liability Company Act and has been approved by the members of the Converting Entity. The members are not entitled to appraisal rights as the members of the Converting Entity have approved the Plan of Conversion and remain the members of the Converted Entity.

6. The effective date of these Articles of Conversion and the attached Articles of Organization shall be September 12, 2024.

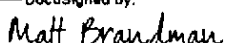
7. The conversion is permitted by and complies with all requirements set forth in the Colorado Revised Statutes and the Florida Revised Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned authorized representative of the Company has executed these Articles of Conversion on the date set forth below.

**AEE RESORT HOLDINGS, LLC, a
Colorado limited liability company**

DocuSigned by:

By: 2ED02C8D40C349E
Name: Matthew Brandman
Title: Authorized Representative

**AEE RESORT HOLDINGS, LLC, a Florida
limited liability company**

DocuSigned by:

By: 2ED02C8D40C349E
Name: Matthew Brandman
Title: Authorized Representative

**ARTICLES OF ORGANIZATION
OF
AEE RESORT HOLDINGS, LLC**

The undersigned, Matthew Brandman, a natural person competent to contract and an authorized representative of AEE Resort Holdings, LLC, hereby presents these Articles of Organization as the Articles of Organization of AEE Resort Holdings, LLC, a limited liability company formed under the provisions of Chapter 605, *Florida Statutes*.

ARTICLE I – NAME

The name of the limited liability company is AEE Resort Holdings, LLC. This limited liability company is referred to in these Articles of Organization as the “Company.”

ARTICLE II – PRINCIPAL OFFICE ADDRESS

The street address of the Company’s initial principal office is 145 Golfridge Drive, Inlet Beach, Florida 32461. The Company’s initial mailing address is 400 S. Arnold Road, Panama City Beach, Florida 32413.

ARTICLE III – PURPOSE AND POWERS

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized and shall have all powers and rights which a limited liability company may exercise pursuant to Chapter 605, *Florida Statutes*.

ARTICLE IV – COMMENCEMENT AND TERM OF EXISTENCE

The date for commencement of the Company’s existence shall be September 12, 2024. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

ARTICLE V – REGISTERED OFFICE AND AGENT

The initial registered office of the Company is 400 S. Arnold Road, Panama City Beach, Florida 32413 and the name of the initial registered agent at that address is Matthew Brandman.

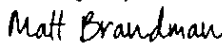
ARTICLE VI – MANAGEMENT

The Company shall be managed by a manager in accordance with the terms of the Operating Agreement for the Company. The name and address of the initial manager of the Company is as follows:

Matthew Brandman
400 S. Arnold Road
Panama City Beach, Florida 32413

IN WITNESS WHEREOF, the undersigned authorized representative of the Company has executed these Articles of Organization on the date set forth below.

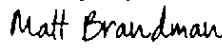
AUTHORIZED REPRESENTATIVE:

DocuSigned by:

2ED02C6D40C349E

MATTHEW BRANDMAN
Date: 9/10/2024

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of AEE Resort Holdings, L.L.C. I am familiar with and accept the duties and obligations of such designation.

DocuSigned by:

2ED02C6D40C349E

MATTHEW BRANDMAN
Date: 9/10/2024
