

PD6000077024

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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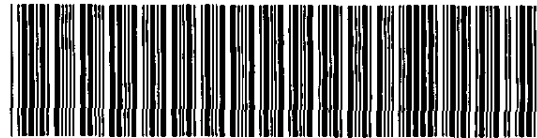
(Business Entity Name)

(Document Number)

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CRM
1-26-15

ACCOUNT NO. : I20000000195

REFERENCE : 476372 4321703

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : January 23, 2015

ORDER TIME : 3:0 PM

ORDER NO. : 476372-005

CUSTOMER NO: 4321703

DOMESTIC FILINGS

NAME: BIO ENERGY, INC.

XX ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT# 62935

EXAMINER'S INITIALS: _____

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CERTIFICATE OF CONVERSION

January 23, 2015

In accordance with Section 607.1113 of the Florida Business Corporation Act, as amended from time to time (the "*Act*"), the undersigned hereby executes this Certificate of Conversion (this "*Certificate*") for the purpose of converting (the "*Conversion*") Green Circle Bio Energy, Inc., a Florida corporation (the "*Corporation*"), to Enviva Pellets Cottondale, LLC, a Delaware limited liability company (the "*Limited Liability Company*"), and, in connection therewith, certifies as follows:

1. The Corporation has been converted into the Limited Liability Company in compliance with Sections 607.1112 and 607.1113 of the Act.
2. The Corporation has been converted into the Limited Liability Company in compliance with the applicable laws governing the Limited Liability Company.
3. The name of the Limited Liability Company is Enviva Pellets Cottondale, LLC.
4. The Plan of Conversion of the Corporation was approved by the Corporation in accordance with Chapter 607 of the Act.
5. The Conversion shall be effective under the laws of the States of Delaware and Florida as of 12:01 a.m. Eastern Standard Time on January 24, 2015.
6. The principal office of the Limited Liability Company is:

7200 Wisconsin Ave., Suite 1000
Bethesda, Maryland 20814
Attn: General Counsel

7. The Limited Liability Company hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce obligations of the Corporation, including any appraisal rights of shareholders of the Corporation under Sections 607.1301 – 607.1333 of the Act. The address which the Department of State of the State of Florida may use for purposes of Section 607.1114(4) is:

7200 Wisconsin Ave., Suite 1000
Bethesda, Maryland 20814
Attn: General Counsel

8. The Limited Liability Company has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607.1301 – 607.1333 of the Act.

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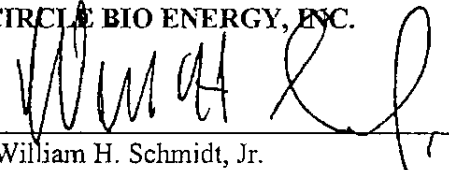
IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date first written above.

GREEN CIRCLE BIO ENERGY, INC.

By:

Name:

Title:


William H. Schmidt, Jr.

Executive Vice President, General Counsel and
Secretary