Box 36

BILL GARRETT, Davidson County
Trans:T20110080612 CHARTER
Recvd: 12/20/11 14:38 11 pgs
Fees:10.00 Taxes:0.00
20111220-0099437

STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

ORTALE,KELLEY,HERBERT&CRAWFORD-DOUGLAS A. BRACE
PO BOX 198985
NASHVILLE, TN 37219

Request Type: Certified Copies
Request #: 53980

Issuance Date: 12/14/2011
Copies Requested: 1

Document Receipt

Receipt # : 576639 Filing Fee: $20.00

Payment-Check/MO - ORTALE,KELLEY, HERBERT & CRAWFORD, NASHVILLE, TN $20.00

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that **WELTON INVESTMENTS, LLC**, Control # 341314 was formed or qualified to do business in the State of Tennessee on 12/01/1997. WELTON INVESTMENTS, LLC has a home jurisdiction of Davidson County and is currently in an Active status.

Tre Hargett
Secretary of State

Processed By: Kristen McClellan

The attached document(s) was/were filed in this office on the date(s) indicated below:

Reference #	Date Filed	Filing Description
3417-1089	12/01/1997	Conversion
4005-0493	09/15/2000	Articles of Amendment
4041-1054	11/01/2000	Merger - Survivor
6237-1464	03/06/2008	2007 Annual Report (Due 04/01/2008)
A0038-2102	08/09/2010	2009 Annual Report (Due 04/01/2010)

ARTICLES OF CONVERSION
OF
WELTON INVESTMENTS
TO
WELTON INVESTMENTS, LLC

The undersigned, acting pursuant to the Tennessee Limited Liability Company Act, T.C.A. Section 48-201-101, *et seq.*, as amended, hereby adopt the following Articles of Conversion for converting Welton Investments, a Tennessee general partnership (the "Partnership"), to Welton Investments, LLC, a Tennessee limited liability company (the "Company"):

ARTICLE 1.

The Partnership is a Tennessee general partnership.

ARTICLE 2.

The name of the Partnership is Welton Investments, and the Partnership's principal business address is 1740 Ed Temple Boulevard, Nashville, Tennessee.

ARTICLE 3.

The following persons are the partners of the Partnership:

John B. Jewell III
James W. Jewell, Sr.
Andrew D. Crichton

ARTICLE 4.

The terms and conditions of the conversion of the Partnership to a limited liability company have been approved by the unanimous vote of the undersigned, who are all of the partners of the Partnership.

ARTICLE 5.

At the date of the conversion of the Partnership to a limited liability company, there are three (3) members. Each of the partners named in Article 3 will be a member of the Company.

ARTICLE 6.

The name of the limited liability company is Welton Investments, LLC (the "Company").

ARTICLE 7.

The address of the initial registered office of the Company is 1740 Ed Temple Boulevard, located in Davidson County. The name of the initial registered agent at that address is John B. Jewell III.

ARTICLE 8.

The address of the principal executive office of the Company is 1740 Ed Temple Boulevard, Nashville, Tennessee.

ARTICLE 9.

The name and address of the organizer of the Company is Gail G. Greenfield, Sherrard & Roe, PLC, 424 Church Street, Suite 2000, Nashville, Tennessee 37219.

ARTICLE 10.

At the date and time of conversion, there are three (3) members of the Company.

ARTICLE 11.

The Company shall be managed by the members.

ARTICLE 12.

The Company shall not have the power to expel a member.

ARTICLE 12.

The existence of the Company is to begin upon the filing of these Articles of Conversion.

ARTICLE 14.

The Company shall dissolve only upon the occurrence of the events specified in the Operating Agreement of the Company (the "Dissolution Events"). The Dissolution Events may include less than all of the events listed in T.C.A. Section 48-245-101(a)(5)(A)-(K) or its successor provision.

IN WITNESS WHEREOF, the undersigned, having capacity to contract and acting pursuant to the Tennessee Limited Liability Company Act, submit these Articles of Conversion for Welton Investments to Welton Investments, LLC.

Dated as of the 1st day of December, 1997.

John B. Jewell III

James W. Jewell, Sr.

Andrew D. Crichton

41015 13433

RECEIVED
IN TENNESSEE
00 SEP 15 AM 11:34
FILED BY JEWELL
SECRETARY OF STATE

ARTICLES OF AMENDMENT
FOR
WELTON INVESTMENTS, LLC

Pursuant to §48-204-101 of the Tennessee Limited Liability Company Act (the "Act"), the undersigned limited liability company adopts the following Articles of Amendment to the Articles of Conversion of Welton Investments, LLC.

1. Name. The name of the limited liability company is WELTON INVESTMENTS, LLC (the "Company").

2. Text of Amendments. The Articles of Conversion of the Company (the "Articles") are hereby amended as follows:

A. Article 14 of the Articles is hereby amended by deleting the same in its entirety and by inserting the following in its place and stead:

Article 14

The 1999 amendments to the Tennessee Limited Liability Company Act (the "Act") regarding dissolution events shall apply to the Company. None of the events listed in §48-245-101(a)(5)(A) through (J) of the Act constitute dissolution events, except in the event the occurrence of one (1) or more of such events leaves the Company with no members.

B. The following Article is hereby added to the Articles:

Article 15

All members of the Company must elect to be personally liable, jointly and severally, for all of the debts, obligations and liabilities of the Company and maintain such election if any of such members are to be so liable. John B. Jewell, III, James W. Jewell, Sr., and Andrew D. Crichton constitute all of the members of the Company. John B. Jewell, III, James W. Jewell, Sr., and Andrew D. Crichton will be personally liable, jointly and severally, for all of the debts, obligations and liabilities of the Company.

3. Date of Adoption. The date upon which the foregoing amendments were adopted is September 13, 2000.

4. Adoption by Members. The foregoing amendments were duly adopted by all of the members of the Company.

5. Joinder by Members. John B. Jewell, III, James W. Jewell, Sr., and Andrew D. Crichton join in the execution of these Articles of Amendment for the purpose of acknowledging their election to be personally liable, jointly and severally, for all of the debts, obligations and liabilities of the Company.

Dated as of the 13th day of September, 2000.

WELTON INVESTMENTS, LLC

By: J B Jewell - Chief Manager

Title: Chief Manager

MEMBERS:

J B Jewell

John B. Jewell, III

James W. Jewell, Sr.

Andrew D Crichton

Andrew D. Crichton

RECEIVED
STATE OF TENNESSEE
00 SEP 15 AM 11:34
RILEY C. DARNELL
SECRETARY OF STATE

ARTICLES OF AMENDMENT
FOR
WELTON-PITTS, LLC

Pursuant to §48-209-104 of the Tennessee Limited Liability Company Act (the "Act"), the undersigned limited liability company adopts the following Articles of Amendment to the Articles of Organization of Welton-Pitts, LLC.

1. Name. The name of the limited liability company is WELTON-PITTS, LLC (the "Company").

2. Text of Amendment. The Articles of Organization of the Company (the "Articles") are hereby amended as follows:

> The following Article is hereby added to the Articles:
>
> XIV
>
> All members of the Company must elect to be personally liable, jointly and severally, for all of the debts, obligations and liabilities of the Company and maintain such election if any of such members are to be so liable. Welton Investments, LLC is the sole member of the Company. Welton Investments, LLC will be personally liable for all of the debts, obligations and liabilities of the Company.

3. Date of Adoption. The date upon which the foregoing amendment was adopted is September 13, 2000.

4. Adoption by Member. The foregoing amendment was duly adopted by the sole member of the Company.

5. Joinder by Member. Welton Investments, LLC joins in the execution of these Articles of Amendment for the purpose of acknowledging its election to be personally liable for all of the debts, obligations and liabilities of the Company.

Dated as of the 13th day of September, 2000.

WELTON-PITTS, LLC

By: J. W. Jewell - Chief Manager
Title: Chief Manager

WELTON INVESTMENTS, LLC, Member

By: J. W. Jewell - Chief Manager
Title: Chief Manager

I:\SLM\WELTON\JEWELL\ARTICLES.AM1

RECEIVED
TENNESSEE
00 NOV -1 PM 12:16
RILEY C. DARNELL
SECRETARY OF STATE

CERTIFICATE OF MERGER OF
WELTON-PITTS LLC
INTO
WELTON INVESTMENTS, LLC

Pursuant to Section 48-244-103 of the Tennessee Limited Liability Company Act, Welton Investments, LLC, adopts this Certificate of Merger of Welton-Pitts LLC, into Welton Investments, LLC (the "Certificate") and states as follows:

1. Parties to Merger. The parties to the merger are Welton-Pitts LLC and Welton Investments, LLC. Welton-Pitts LLC is a limited liability company that was organized under the laws of the State of Tennessee on April 23, 1996, and Welton Investments, LLC is a limited liability company that was organized under the laws of the State of Tennessee on December 1, 1997.

2. Plan of Merger. That certain Plan of Merger of Welton-Pitts LLC into Welton Investments, LLC (the "Plan") has been approved and executed by both Welton-Pitts LLC and Welton Investments, LLC.

3. Surviving Company. Welton Investments, LLC is the surviving entity into which Welton-Pitts LLC will merge. The street address, county, and zip code of the principal executive office of Welton Investments, LLC are 1740 Ed Temple Boulevard, Nashville, Davidson County, Tennessee 37208.

4. Surviving Company. Welton Investments, LLC, being the surviving entity of the merger, is a Tennessee limited liability company.

5. Effective Time and Date of Merger. The effective date and time of the merger of Welton-Pitts LLC into Welton Investments, LLC shall be the date and time of the filing of this Certificate with the Secretary of State for the State of Tennessee.

6. Plan on File. The Plan is on file at the principal executive office of Welton Investments, LLC, which is located at 1740 Ed Temple Boulevard, Nashville, Davidson County, Tennessee 37208.

7. Copies of Plan. A copy of the Plan will be furnished by Welton Investments, LLC, on request and without cost, to any member of Welton-Pitts LLC and any member of Welton Investments, LLC.

IN WITNESS WHEREOF, this Certificate is executed as of the 23rd day of October, 2000.

WELTON INVESTMENTS, LLC

By: J W Jewell - Chief Manager
John W. Jewell, III,
Chief Manager

LIMITED LIABILITY COMPANY ANNUAL REPORT

Annual Report Filing Fee Due:
$50 per member, with a minimum fee of $300 and a maximum fee of $3000.
There is an additional fee of $20 if any changes are made in block #6 to the registered agent/office.

Please return completed form to:
TENNESSEE SECRETARY OF STATE
Attn: Annual Report
312 Eighth Avenue N. 6th Floor
William R. Snodgrass Tower
Nashville, TN 37243

CURRENT FISCAL YEAR CLOSING MONTH: 12

THIS REPORT IS DUE ON OR BEFORE: 04/01/08

(1) SECRETARY OF STATE CONTROL Number: 0341314

(2A.) NAME AND MAILING ADDRESS OF COMPANY

WELTON INVESTMENTS, LLC

1740 ED TEMPLE BLVD

NASHVILLE, TN 37218

(2B.) STATE OR COUNTRY OF FORMATION

(2C.) ADD OR CHANGE MAILING ADDRESS:

RECEIVED
TN SECRETARY OF STATE
2008 MAR -6 AM 10:44

6237.1464

(3) A. PRINCIPAL ADDRESS INCLUDING CITY, STATE, ZIP CODE:
1740 ED TEMPLE BLVD, NASHVILLE, TN ~~37218~~ 37208

B. CHANGE OF PRINCIPAL ADDRESS:

STREET | CITY | STATE | ZIP CODE + 4

(4) This LLC is ☐ BOARD MANAGED ☐ DIRECTOR MANAGED ☐ MANAGER MANAGED ☑ MEMBER MANAGED (check one box)
If board, director, or manager managed, provide the names and business addresses, including zip codes, of the governors, directors, or managers (or their equivalent), respectively. Attach an additional sheet if necessary.

NAME	BUSINESS ADDRESS	CITY, STATE, ZIP CODE + 4
John B. Jewell	1740 Ed Temple Blvd.	Nashville, TN. 37208-1850
James W. Jewell	1740 Ed Temple Blvd.	Nashville, TN. 37208-1850
Andrew D. Crichton	1740 Ed Temple Blvd.	Nashville, TN. 37208-1850

(5) Provide the names and business addresses, including zip codes, of the LLC managers (if governed by the LLC Act), or any officers (if governed by the Revised LLC Act), (or their equivalent), respectively. Attach an additional sheet if necessary.

NAME	BUSINESS ADDRESS	CITY, STATE, ZIP CODE + 4

(6) A. NAME OF REGISTERED AGENT AS APPEARS ON SECRETARY OF STATE RECORDS:
JOHN B JEWELL III
B. REGISTERED ADDRESS AS APPEARS ON SECRETARY OF STATE RECORDS:
1740 ED TEMPLE BLVD, NASHVILLE, TN 37218
C. INDICATE BELOW ANY CHANGES TO THE REGISTERED AGENT NAME AND/OR REGISTERED OFFICE.

(i.) **CHANGE OF REGISTERED AGENT:** _____

(ii.) **CHANGE OF REGISTERED OFFICE (Street Address):** _____

(City) _____ (State) TN (Zip Code +4) _____ (County) _____

(7) Number of members on the date the annual report is executed if there are more than six (6) members: 3

☐ This LLC is prohibited from engaging in business in Tennessee (check box if applicable).

(8) SIGNATURE: JB Jewell - CM

(9) DATE: 3-4-08

(10) TYPE/PRINT NAME OF SIGNER: John B Jewell

(11) TITLE OF SIGNER: Chief Manager

*** * THIS REPORT MUST BE DATED AND SIGNED * ***

SS-4253 (Rev. 01-08) INSTRUCTIONS: www.state.tn.us/sos/ or 615-741-2286 RDA 1678

Tennessee Limited Liability Company Annual Report Form

AR Filing #: 02353656
Status: Complete

File online at: http://TNBear.TN.gov/AR

Due on/Before:04/01/2010

Annual Report Filing Fee Due:
$300 minimum plus $50 for each member over 6 to a maximum of $3000
$20 additional if changes are made in block 3 to the registered agent/office

This Annual Report has been successfully paid for and submitted. Your Annual Report will be reviewed by Business Services and filed within 48 hours. Please keep this report for your records.

SOS Control Number: 341314
Limited Liability Company - Domestic Date Formed: 12/01/1997 Formation Locale: Davidson County

(1) Name and Mailing Address:
WELTON INVESTMENTS, LLC
1740 ED TEMPLE BLVD
NASHVILLE, TN 37208-0000 USA

(2) Principal Office Address:
1740 ED TEMPLE BLVD
NASHVILLE, TN 37208-0000 USA

Image #: A0038-2102

(3) Registered Agent (RA) and Registered Office (RO) Address: Agent Changed: No
JOHN B JEWELL III
1740 ED TEMPLE BLVD
NASHVILLE, TN 37208 USA

(4) This LLC is (change if incorrect): ____Director Managed, _X_Manager Managed, ____Member Managed, ____Board Managed (appropriate if formed prior to 1/1/2006 only).

If board, director, or manager managed, provide the names and business addresses, including zip codes, of the governors, directors, or managers (or their equivalent), respectively.

Name	Business Address	City, State, Zip
John B Jewell IV	1740 Ed Temple Blvd	Nashville, Tennessee 37208

(5) Provide the names and business addresses, including zip codes, of the LLC managers (if governed by the LLC Act), or any officers (if governed by the Revised LLC Act), (or their equivalent), respectively.

Name	Business Address	City, State, Zip
John B Jewell	1740 Ed Temple	Nashville, Tennessee 37208
Bridget Ross	1740 Ed Temple Blvd	Nashville, Tennessee 37208

(6) Number of members on the date the annual report is executed if there are more than six (6) members: 3
____This LLC is prohibited from doing business in Tennessee (check if applicable)

(7) Signature: Electronic (8) Date: 08/06/2010 1:42 PM

(9) Type/Print Name: John B Jewell III (10) Title: President

SS-4253 RDA 1678