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

SANCTUARY PROPERTIES
410 ELM STREET
NASHVILLE, TN 37203

BILL GARRETT, Davidson County
Trans:T20120000399 CHARTER
Recvd: 01/03/12 15:30 2 pgs
Fees:7.00 Taxes:0.00
20120103-0000519

December 29, 2011

Control # 337557

Effective Date: 12/31/2011

Document Receipt

Receipt # : 589274	Filing Fee:	$20.00
Payment-Check/MO - GULLETT, SANFORD, ROBINSON & MARTIN, PLLC, NASHVI		$20.00

ACKNOWLEDGMENT OF CONVERSION

SANCTUARY PROPERTIES, LLC converted from a **KNOX COUNTY Limited Liability Company** to
SANCTUARY PROPERTIES
a **General Partnership**

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett
Secretary of State

Processed By: Carol Dickerson

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STATE OF TENNESSEE

2011 DEC 29 AM 10:41

TRE HARGETT
SECRETARY OF STATE

CERTIFICATE OF CONVERSION

(Tennessee limited liability company into a Tennessee general partnership)

6974.1398

Pursuant to the provisions of Section 48-249-704 of the Tennessee Revised Limited Liability Company Act, the undersigned limited liability company hereby submits this Certificate of Conversion to convert from a Tennessee limited liability company to a Tennessee general partnership, and states as follows:

1. The name of the domestic (Tennessee) limited liability company, which is the same as set forth in its Articles of Organization when originally filed, is **SANCTUARY PROPERTIES, LLC** (the "Company").

2. The date that the Company's original Articles of Organization was filed with the Tennessee Secretary of State is September 15, 1997.

3. The Company will convert into a domestic general partnership. The name of such general partnership, into which the Company will be converted, is **SANCTUARY PROPERTIES**. The jurisdiction of such general partnership is Tennessee.

4. All required approvals of the conversion have been obtained by the Company.

5. This Certificate of Conversion will not be effective upon filing by the Tennessee Secretary of State, but the delayed effective date and time it is to become effective – and the effective date and time the conversion itself is to become effective – is at 11:59 pm on December 31, 2011.

DATED: DECEMBER 28, 2011

SANCTUARY PROPERTIES, LLC

By: _____
Kem G. Hinton,
Founding Member and Manager

By: _____
Sean A. Tuck III,
Founding Member and Manager