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

Capitol View Joint Venture
JENNY POTTERS
PO BOX 3170
MILWAUKEE, WI 53201-3170

April 15, 2014

Control # 567203 Effective Date: 04/14/2014

Document Receipt

Receipt # : 1469068	Filing Fee:	$20.00
Payment-Check/MO - CFS-1, NASHVILLE, TN		$20.00

ACKNOWLEDGMENT OF CONVERSION

NORTH CHARLOTTE AVENUE HOLDINGS, LLC converted from a **TENNESSEE Limited Liability Company** to **Capitol View Joint Venture** 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.

Davidson County CHARTER
Recvd: 04/15/14 13:41 3 pgs
Fees:7.00 Taxes:0.00
20140415-0031462

Tre Hargett
Secretary of State

Processed By: Cynthia Dunn

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FILED

CERTIFICATE OF CONVERSION
FOR
NORTH CHARLOTTE AVENUE HOLDINGS, LLC

In accordance with the provisions of Sections 48-249-704 of the Tennessee Code Annotated, the undersigned files the following Certificate of Conversion for the purpose of converting a limited liability company into a general partnership under the Tennessee Revised Limited Liability Company Act.

1. Name. The name of the entity to be converted hereunder is North Charlotte Avenue Holdings, LLC.

2. Jurisdiction, Date and Type of Entity. The entity to be converted hereunder was formed in Tennessee on January 8, 2008 as a limited liability company under the Tennessee Limited Liability Company Act.

3. Successor. The name of the Tennessee general partnership into which the entity is to be converted is Capitol View Joint Venture.

4. Approval. The terms and conditions of the conversion have been approved by all of the members of the converting entity in accordance with the terms of the operating agreement of the limited liability company.

5. Effective Date and Time. The conversion shall be effective upon the filing of this Certificate of Conversion with the Secretary of State of Tennessee.

NORTH CHARLOTTE AVENUE HOLDINGS, LLC,
a Tennessee limited liability company

By: C-Land Fund, LLC, a Delaware limited liability company

By: NML Real Estate Holdings, LLC, a Wisconsin limited liability company, its sole member

By: The Northwestern Mutual Life Insurance Company, a Wisconsin corporation, its sole member

By: Northwestern Mutual Real Estate Investments, LLC, a Delaware limited liability company, its wholly-owned affiliate and authorized representative

By: _____
Name: Paul J. Hanson
Its: Managing Director

By: Charlotte Eleventh Investments, LLC, a Tennessee limited liability company, member

By: _____
Name: _____
Its: _____

7328.1535, 04/16/2014, 15:12:49, Received by Tennessee Secretary of State. Fee Paid.

Affidavit

I, Heather Dye, do hereby make oath that I am the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Heather Dye

Signature

State of Tennessee

County of Davidson

Personally appeared before me, Ruth Arnold, a notary public for this county and state, Heather Dye, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Ruth F. Arnold

Notary signature

My Commission Expires: _____

Notary Seal:

