THIS INSTRUMENT PREPARED BY: LARRY D. CRAIG, ATTORNEY AT LAW, 305 FOURTEENTH AVENUE NORTH, NASHVILLE, TENNESSEE 37203

MEMORANDUM OF PARTNERSHIP
OF
CHAMBLISS DENNY PROPERTIES, A TENNESSEE GENERAL PARTNERSHIP

Come now Steve Denny, Terry Denny and Scotty Chambliss, acknowledging, agreeing and stating as follows:

RECITALS

WHEREAS, Chambliss Denny Properties, LLC, was formally organized on October 1, 2003, as a Tennessee limited liability company; and

WHEREAS, by unanimous action of the members on or about January 2, 2008, the member ownership interest in said limited liability company was equally owned by Steve Denny, Terry Denny and Scotty Chambliss, as duly documented within the limited liability company record book and in conformity with the operating agreement, as amended; and

WHEREAS, by unanimous action and consent of the members on or about March 18, 2011, a certificate of conversion was filed whereby Chambliss Denny Properties, LLC was converted into a Tennessee general partnership to thereafter be known as Chambliss Denny Properties, and a filing acknowledgment of conversion having an effective date of April 6, 2011, was issued by the Secretary of State of Tennessee, Control No. 455024, a copy of which is exhibited hereto; and

WHEREAS, matters of business of the former Tennessee limited liability company have continuously since said conversion been operated as a Tennessee general partnership.

WITNESSETH:

WHEREAS, all of the partners of Chambliss Denny Properties, a Tennessee general partnership, as successor in interest to Chambliss Denny Properties, LLC, do desire to state the ownership interest of the individual partners in and to all of the partnership assets, real, personal and intangible by this memorandum of partnership.

NOW, THEREFORE, for and in consideration of Ten ($10.00) Dollars and other good and valuable consideration, including the mutual benefits accruing to the undersigned, the undersigned do expressly acknowledge and state:

BILL GARRETT, Davidson County
Trans:T20140082185 AFFIDAVIT
Recvd: 10/31/14 11:41 6 pgs
Fees:32.00 Taxes:0.00
20141031-0100552

1. The formal partnership name as a Tennessee general partnership is: Chambliss Denny Properties. Said Tennessee general partnership is duly authorized to conduct general partnership business in accordance with Tennessee Code Annotated 61-1-101 et seq., Revised Uniform Partnership Act.

2. The partnership shall engage principally in the holding of real property, sale and leasing thereof, and all other express business matters in which the general partnership may legally engage and incidental acts thereto.

3. Any and all prior action taken by the partners and the partnership from and after the filing of Articles of conversion to the date below are here and now expressly ratified as being in furtherance of the partnership enterprise.

4. The names, addresses, individual social security numbers of the partners, and their partnership interest is set forth on Exhibit "A" attached hereto and incorporated by reference herein.

5. The Partnership's federal employer identification number (FEIN) is: XX-XXXX943.

6. Partner Scotty Chambliss acts as the secretary for the general partnership at his address as reflected on Exhibit "A".

7. Notwithstanding the current vesting of any owned real property in the name of Chambliss Denny Properties, LLC, a Tennessee limited liability company, acknowledgment is made that said real property is owned by Chambliss Denny Properties, a Tennessee general partnership, as successor in interest to Chambliss Denny Properties, LLC by certificate of conversion filed with the Secretary of State of Tennessee on April 6, 2011.

Apart from the day to day operating business of the partnership, books and records and tax filings associated therewith are with the assistance of Robert D. Garth, CPA, 33 Music Square West, Suite 104-A, Nashville, Tennessee 37203.

8. All of the net profits and net losses are shared equally by the partners in accordance with their owned partnership interests.

9. The partners operate the partnership enterprise by mutual consent and not otherwise.

10. None of the partners have undertaken any act whatsoever to bind the partnership outside the ordinary course of partnership business, nor have they signed, pledged, agreed to sell or otherwise transfer any interest in the partnership to a third party. The partnership is active and has not engaged in any manner to liquidate the partnership, nor is any partner insolvent.

11. No partner has agreed to sell his partnership interest and no other person or entity has been admitted to become a partner.

12. This memorandum of partnership can be construed to be a resolution of the partnership for which all persons or entities doing business with the partnership, inclusive of that certain purchase and sale agreement by and between the partnership and TKM Real Estate, LLC, a Tennessee limited liability company, pertaining to the partnership owned real property commonly known as 3570 Dickerson Pike, Nashville, Davidson County, Tennessee 37207 (being a portion of Map 50, Parcel 33.00), and may materially rely upon the contents and statements herein contained.

13. The undersigned do expressly acknowledge all of the foregoing as being truthful and correct to the best of the undersigned's knowledge and belief.

WITNESS our hands on this the 31st day of October, 2014.

CHAMBLISS DENNY PROPERTIES, A TENNESSEE GENERAL PARTNERSHIP

BY: _____
STEVE DENNY, PARTNER

BY: _____
TERRY DENNY, PARTNER

BY: _____
SCOTTY CHAMBLISS, PARTNER

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Sworn to and subscribed before me on this the 31st day of October, 2014.

_____
NOTARY PUBLIC

My Commission Expires: 10-28-2015

LARRY D. CRAIG
NOTARY PUBLIC AT LARGE
CHEATHAM COUNTY, TENN.

EXHIBIT "A"

Name, Address, SSN	Partnership Interest
1. Steve Denny 1034 Triangle Road Ashland City, Tennessee 37015 SSN: [redacted]-2760	33 1/3%
2. Terry Denny P.O. Box 753 Joelton, Tennessee 37080 SSN: [redacted]-2219	33 1/3%
3. Scotty Chambliss 1140 Cotton Harris Road Joelton, Tennessee 37080 SSN: [redacted]-9193	33 1/3%
	Total: 100%

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

CHAMBLISS DENNY PROPERTIES
3570 DICKERSON ROAD
NASHVILLE, TN 37207

April 18, 2011

Control # 455024

Effective Date: 04/06/2011

Document Receipt

Receipt # : 451927

Filing Fee:	$20.00
Payment-Check/MO - CHAMBLISS DENNY PROPERTIES LLC, Nashville, TN	$20.00

ACKNOWLEDGMENT OF CONVERSION

CHAMBLISS DENNY PROPERTIES, L.L.C. converted from a **Davidson County Limited Liability Company** to
CHAMBLISS DENNY 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

State of Tennessee

Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

CERTIFICATE OF CONVERSION
(LLC into another Business Entity)

For Office Use Only
RECEIVED
STATE OF TENNESSEE
2011 MAR 22 AM 11:06
TRE HARGETT
SECRETARY OF STATE

5855.2080 5872.2187

FILED

Pursuant to the provisions of §48-249-704 of the Tennessee Revised Limited Liability Company Act, the undersigned Limited Liability Company submits this certificate of conversion:

1. The current name of the of the domestic limited liability company (hereinafter referred to as the domestic LLC) is: CHAMBLISS DENNY PROPERTIES, LLC.

   If different, the name of the domestic LLC under which its articles of organization were originally filed is: _____.

2. The date of filing of the original articles of organization of the domestic LLC was: 10/01/2003 (month/day/year).

3. The name of the other business entity into which the domestic LLC is to be converted is CHAMBLISS DENNY PROPERTIES, its jurisdiction of formation is TENNESSEE, and its business type is a GENERAL PARTNERSHIP

4. All required approvals of the conversion have been obtained by the domestic limited liability company.

5. If the conversion is not to be effective upon the filing of the certificate of conversion, then the future effective date or time of the conversion is:

   Date: _____, _____ Time _____

6. The following box must be checked and the mailing address provided if the domestic LLC is converting to a foreign entity:

☐ The foreign entity agrees that it may be served with process in this State in any proceeding for the enforcement of any obligation of the domestic LLC arising prior to the date of the conversion, irrevocably appointing the Secretary of State as its agent to accept service of process in any such proceeding. The address (including zip code) to which a copy of such process shall be mailed to it by the Secretary of State is:

_____.

3-18-11
Signature date

Scotty Chambliss
Signature

Member Partner
Signer's capacity

Scotty Chambliss
Name (typed or printed)

SS-4269 (Rev. 06/07) Filing Fee $20 RDA 2458