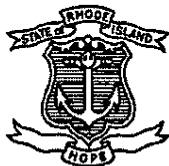


Filing Fee: \$150.00

ID Number: 151707



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION

Pursuant to the provisions of Chapter 7-16 of the General Laws of Rhode Island, 1956, as amended, the following Articles of Organization are adopted for the limited liability company to be organized hereby:

1. The name of the limited liability company is:

Coventry Land Company, LLC

2. The address of the limited liability company's resident agent in Rhode Island is:

32 Custom House Street, Suite 500

Providence

RI

02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is

F. Moore McLaughlin, IV, Esquire

(Name of Agent)

3. Under the terms of these Articles of Organization and any written operating agreement made or intended to be made, the limited liability company is intended to be treated for purposes of federal income taxation as:

(Check one box only)



a partnership

or



a corporation

or



disregarded as an entity separate from its member

4. The address of the principal office of the limited liability company if it is determined at the time of organization:

(If not determined, so state)

5. The limited liability company has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-16, unless a more limited purpose or duration is set forth in paragraph 6 of these Articles of Organization.

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By km

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6. Additional provisions, if any, not inconsistent with law, which the members elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purposes or duration for which the limited liability company is formed, and any other provision which may be included in an operating agreement:

Membership Interests may be transferred in accordance with the provisions of the
operating agreement.

7. Management of the Limited Liability Company:

- A. The limited liability company is to be managed ☐ by its members. *(If you have checked this box, go to item no. 8.)*

or

- B. The limited liability company is to be managed ☒ by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

Manager

Address

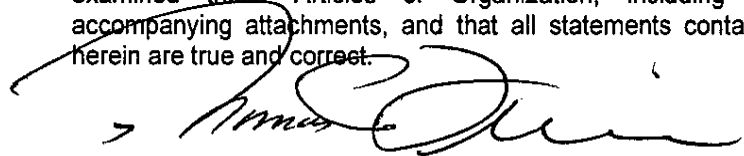
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8. The date these Articles of Organization are to become effective, if later than the date of filing, is:
Upon Filing These Articles of Organization

(not prior to, nor more than 30 days after, the filing of these Articles of Organization)

Under penalty of perjury, I declare and affirm that I have examined these Articles of Organization, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: November 14, 2005



Signature of Authorized Person

No Filing Fee (See Instructions)

ID Number:

151707



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

CERTIFICATE OF CONVERSION

Coventry Land Company, LLC

(Insert full name of the entity following the conversion)

SECTION I: TO BE COMPLETED BY ALL CONVERTING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned (check one box only)

☐ "Other entity" submits the following certificate of conversion for the purpose of converting to a

☐ limited partnership or a ☐ limited liability company (check one box only)

or

☒ general partnership submits the following certificate of conversion for the purpose of converting to a limited liability company.

a. The name of the converting entity filing this Certificate of Conversion is: Coventry Land Company General Partnership

b. The date on which the converting entity was first created, formed, or otherwise came into being is: August 1, 2002

c. The jurisdiction where the converting entity was first created, formed, or otherwise came into being is: Rhode Island

d. If the jurisdiction of the converting entity has changed since it was first created, state the jurisdiction of the entity immediately prior to the filing of the Certificate of Conversion: _____

e. The name of the limited partnership or limited liability company following the conversion is: _____

Coventry Land Company, LLC

SECTION II: TO BE COMPLETED ONLY IF THE CONVERTING ENTITY IS AN "OTHER ENTITY" PURSUANT TO ☐ §7-13-8.1 OR ☐ §7-16-5.1 (check one box only) OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. The Certificate of Conversion is filed as an accompanying certificate to the ☐ Certificate of Limited Partnership or ☐ Articles of Organization (check one box only) of the converting entity.

b. The future date or time certain of the conversion to ☐ limited partnership or ☐ limited liability company (check one box only) is to become effective, if later than the date of filing of the certificate of conversion and the certificate of ☐ limited partnership or ☐ limited liability company (check one box only) is: _____

c. This conversion has been approved in the manner provided for by the document, instrument, agreement or other writing, as the case may be, governing the internal affairs of the entity and the conduct of its business or by applicable law, as appropriate, and the ☐ partnership agreement or ☐ limited liability company agreement (check one box only) shall be approved by the same authorization required to approve the conversion.

SECTION III: TO BE COMPLETED ONLY IF THE CONVERTING ENTITY IS A GENERAL PARTNERSHIP PURSUANT TO §7-16-5.3 OF THE RHODE ISLAND GENERAL LAWS, 1956, AS AMENDED.

a. The date(s), if applicable, when the initial partnership agreement was amended: _____

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By lmc

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- b. The Certificate of Conversion is filed as an accompanying certificate to the ☒ articles of organization or ☐ articles of amendment or ☐ restated articles of organization (**check one box only**) of the converting entity.
- c. This conversion has been approved by the partners in the manner provided in the partnership agreement for amendments to the partnership agreement or, if no such provision is made in the partnership agreement, by all partners.

.....

SECTION IV: TO BE COMPLETED BY ALL CONVERTING ENTITIES

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Conversion, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: November 14, 2005

Print Name of Limited Partnership

By: _____
Signature of General Partner

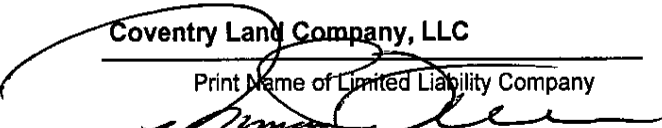
By: _____
Signature of General Partner

By: _____
Signature of General Partner

OR

Coventry Land Company, LLC

Print Name of Limited Liability Company

By: 
Signature of Authorized Person