

Filing Fee: \$50.00

ID # 001670003



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

RECEIVED
R.I. DEPT. OF STATE
BUS. SVCS. DIV.
2017 AUG 21 PM 2:13

CERTIFICATE OF CONVERSION TO A NON-RHODE ISLAND ENTITY

SHM Cowesett, 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):

[X] Limited Liability Company or [] Business Corporation

submits the following Certificate of Conversion for the purpose of converting to a non-Rhode Island Entity (check one box only):

[] "Other entity" or [] Business Corporation or [] Sole Proprietorship or
[] Partnership (General, Limited, or Limited Liability Partnership) or [X] Limited Liability Company

a. The name of the converting entity filing this Certificate of Conversion is:
Brewer Yacht Yard Cowesett, LLC

If the entity's name has been changed, the name under which it was originally organized:
Brewer Yacht Yard Cowesett, LLC

b. The date on which the converting entity was first created, formed, or otherwise came into being is:
12/28/1999

c. The jurisdiction to which the entity is converting is: Delaware

d. The name of the entity following the conversion is: SHM Cowesett, LLC

e. This conversion has been approved in the manner provided for in §§ 7-1.2-1008 and 7-16.5.2(e) of the Rhode Island General Laws, 1956, as amended.

f. The converting entity revokes the authority of its registered/resident agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the entity was authorized to transact business in this state may subsequently be made on the entity by service thereof on the Secretary of State of the State of Rhode Island, to which the converting entity irrevocably appoints the Secretary of State as it's agent to accept such service of process.

g. The address to which the Secretary of State may mail a copy of any process against the entity that is served on the Secretary of State:
c/o Safe Harbor Marinas, LLC 14785 Preston, Suite 975, Dallas, TX 75254

h. The future date or time certain of the conversion is:

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AUG 21 2017

2:13

BY CU 316708

SECTION II: TO BE COMPLETE 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: _____

See attached.

Print Name of Other Entity

OR

Print Name of Partnership

By: _____
Signature of Authorized Person

By: _____
Signature of Partner

By: _____
Signature of Authorized Person

By: _____
Signature of Partner

By: _____
Signature of Partner

Print Name of Corporation

OR

Print Name of Sole Proprietorship

By: _____
Signature of Authorized Person

By: _____
Signature of Sole Proprietor

By: _____
Signature of Authorized Person

OR

Print Name of Limited Liability Company

By: _____
Signature of Authorized Person

By: _____
Signature of Authorized Person

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: 1/23/17

By: **BYYG Intermediate, LLC,**
a Connecticut limited liability company,
its sole Member

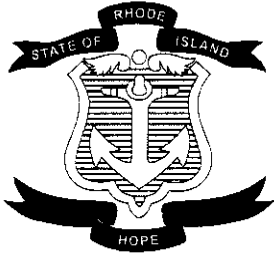
By: **Brewer Yacht Yard Group, LLC,**
a Connecticut limited liability company,
its sole Member

By: **Safe Harbor Marinas, LLC**
a Delaware limited liability company
its sole Member

By: 

Name: Geoffrey Miller

Title: CFO & Authorized Person



STATE OF RHODE ISLAND AND
 PROVIDENCE PLANTATIONS
 DEPARTMENT OF ADMINISTRATION
 DIVISION OF TAXATION
 ONE CAPITOL HILL
 PROVIDENCE, RI 02908

167003

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 BUS SVCS DIV
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CT CORPORATION SYSTEM
 450 VETERANS MEMORIAL PKWY STE 7A
 EAST PROVIDENCE, RI 02914-5315

LETTER OF GOOD STANDING

It appears from our records that **BREWER YACHT YARD COWESETT, LLC** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **BREWER YACHT YARD COWESETT, LLC** is in good standing with the Rhode Island Division of Taxation as of **08/16/2017**. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

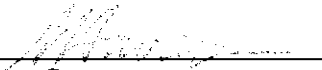
This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or permit may be denied in accordance with R.I. Gen. Laws § 44-20-4.1.

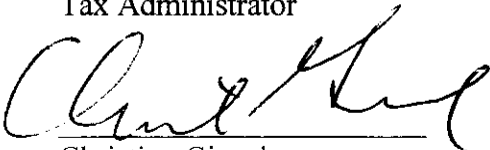
This letter is issued pursuant to the request of the above named corporation for the purpose of:

RE-DOMESTICATION

This letter of good standing is valid only for the specific reason listed above, and is not valid for any other reason(s).

Very truly yours,


 Neena Savage
 Tax Administrator


 Christine Girard
 Supervising Revenue Officer
 Compliance and Collections

050508660:11960502
 DLN: 10000343921

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 AUG 21 2017 2:13
 BY cu 310708



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

August 21, 2017 02:13 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

