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Book 2010 Page 3902

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DEBORAH L PEYTON, RECORDER/REGISTRAR
DELAWARE COUNTY IOWA

CERTIFICATE OF CONVERSION

Recorder's Cover Sheet

Preparer Information:
Peter D. Arling, O'Connor & Thomas, P.C., 700 Locust St., Ste. 200, Dubuque, IA 52001 (563) 557-8400

Taxpayer Information:
N/A

CHG $5.00 ENV (X)

Return Address:
Peter D. Arling, O'Connor & Thomas, P.C., 700 Locust St., Ste. 200, Dubuque, IA 52001 (563) 557-8400

Grantors:
C & G Partnership

Grantees:
C & G Partnership, LLP

Legal Description: Lot One (1) of Southwest Commercial Park 2nd Addition in the SE 1/4, Section 36, T89N, R3W, of the 5th P.M., in the City of Dyersville, Delaware County, Iowa, according to the plat recorded in Book 2009, Page 3594.

Lots One (1) and Two (2) of Lammers Acres, A Subdivision of Part of the W ½ of the SE 1/4 of Section 36, T89N, R3W of the Fifth P.M., City of Dyersville, Delaware County, Iowa, according to plat recorded in Book 7 Plats, Page 154, and

That part of vacated 12th Avenue SW, located adjacent to Lot 2 of Lammers Acres in the City of Dyersville, Iowa,

Document or instrument number if applicable: N/A

$19.00

CERTIFICATE OF CONVERSION OF
C&G PARTNERSHIP
AN IOWA GENERAL PARTNERSHIP, INTO
C & G PARTNERSHIP, LLP
AN IOWA LIMITED LIABILITY PARTNERSHIP

The undersigned does hereby certify that C & G Partnership, an Iowa general partnership, has been converted to C & G Partnership, LLP, an Iowa limited liability partnership, pursuant to Iowa Code §486A.1001 by virtue of the filing of the Statement of Qualification of Limited Liability Partnership of C & G Partnership in the form attached hereto as Exhibit A with the office of the Secretary of State of Iowa on September 20, 2010. **

Dated as of the 24th day of November, 2010.

WITNESSES:

C & G Partnership, LLP

By: _____
Barry Goldsher, General Partner

STATE OF CONNECTICUT)
) ss: South Windsor
COUNTY OF HARTFORD)

Personally appeared before me, this 24th day of November, 2010, Barry Goldsher, general partner of C & G Partnership, LLP, an Iowa limited liability partnership, and acknowledged the same to be his free act and deed and the free act and deed of said limited liability partnership.

~~Notary Public~~ MARK R. LA FONTAINE
~~My Commission Expires:~~
Commissioner of the Superior Court

** THIS CERTIFICATE OF CONVERSION IS BEING FILED PURSUANT TO IOWA CODE SECTION 486A.904, AND WE HEREBY DIRECT THE DELAWARE COUNTY AUDITOR TO CHANGE THE TAXATION RECORDS.

404447

MICHAEL A. MAURO
Secretary of State
State of Iowa

STATEMENT OF QUALIFICATION OF LIMITED LIABILITY PARTNERSHIP

01/20/10 DJ $50.00 QUAL 543136

Pursuant to section 486A.1001 of the Iowa Uniform Partnership Act, the undersigned partnership files its Statement of Qualification as follows:

1. (a) The name of the partnership: C & G Partnership

   (b) The name of the limited liability partnership*: C & G Partnership, LLP

   *Note: The name must end with "Registered Limited Liability Partnership", "Limited Liability Partnership", or the abbreviation "R.L.L.P.", "L.L.P.", "RLLP", or "LLP".

2. The street address of the partnership's chief executive office:

   1395 John Fitch Boulevard, South Windsor, CT 06074
   street | city | state | zip

3. The street address of an office in this state, if any. [If different than #2]:

   1440 Field of Dreams Way, Dyersville, Iowa 52040
   street | city | state | zip

4. **Registered Agent and Registered Office****

   (a) The name of the registered agent for service of process in Iowa:

   CT Corporation System

   (b) The address of the registered office:

   500 E. Court Street, Des Moines, Iowa 50306

   **Required by *Iowa Code* section 486A.1211.

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5. The partnership elects to be a limited liability partnership.

6. The deferred effective date*** (and time), if any, is _____ (month) _____ (day) _____ (year) _____ (time) _____ (am/pm)

   ***A delayed effective date shall not be later than the ninetieth day after the date filed.

7. **Signature by authorized partner(s):** The statement shall be executed by one or more partners authorized to execute this statement on behalf of the partnership.

signature	name	capacity in which signing
[signature]	Barry Goldsher	General Partner
[signature]	Charles R. Clark, Jr.	General Partner

NOTES:
1. The filing fee is $50.00. Make checks payable to SECRETARY OF STATE
2. The information you provide will be open to public inspection under *Iowa Code* chapter 22.11.

FILED
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9-20-10
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SECRETARY OF STATE
Business Services Division
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Des Moines, IA 50319

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