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DEBORAH L PEYTON, RECORDER/REGISTRAR
DELAWARE COUNTY IOWA

THIS INSTRUMENT PREPARED BY/RETURN TO: Matthew J. Hektoen
Simmons Perrine Moyer Bergman, PLC, 115 Third St. SE, Suite 1200, Cedar Rapids, IA 52401, (319) 366-7641

AFFIDAVIT

STATE OF IOWA)
) ss:
COUNTY OF LINN)

RE: Ludley Family Limited Partnership and Ludley Family, LLC

I, Joe W. Ludley, having been first duly sworn on oath, do depose and state as follows:

1. I am the Manager of Ludley Family, LLC, an Iowa limited liability company, and was a partner of Ludley Family Limited Partnership, an Iowa limited partnership.

2. Attached is a copy of the Articles of Conversion of Ludley Family Limited Partnership which were filed with the Iowa Secretary of State on December 23, 2013 evidencing the conversion of Ludley Family Limited Partnership into Ludley Family, LLC.

Joe W. Ludley

Subscribed and sworn to before me on the 25th day of February, 2014, by Joe W. Ludley.

NOTARIAL SEAL IOWA

RANDAL J. SCHOLER
COMMISSION NUMBER 122857
MY COMMISSION EXPIRES
January 15, 2015

Notary Public – State of Iowa
My Commission Expires: January 15, 2015

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ARTICLES OF CONVERSION
FOR
LUDLEY FAMILY LIMITED PARTNERSHIP

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

The undersigned, the general partner of a limited partnership governed under Iowa Code Chapter 488, hereby adopts these Articles of Conversion, to be effective upon filing with the Secretary of State of the State of Iowa.

The name of this limited partnership is LUDLEY FAMILY LIMITED PARTNERSHIP (the "Limited Partnership"). The Limited Partnership is an Iowa limited partnership pursuant to Iowa Code Chapter 488.

The Limited Partnership has been converted into an Iowa limited liability company pursuant to Section 488.1104 of the Iowa Uniform Limited Partnership Act, Iowa Code Chapter 488.

The name of the limited liability company into which the Limited Partnership has been converted is LUDLEY FAMILY, LLC (the "LLC"), which is an Iowa LLC govetned Chapter 489 of the Iowa Code.

The conversion becomes effective on December 31, 2013, the date indicated in the certificate of organization for the LLC that is filed with the Secretary of State of the State of Iowa, as provided under Section 489.1008 of the Revised Iowa Uniform Limited Liability Company Act, Iowa Code Chapter 489.

The conversion of the Limited Partnership into the LLC was unanimously approved and adopted by the partners in a plan of conversion consistent with Section 488.1104 of the Iowa Uniform Limited Partnership Act, Iowa Code Chapter 488 and Section 489.1008 of the Revised Iowa Uniform Limited Liability Company Act, Iowa Code Chapter 489.

DATED as of the 31st day of December, 2013.

LUDLEY FAMILY LIMITED PARTNERSHIP

By: _____
Joe W. Ludley, General Partner

FILED
IOWA
SECRETARY OF STATE
12.23.13 1:33 P
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