

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on 4/3/2017 converting

ACWORTH GALLERY, INC.

a Domestic Profit Corporation

to

ACWORTH GALLERY, LLC

a Domestic Limited Liability Company

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of
Atlanta and the State of Georgia on 05/05/2017



A handwritten signature in black ink, appearing to read 'B. P. Kemp'. The signature is stylized and fluid.

Brian P. Kemp
Secretary of State

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CERTIFICATE OF CONVERSION

The undersigned **Acworth Gallery, Inc.**, a Georgia Corporation (the "Corporation"), does hereby certify that:

1.

The Corporation elects to become a limited liability company pursuant to the provision of O.C.G.A. § 14-11-212. The name of such limited liability company shall be **Acworth Gallery, LLC** (the "Company").

2.

The effective date and time of such election shall be the date of filing.

3.

The election to become a limited liability company has been approved as required by O.C.G.A. §14-11-212(a).

4.

Articles of Organization for the Company are filed with this Certificate. Such articles of organization are in the form required by O.C.G.A. §14-11-207, and shall be the articles of organization of the Company formed pursuant to the election described herein unless and until modified in accordance with the Georgia Limited Liability Company Act.

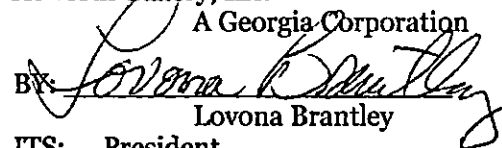
5.

A written operating agreement has been entered into among the persons who will be the member of the Company. Such operating agreement will be effective immediately upon the effectiveness of the election described herein, and such operating agreement provides for the manner and basis for converting the shares of the shareholders in the Corporation into interests as members of the Company.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Conversion to be executed by its duly authorized officer on the 23rd day of March 2017.

Acworth Gallery, Inc.
A Georgia Corporation

BY:



Lovona Brantley

ITS: President

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**ARTICLES OF ORGANIZATION
of
ACWORTH GALLERY, LLC**

ARTICLE I

Name:

The name of the Limited Liability Company is ACWORTH GALLERY, LLC.

ARTICLE II

Management:

Management of the Limited Liability Company shall be vested in its members.

ARTICLE III

Principal Office and Mailing Address:

The mailing address of the initial principal office of the Limited Liability Company is 4105 Stanton Place Lane #114, Acworth, Georgia 30101.

ARTICLE IV

Registered Office and Registered Agent:

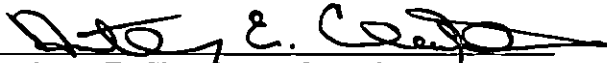
The street address of the initial registered office of the Limited Liability Company is 4807 South Main Street, Acworth, Georgia 30101, located in Cobb County, Georgia. The initial registered agent at that address is Anthony E. Cheatham.

ARTICLE V

Purpose:

This Limited Liability Company is organized for the purpose of art education, and for such other purposes, not otherwise prohibited by law, as the Owners or Managers may authorize.

IN WITNESS WHEREOF, I have executed these Articles of Organization this
23rd day of March 2017.


Anthony E. Cheatham, Organizer

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Anthony E. Cheatham, P.C.
4807 S. Main Street
Acworth, Georgia 30101-0991
Telephone: 770.529.8940
Facsimile: 770.974.0949
Email: aecatty@aim.com



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

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Corporate Conversion to LLC
**TRANSMITTAL INFORMATION FORM
GEORGIA LIMITED LIABILITY COMPANY**

IMPORTANT: Please provide the entity's primary email address when completing this form.

Primary Email Address: aecatty@aim.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	LLC Name Reservation Number (If one has been obtained; if articles are being filed without prior reservation, leave this line blank.) <u>Acworth Gallery, LLC</u> LLC Name (List exactly as it appears in articles.)																								
2.	Lovona Brantley Name of Person Filing Articles of Organization (Certificate will be emailed to this person at address listed below.) <u>4105 Stanton Place Lane #114</u> <u>Acworth</u> <u>Georgia</u> <u>30101</u> City State Zip Code <u>aecatty@aim.com</u> <u>(770) 529-8940</u> Filer's Email Address Telephone Number																								
3.	<u>4105 Stanton Place Lane #114</u> Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box.) <u>Acworth</u> <u>Georgia</u> <u>30101</u> City State Zip Code																								
4.	Anthony E. Cheatham Name of Registered Agent in Georgia <u>4807 South Main Street</u> Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.) <u>Acworth</u> <u>Cobb</u> <u>GA</u> <u>30101</u> City County State Zip Code <u>aecatty@aim.com</u> Registered Agent's Email Address																								
5.	Name and Address of Each Organizer (Attach additional sheets if necessary.) <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:30%;"><u>Anthony E. Cheatham</u></td> <td style="width:30%;"><u>4807 S. Main St.</u></td> <td style="width:15%;"><u>Acworth</u></td> <td style="width:10%;"><u>GA</u></td> <td style="width:15%;"><u>30101</u></td> </tr> <tr> <td>Organizer</td> <td>Address</td> <td>City</td> <td>State</td> <td>Zip Code</td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td>Organizer</td> <td>Address</td> <td>City</td> <td>State</td> <td>Zip Code</td> </tr> </table>					<u>Anthony E. Cheatham</u>	<u>4807 S. Main St.</u>	<u>Acworth</u>	<u>GA</u>	<u>30101</u>	Organizer	Address	City	State	Zip Code						Organizer	Address	City	State	Zip Code
<u>Anthony E. Cheatham</u>	<u>4807 S. Main St.</u>	<u>Acworth</u>	<u>GA</u>	<u>30101</u>																					
Organizer	Address	City	State	Zip Code																					
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6.	Mail the following items to the Secretary of State at the above address: 1) This transmittal form; 2) The Articles of Organization; and 3) Filing fee of \$100.00 <u>45.00 per website for a conversion</u> payable to Secretary of State. Filing fees are non-refundable. I understand that the information on this form will be entered in the Secretary of State business entity database, and I certify that the above information is true and correct to the best of my knowledge. <u>Anthony E. Cheatham</u> <u>3-23-2017</u> Signature of Authorized Person Date <u>Anthony E. Cheatham</u> Print name																								