

ARTICLES OF ENTITY CONVERSION
OF
PERCH ASSOCIATES LIMITED PARTNERSHIP
FROM
A VIRGINIA LIMITED PARTNERSHIP
TO
A VIRGINIA LIMITED LIABILITY COMPANY

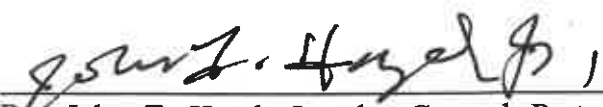
In compliance with § 13.1-1085(B) of the Code of Virginia (1950), as amended (the “Code”), the undersigned, on behalf of Perch Associates Limited Partnership, a Virginia limited partnership (the “Limited Partnership”), states the following:

1. The name of the Limited Partnership, which is a Virginia limited partnership, before the filing of these Articles of Entity Conversion is: Perch Associates Limited Partnership.
2. The Limited Partnership shall convert to a Virginia limited liability company (the “LLC”), and the LLC’s name shall be: Perch Assoc. LLC.
3. The Limited Partnership was originally formed on: October 17, 1977.
4. The Limited Partnership’s original name was: Perch Associates Limited Partnership.
5. The Limited Partnership was originally formed as a limited partnership, and there has been no subsequent change since then.
6. The jurisdiction in which the Limited Partnership was originally formed was Virginia, and there has been no subsequent change since then.
7. The “Plan of Conversion of Perch Associates Limited Partnership from a Virginia limited partnership to a Virginia limited liability company” (the “Plan of Conversion”) and the “Articles of Organization of Perch Assoc. LLC, a Virginia limited liability company,” are attached hereto.
8. The Plan of Conversion was approved by all of the partners of the Limited Partnership effective March 2, 2022.
9. In accordance with § 13.1-1084 of the Code, the Plan of Conversion was adopted by the Limited Partnership effective March 2, 2022.

PERCH ASSOCIATES LIMITED PARTNERSHIP



(Date)



By: John T. Hazel, Jr., the General Partner of
Perch Associates Limited Partnership

ARTICLES OF ORGANIZATION
OF
PERCH ASSOC. LLC,
A VIRGINIA LIMITED LIABILITY COMPANY

For the purpose of forming a limited liability company under the provisions of the Virginia Limited Liability Company Act (the "Act"), Title 13.1, Chapter 12 of the Code of Virginia (1950), as amended, the undersigned organizer sets forth the following:

FIRST: The name of the limited liability company shall be Perch Assoc. LLC (the "Company").

SECOND: The purpose of the Company shall be to engage in the transaction of any and all lawful business that is not required to be specifically stated in these Articles of Organization and for which companies may be organized under the Act.

THIRD: The initial Managers of the Company shall be JAMES W. HAZEL and RICHARD M. HAZEL, either of whom may act independently, and successor Managers shall be elected or appointed as provided by the Operating Agreement of the Company.

FOURTH: The initial registered office of the Company shall be located in Spotsylvania County, Virginia, and the address of the initial registered office shall be 10703 Spotsylvania Avenue, Suite 102, Fredericksburg, VA 22408.

FIFTH: The initial registered agent of the Company shall be RICHARD M. HAZEL, who is a resident of Virginia and a Co-Manager of the Company, and whose address is 10703 Spotsylvania Avenue, Suite 102, Fredericksburg, VA 22408.

SIXTH: The principal office of the Company shall be located in Spotsylvania County, Virginia, and the address of the principal office shall be 10703 Spotsylvania Avenue, Suite 102, Fredericksburg, VA 22408.

ORGANIZER

March 2, 2022
(Date)

Lisa M. Hughes
LISA M. HUGHES

PLAN OF CONVERSION
OF
PERCH ASSOCIATES LIMITED PARTNERSHIP
FROM
A VIRGINIA LIMITED PARTNERSHIP
TO
A VIRGINIA LIMITED LIABILITY COMPANY

In accordance with § 13.1-1083(B) of the Code of Virginia (1950), as amended (the “Code”), the Perch Associates Limited Partnership, a Virginia limited partnership (the “Limited Partnership”), intends to convert to a Virginia limited liability company (respectively, the “Conversion” and the “LLC”).

The following shall apply with respect to the Conversion:

1. The attached “Articles of Organization of Perch Assoc. LLC, a Virginia limited liability company” shall be in effect upon the consummation of the Conversion.
2. The percentage interest each partnership interest represents in the Limited Partnership, whether general or limited, shall be converted to the same percentage interest as a membership interest in the LLC.

In accordance with § 13.1-1084(C) of the Code, this Plan of Conversion has been approved by all of the partners, general and limited, of the Limited Partnership.

The effective date of this Plan of Conversion is March 2, 2022.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, MARCH 3, 2022

The State Corporation Commission has found the accompanying articles of conversion submitted on behalf of

PERCH ASSOCIATES LIMITED PARTNERSHIP

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF CONVERSION

be issued and admitted to record with the articles of conversion in the Office of the Clerk of the Commission, effective March 3, 2022.

When the certificate becomes effective, PERCH ASSOCIATES LIMITED PARTNERSHIP is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

PERCH ASSOC. LLC

The limited liability company is granted the authority conferred on it by law in accordance with the articles of organization , subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner