

112
ACC

3-23-12

WHEN RECORDED RETURN TO:

Name: Madec Enterprises
Address: 1436 South State Street
Clearfield, UT 84105

00321038 BK00478 P#00065-00065
JAYRENE B NIELSEN RECORDER SEVIER COUNTY
2003 OCT 16 14:08 PM FEE \$10.00 BY PSP
REQUEST: UTAH TITLE & ABSTRACT CO

WARRANTY DEED

MGCC LC, a Utah limited liability company of the State of Utah, with its principal office at 175 East 400 South, Ste. 710 Salt Lake City, Utah 84111, **GRANTOR**, hereby CONVEYS AND WARRANTS to MADEC Enterprises, a Utah limited partnership, **GRANTEE** of 1436 South State Street Clearfield, Utah 84105, County, State of Utah, for the sum of Ten dollars and other good and valuable consideration, the following tract(s) of land in County, State of, described as follows:

Lot 12, RICHFIELD COMMERCIAL CENTER SUBDIVISION, according to the official plat thereof, recorded in the office of the County Recorder of Sevier County, Utah.

also known by street and number as: 1000 South Main Street, Richfield, UT

Subject to City and/or County taxes and Assessments, not delinquent; Easements, Rights-Of-Way, Covenants, Conditions and Restrictions now of record.

3-23-12
IN WITNESS WHEREOF, the grantor has caused its corporate name and seal to be hereunto affixed by its duly authorized officer(s) this 15th day of October, 2003.

MGCC LC, a Utah limited liability company

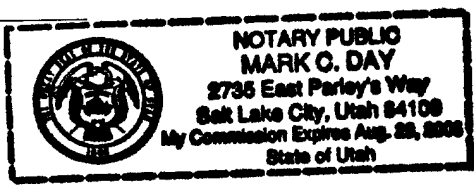
By [Signature]
Robert J. Moore
Manager

STATE OF Utah)
) ss.
COUNTY OF Salt Lake)

The foregoing instrument was acknowledged before me this 15th day of October, 2003, by Robert J. Moore the Manager of MGCC LC, a Utah limited partnership

My commission expires _____ . Witness my hand and official seal.

[Signature]
Notary Public:



File Number: 36713MCD
Title West Title Company
Warranty Deed (Corporation)
Page 1 of 1

CONVERSION

RECEIVED

**ARTICLES OF CONVERSION
OF**

AUG 27 2004

Utah Div. Of Corp. & Comm. Code

**MADEC ENTERPRISES
a Utah limited partnership**

INTO

**MADEC ENTERPRISES, LC
a Utah limited liability company**

MADEC Enterprises, a Utah limited partnership, duly organized and existing under the laws of the State of Utah (the "Partnership"), does hereby convert to MADEC Enterprises, LC, a Utah limited liability company (the "Company") in accordance with the Utah Revised Limited Liability Company Act, Section 48-2c-101 *et seq.*, Utah Code Annotated (the "Act"), as follows:

FIRST: The Partnership was created on December 28, 1979 and the certificate of limited partnership was filed on January 4, 1980, in and under the laws of the State of Utah.

SECOND: The name of the Partnership immediately prior to the filing of these Articles of Conversion was: **MADEC Enterprises**

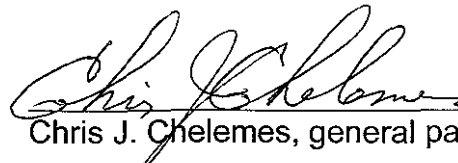
THIRD: The name of the Company into which the Partnership is converting is: **MADEC Enterprises, LC.**

FOURTH: The conversion of the Partnership into the Company shall be effective upon the filing of these Articles of Conversion and Articles of Organization of the Company, which are filed contemporaneously with these Articles of Conversion.

FIFTH: The conversion of the Partnership into the Company was duly and unanimously approved by all of the partners of the Partnership, both general and limited.

IN WITNESS WHEREOF, the general partners of the Partnership have executed these Articles of Conversion this August 27, 2004.

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
and approved on this 27 day of Aug 2004
in this office of this division and hereby issue
this Certificate of thereof.


Chris J. Chelemes, general partner

Examiner  Date 9/3/04 

Magdaline S. Chelemes, general partner



670720

Date: 08/27/2004
Receipt Number: 1235819
Amount Paid: \$37.00

2101466-0160

08-27-04P02:56 RCVD

MADEC Enterprises
WRITTEN CONSENT OF PARTNERS
September 16, 2002

The undersigned Partners, owning 100% of the capital and profits interests in MADEC Enterprises, a Utah limited partnership (the "Partnership") do hereby, pursuant to the provisions of Utah Code Annotated § 48-2c-1402, take the following actions by written consent of the Partners:

WHEREAS, the partners of the Partnership desire to convert MADEC Enterprises, a Utah limited partnership into MADEC Enterprises, LLC (the "Company"); and

WHEREAS, the partners of the Partnership desire to approve the Articles of Conversion of the Partnership, attached hereto as Exhibit A; and

WHEREAS, the partners of the Partnership desire to approve Articles of Organization of the Company, attached hereto as Exhibit B.


NOW, THEREFORE, BE IT

RESOLVED, that the Conversion be, and hereby is, unanimously approved and adopted by all partners of the Partnership; and


RESOLVED, that the attached Articles of Conversion of the Partnership into the Company be, and hereby are, approved and adopted as of the date set forth above and the general partners of the Partnership be and are hereby authorized and directed to execute and file the same; and further

RESOLVED, that the attached Articles of Organization of the Company be, and hereby are, approved and adopted as of the date set forth above, and the general partners of the Partnership be and are hereby authorized and directed to execute and file the same as Managers of the Company.

APPROVED:


Chris J. Chelemes, general and limited partner


Ellen Chelemes Ciancone, limited partner


Magdalene S. Chelemes, general and limited partner


Andrea Chelemes Likens, limited partner


Deborah Chelemes, limited partner

CONVERSION

RECEIVED

AUG 27 2004

ARTICLES OF ORGANIZATION

Utah Div. Of Corp. & Comm. Code

OF

MADEC ENTERPRISES, LC

The undersigned persons hereby form a limited liability company pursuant to Section 48-2c-402 of the Utah Revised Limited Liability Company Act, as amended.

ARTICLE I

NAME

The name of the limited liability company is MADEC Enterprises, LC. (hereinafter the "**Company**").

ARTICLE II

PERIOD OF DURATION

The term of the Company shall commence on the date of filing of these Articles of Organization and shall continue through the 31st day of December, 2052, unless earlier terminated by law or pursuant to the Company's Operating Agreement.

ARTICLE III

PURPOSES AND POWERS

The Company is organized for any and all lawful purposes for which companies may be organized pursuant to the Utah Revised Limited Liability Company Act, including but not limited to the acquisition, ownership, holding for investment, development, construction, management, sale, lease, exchange, and all other modes of dealing with all forms of real and personal property, tangible and intangible, wherever located.

The Company shall have and may exercise all powers necessary or convenient for the carrying out of any or all of the purposes for which it is organized.

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
and approved on this 27 day of Aug 2004
In this office of this division and hereby issue
this Certificate of thereof.

Date: 08/27/2004
Receipt Number: 1236819
Amount Paid: \$37.00

Examiner: [Signature] Date: 9/3/04



[Signature]

08-27-04P02:56 RCVD

WAA

2101466-0160

ARTICLE IV

REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is 1436 South State, Clearfield, UT 84105. . The name of the initial registered agent of the Company at such address is Chris J. Chelemes.

ARTICLE V

SERVICE OF PROCESS

The Director of the Division of Corporations and Commercial Code of the Utah Department of Commerce is appointed the agent of the Company for service of process if the registered agent has resigned, the registered agent's authority has been revoked, or the registered agent cannot be found or served with the exercise of reasonable diligence.

ARTICLE VI

DESIGNATED OFFICE

The designated office of the Company where the records of the Company are kept is 1436 South State Street, Clearfield, UT 84105.

ARTICLE VII

MANAGEMENT

The management of the Company shall be vested in those persons who are appointed as managers in accordance with the Company's Operating Agreement. The name and address of the persons who are to serve as the initial Managers of the Company are as follows:

Chris J. Chelemes
1436 South State
Clearfield, UT 84105


Magdaline S. Chelemes
1436 South State
Clearfield, UT 84105


ARTICLE VIII

OPERATING AGREEMENT

The rules, regulations and procedures governing the operation of the Company shall be set forth in an Operating Agreement, which shall be adopted by the members of the Company.

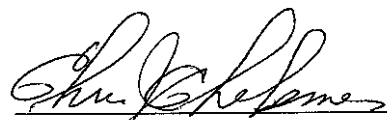
IN WITNESS WHEREOF the undersigned managers have executed these Articles of Organization under penalty of perjury this 27th day of August, 2004.

By: 
Chris J. Chelemes, Organizer and
Manager

By: 
Magdaline S. Chelemes, Organizer and
Manager

Signature of Registered Agent

The undersigned hereby accepts his appointment as registered agent of MADEC Enterprises, LC.


Chris J. Chelemes, Registered Agent