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State of California Secretary of State

LLC-1A File #

For Office Use Only

-FILED-

File No.: 202463719081

Date Filed: 9/4/2024

Limited Liability Company Articles of Organization - Conversion



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Converted Entity Information

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

Fay Center Properties, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):

One Manager

More Than One Manager

All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Principal Office

1120 Silverado Street

City

La Jolla

State

CA

Zip Code

92037

5. Initial Mailing Address of Limited Liability Company, if different from Item 4

City

State

Zip Code

6. Initial Agent for Service of Process: Item 6a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1605 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 6b: If the agent is an individual, list the agent's CA business or residential street address. Item 6c: If the agent is an individual and the converting entity is a CA corporation, limited partnership or general partnership, list the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file.

a. Name of Agent For Service of Process

BLANCHARD, KRASNER & FRENCH, A PROFESSIONAL CORPORATION

b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box

City

State

CA

Zip Code

c. If an individual, Mailing Address of Agent for Service of Process

City

State

Zip Code

Converting Entity Information

7. Name of Converting Entity

Fay Center Properties

8. Form of Entity

General Partnership

9. Jurisdiction

California

10. CA Secretary of State Entity Number, if any

11. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:

The class and number of outstanding interests entitled to vote.
general partnership interests

AND

The percentage vote required of each class.
>50%

Additional Information

12. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

13. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person

John E. Michelsen, Manager of JMCM, LLC, Partner of Fay Center Properties, Converting Entity

Type or Print Name and Title of Authorized Person

See attached

Signature of Authorized Person

Type or Print Name and Title of Authorized Person

ATTACHMENT TO
LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION – CONVERSION
(LLC-1A)
FOR
FAY CENTER PROPERTIES, LLC

13. ADDITIONAL CONVERTING ENTITY SIGNATURES:

Name of Additional Partner of Converting Entity:

Silverush, LP
a California limited partnership

By: The Myhro Family Protection Trust U/T/A dated November 30, 2015
Its: General Partner

By:  8/28/24
Cecily M. Ginger, Co-Trustee

By:  8/28/24
Erik S. Myhro, Co-Trustee