



State of California
Secretary of State

CERTIFICATE OF CONVERSION

200704510211

File #

FILED
in the office of the Secretary of State
of the State of California

FEB 27 2007

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF CONVERTED ENTITY Brentwood MHP Investors, LLC			
2. FORM OF ENTITY Limited Liability Company		3. JURISDICTION Delaware	
4. MAILING ADDRESS OF CHIEF EXECUTIVE OFFICE 11211 Gold Country Boulevard, Suite 100		CITY AND STATE Gold River, CA	ZIP CODE 95670
5. STREET ADDRESS OF CHIEF EXECUTIVE OFFICE 11211 Gold Country Boulevard, Suite 100		CITY AND STATE Gold River, CA	ZIP CODE 95670
6. STREET ADDRESS OF THE CALIFORNIA OFFICE, IF ANY 11211 Gold Country Boulevard, Suite 100		CITY Gold River	STATE CA ZIP CODE 95670
7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS 11211 Gold Country Boulevard, Suite 100		CITY AND STATE Gold River, CA	ZIP CODE 95670

CONVERTING ENTITY INFORMATION

8. NAME OF CONVERTING ENTITY Brentwood MHP Investors, LLC		
9. FORM OF ENTITY Limited Liability Company	10. JURISDICTION California	11. CA SECRETARY OF STATE FILE NUMBER, IF ANY 200704510211

12. 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, PROVIDE THE FOLLOWING FOR EACH CLASS

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE		AND	THE PERCENTAGE VOTE REQUIRED OF EACH CLASS
1 class membership interest			100%

ADDITIONAL INFORMATION

13. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE

14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED

Follett Investment Properties, Inc.

Follett Investment Properties, Inc., Manager

By: [Signature], CEO
SIGNATURE OF AUTHORIZED PERSON

2/26/07
DATE

By: Casey K. Kelly, CEO
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

DATE

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON