

10/29/2012

10:13 AM

Official Record

Recording requested By
NEVADA FLUORSPAR INC

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$42.00

Page 1 of 4

RPTT

Recorded By: FES

Book- 540 Page- 0317



No Assessor's Parcel No. – N/A Notice Only

Recorded at the request of
and when recorded return to:
Nevada Fluorspar, LLC
c/o Ralph W. Kettell, II
16720 Suebner Airline Road, Suite 130
Spring, Texas 77379

The undersigned affirms that this document does not contain the personal information of any person.

Notice of Conversion
Nevada Fluorspar, Inc.

Notice is given that Nevada Fluorspar, Inc., a ~~[insert jurisdiction of incorporation]~~ corporation, converted to Nevada Fluorspar, LLC, a Nevada limited liability company, effective on July 1, 2008. A copy of Articles of Conversion filed in the Office of the Secretary of State of the State of Nevada is attached to and by this reference incorporated in this Notice of Conversion.

The address of Nevada Fluorspar, LLC is stated above.

Dated effective July 1, 2008.

Ralph W. Kettell, II

STATE OF TEXAS,)
)
) ss.
COUNTY OF HARRIS.)



This Notice of Conversion Nevada Fluorspar, Inc. was acknowledged before me on October 20, 2012, by Ralph W. Kettell, II.

Notary Public




ROSS MILLER
Secretary of State
204 North Carson Street, Ste 1
Carson City, Nevada 89701-4298
(775) 684 5708
Website: secretaryofstate.biz

Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page 1

| | |
|---|---|
| Filed in the office of  Ross Miller Secretary of State State of Nevada | Document Number 00001920993-13 Filing Date and Time 07/01/2008 10:38 AM Entity Number C104-2005 |
|---|---|

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Conversion (Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

NEVADA FLUORSPAR, INC.

Name of constituent entity

NEVADA

Jurisdiction

CORPORATION

Entity type *

and,

NEVADA FLUORSPAR, LLC

Name of resulting entity

NEVADA

Jurisdiction

LIMITED-LIABILITY COMPANY

Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- ☐ The entire plan of conversion is attached to these articles.
- ☒ The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- ☐ The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Form AM Conversion page 1 2007
Revised on: 01/01/07



0221756

Book 540 10/29/2012
Page: 318 Page: 2 of 4



ROSS MILLER
Secretary of State
204 North Carson Street, Ste 1
Carson City, Nevada 89701-4299
(775) 684 6708
Website: secretaryofstate.biz

Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page 2

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn: _____

c/o: _____

5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240) *: July 1, 2008

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited liability partnership; a manager of each Nevada limited liability company with managers or all the members if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited liability partnership (a.k.a.; general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

NEVADA FLUORSPAR, INC.

Name of constituent entity

X
Signature

President
Title

06/30/08
Date

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

Filing Fee \$350.00

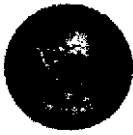
This form must be accompanied by appropriate fees.

Nevada Secretary of State Form A39 Conversion page 2 2007
Revised on: 8/21/07



0221756

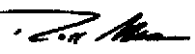
Book 540 10/29/2012
Page 319 Page 3 of 4



ROSS MILLER
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

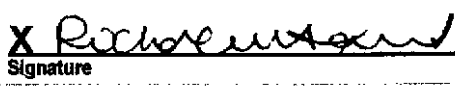
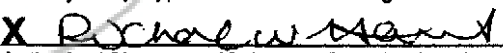
Articles of Organization Limited-Liability Company

(PURSUANT TO NRS 86)

| | |
|---|---|
| Filed in the office of  Ross Miller Secretary of State State of Nevada | Document Number 00001920994-24 Filing Date and Time 07/01/2008 10:38 AM Entity Number C104-2005 |
|---|---|

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

| | | | | |
|---|---|--|---|---|
| 1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions) | NEVADA FLUORSPAR, LLC | | | Check box if a Series Limited-Liability Company <input type="checkbox"/> |
| 2. Resident Agent Name and Street Address: (must be a Nevada address where process may be served) | RICHARD W. HARRIS Name 6121 LAKESIDE DRIVE, SUITE 260 (MANDATORY) Physical Street Address | | RENO City | Nevada 89511 State Zip Code |
| | (OPTIONAL) Mailing Address | | City | State Zip Code |
| 3. Dissolution Date: (OPTIONAL; see instructions) | Latest date upon which the company is to dissolve (if existence is not perpetual): 06/26/2065 | | | |
| 4. Management: | Company shall be managed by <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Members (check only one box) | | | |
| 5. Name and Address of each Manager or Managing Member: (attach additional pages if more than 3) | RALPH W. KETTELL, II Name 3537 SPENCERVILLE ROAD, SUITE 4 Address BURTONSVILLE MD 20866 City State Zip Code | | | |
| | Name Address City State Zip Code | | | |
| | Name Address City State Zip Code | | | |
| 6. Name, Address and Signature of Organizer: (attach additional pages if more than 1) | RICHARD W. HARRIS Name 6121 LAKESIDE DRIVE, SUITE 260 Address | |  Signature RENO NV 89511 City State Zip Code | |
| 7. Certificate of Acceptance of Appointment of Resident Agent: | I hereby accept appointment as Resident Agent for the above named limited-liability company.  Authorized Signature of R.A. or On Behalf of R.A. Company 6-26-08 Date | | | |

This form must be accompanied by appropriate fees.

Nevada Secretary of State Form LLC Arts 2037
Revised on 01/31/07



0221756

Book 540
Page 320

10/29/2012
Page: 4 of 4