

**Tom Schedler**  
SECRETARY OF STATE

*As Secretary of State of the State of Louisiana I do hereby Certify that*

a copy of a Conversion Application of

**CAILLOUET LAND CORPORATION**

Organized under the laws of Louisiana,

Converting the corporation to a limited liability company, and changing the name to

**CAILLOUET LAND, L.L.C.**

Was filed and recorded in this Office on January 01, 2013, with an effective date of January 01, 2013.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

January 2, 2013

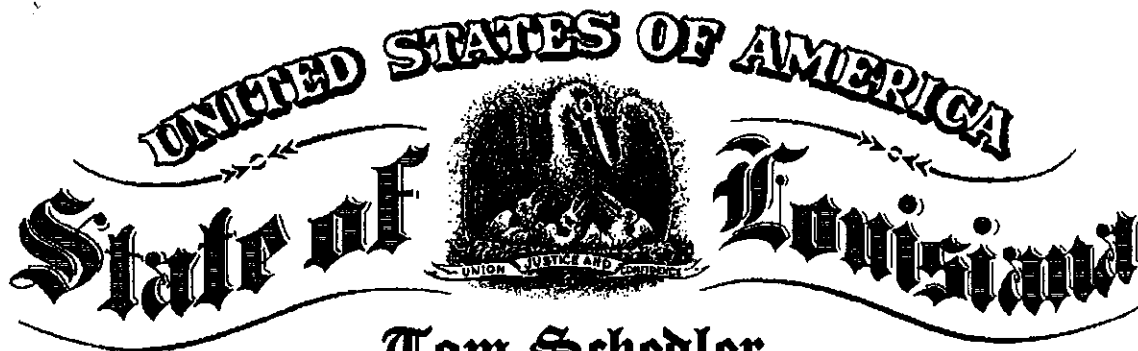
*Secretary of State*

JG 28106760K



Certificate ID: 10337944#GTL73

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.  
[www.sos.louisiana.gov](http://www.sos.louisiana.gov)



**Tom Schedler**  
SECRETARY OF STATE

*As Secretary of State of the State of Louisiana I do hereby Certify that*

the attached document(s) of

**CAILLOUET LAND, L.L.C.**

are true and correct and are filed in the Louisiana Secretary of State's Office.  
41013798                      Conversion to LLC 01/01/2013 5 pages

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

January 2, 2013

*Secretary of State*

JG 28106760K



Certificate ID: 10337945#QVM73  
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APPLICATION FOR CONVERSION  
OF  
CAILLOUET LAND CORPORATION,  
A LOUISIANA CORPORATION  
INTO  
CAILLOUET LAND, L.L.C.,  
A LOUISIANA LIMITED LIABILITY COMPANY

The undersigned officer of Caillouet Land Corporation hereby makes this Application for Conversion, dated effective as of January 1, 2013 (the "effective date") as follows:

Article I

The name of the converting entity is Caillouet Land Corporation (the "Corporation"), and the name of the converted entity is Caillouet Land, L.L.C. (the "LLC").

Article II

The type of the resulting converted entity, namely the LLC, is a Louisiana limited liability company.

Article III

The Corporation is continuing its existence in the organizational form of the LLC, the converted entity.

Article IV

On the effective date of the conversion, each share of common stock of the Corporation shall be converted into one unit of membership interest of the LLC.

Article V

The conversion has been authorized and approved in accordance with La. R.S. 12:1602 and 12:1603.

Article VI

Until changed, the Operating Agreement of the LLC shall consist of the Articles of Incorporation and Bylaws of the Corporation, except that references therein to shares of stock shall be deemed to refer to units of membership interest.

Article VII

Article VII

The information required in the articles of organization of the LLC is as follows, and an initial report of the LLC is attached to this application.

ARTICLES OF ORGANIZATION  
OF CAILLOUET LAND, L.L.C.

*ARTICLE 1*  
*NAME*

The name of the company is Caillouet Land, L.L.C. (the "company").

*ARTICLE 2*  
*PURPOSE*


The company is formed for the purpose of engaging in any lawful activity for which limited liability companies may be formed under the Louisiana Limited Liability Company Law.

*ARTICLE 3*  
*MANAGEMENT BY MANAGERS*

3.1 Management. The company shall be managed by its Board of Directors.

3.2 Reliance on Certificates. Persons dealing with the company may rely on a certificate of any manager to establish the identity of the members, the authenticity of any records of the company, and the authority of any person to act on behalf of the company as to any matter.

This Application for Conversion is dated effective as of January 1, 2013.

  
James L. Caillouet, President

INITIAL REPORT OF  
CAILLOUET LAND, L.L.C.

Complying with the requirements of the Louisiana Limited Liability Company Law, the undersigned organizer of this company makes this initial report of the company dated effective as of January 1, 2013.

1. The location and municipal address of the company's registered office is:

Caillouet Land, L.L.C.  
500 West Third Street  
Thibodaux, Louisiana 70301

2. The full name and municipal address of its registered agent is:

Stephen E. Caillouet  
500 West Third Street  
Thibodaux, Louisiana 70301

3. A notarized affidavit of acknowledgment and acceptance signed by the registered agent is attached.

4. The name and municipal address of the initial managers are:

James L. Caillouet  
421 Hale Drive  
Thibodaux, Louisiana 70301

Mary C. Bond  
1871 St. Mary Street  
Thibodaux, Louisiana 70301

Stephen E. Caillouet  
500 West Third Street  
Thibodaux, Louisiana 70301

L. Philip Caillouet, III  
102 Winged Foot Drive  
Broussard, Louisiana 70518-6158

F.E. Thibodaux, Jr.  
406 Lee Drive  
Thibodaux, Louisiana 70301

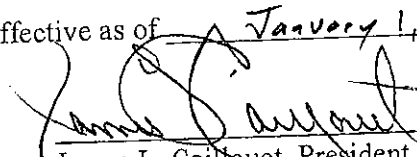
David G. Arceneaux  
140 Goode Street  
Thibodaux, Louisiana 70301

S. Benjamin Caillouet  
500 West Third Street  
Thibodaux, Louisiana 70301

Matthew P. Caillouet  
10681 Hilltree Drive  
Baton Rouge, Louisiana 70810-7071

Jeffrey Lasseigne  
530 Main Street  
Lockport, Louisiana 70374

Signed on April 28, 2012, but effective as of January 1, 2013.

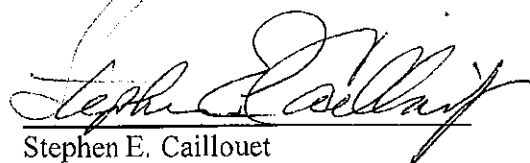
  
James L. Caillouet, President

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED REGISTERED AGENT

STATE OF LOUISIANA

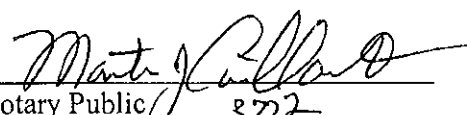
PARISH OF LAFOURCHE

On this April 28, 2012, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared Stephen E. Caillouet, who is to me known, and who, being duly sworn, acknowledged that he is the individual appointed in the Initial Report of Caillouet Land, L.L.C., as its Registered Agent, and that he accepts such appointment.



Stephen E. Caillouet

SWORN TO AND SUBSCRIBED,  
before me on this April 28, 2012.



Notary Public 3772  
Martin J. Caillouet