

STATEMENT OF CONVERSION
Pursuant to Idaho Code § 30-22-405

For Office Use Only

-FILED-

File #: 0005608747

Date Filed: 2/16/2024 10:35:00 AM

1. Name, jurisdiction and type of the converting entity:

Name: Jennifer Duke Law, LLC
Jurisdiction: Idaho
Type of Entity: Limited Liability Company

2. Name, jurisdiction and type of the converted entity:

Name: Jennifer Duke Law, P.C.
Jurisdiction: Idaho
Type of Entity: Professional Corporation

3. Effective date of conversion: Upon filing

4. The converting entity is a domestic entity, and the plan of conversion was approved in accordance with Idaho Code Title 30, Chapter 22, Part 4.

5. The converted entity is a domestic filing entity and the text of its public organic document is shown in the document attached to this Statement of Conversion as Exhibit A.

Signature of Converting Entity:

Jennifer Duke Law, LLC

DocuSigned by:

By:

Name:

Its:


Jennifer Duke Garwood
Member/Manager

Date:

2/13/2024

B0853-8584 02/16/2024 10:35 AM Received by Office of the Idaho Secretary of State

EXHIBIT A

Articles of Incorporation

B0853-8585 02/16/2024 10:35 AM Received by Office of the Idaho Secretary of State

**ARTICLES OF INCORPORATION
OF
JENNIFER DUKE LAW, P.C.**

The undersigned, in order to form a professional corporation under the provisions of the Idaho Uniform Business Organizations Code, Title 30, Chapter 21, Part 9, Idaho Code, and the Idaho Business Corporations Act, Title 30, Chapter 29, Idaho Code, submits the following articles of incorporation to the Idaho Secretary of State.

**ARTICLE I.
NAME OF CORPORATION, OFFICE, SHARES**

- 1.1 **Corporate Name.** The name of the professional corporation shall be Jennifer Duke Law, P.C. ("Corporation").
- 1.2 **Corporate Office.** The initial office of the Corporation shall be located at 601 E. Front Ave., Suite 340, Coeur d'Alene, ID 83814.
- 1.3 **Shares.** The Corporation is authorized to issue only one class of shares, the number of shares not to exceed 100.

**ARTICLE II.
PURPOSE AND POWERS OF CORPORATION**

The Corporation is organized for the transaction of allied professional services, namely, legal services. Without limiting the foregoing, the Corporation shall have the power to:

- a. Engage in and to own, operate and run, conduct and manage a business engaged in professional services in the legal field and to do such other things as are incidental, property, or necessary to the operation of the business or to the carrying out of any or all of the purposes of the Corporation;
- b. Transact any or all lawful business for which corporations may be incorporated under the laws of the state of Idaho, and to perform such services wherever permitted by law; and
- c. Have and exercise any and all powers and privileges now or hereafter conferred by the laws of the state of Idaho upon Corporations formed under the Idaho Business Corporations Act or under any act amendatory thereof or supplemental thereto or substituted therefor.

**ARTICLE III.
BOARD OF DIRECTORS**

The Corporation shall be governed by its Board of Directors ("Board"). The number of Directors shall be governed by the Bylaws of the Corporation. The initial Director shall be: Jennifer Duke Garwood, 601 E. Front Ave., Suite 340, Coeur d'Alene, ID 83814.

**ARTICLE III.
INITIAL REGISTERED AGENT**

The initial registered agent shall be Emily H. Geddes, Smith + Malek, PLLC, whose address (registered office) is 601 E. Front Ave., Suite 340, Coeur d'Alene, ID 83814.

**ARTICLE IV.
INCORPORATOR**

The incorporator is Emily H. Geddes, Smith + Malek, PLLC, whose address is 601 E. Front Ave., Suite 340, Coeur d'Alene, ID 83814.

**ARTICLE V.
AMENDMENTS**

The Board, by majority vote, may amend these Articles of Incorporation and the Bylaws of the Corporation at any time.

**ARTICLE VI.
INDEMNIFICATION**

The Corporation shall indemnify and hold harmless its directors, officers, and employees from personal liability for monetary damages, court costs and attorney fees in any suit or proceeding, other than an action by or in the right of the Corporation, if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation.

**ARTICLE VII.
LIABILITY OF DIRECTORS**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director; provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Idaho Business Corporation Act.

DocuSigned by:

Emily H. Geddes

Emily H. Geddes

Incorporator