

For Office Use Only

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**STATEMENT AND PLAN OF CONVERSION
UNDER
IDAHO ENTITY TRANSACTIONS ACT
Title 30, Chapter 22, Part 4, *Idaho Code***

KNOW ALL MEN BY THESE PRESENCES, that STANDLEE HAY TRUCKING CO., INC., an Idaho corporation, in good standing does hereby convert, by this presented statement and plan, from an Idaho corporation (general business) to an Idaho limited liability company under the provisions of Title 30, Chapter 25, *Idaho Code*; and does execute and acknowledge this presented statement and plan as its Certificate of Organization for the purpose of converting from an Idaho corporation (general business) to an Idaho limited liability company under the provisions of Title 30, Chapter 25, *Idaho Code*, in the state of Idaho.

1. **The Converting Entity.** The name and type of the converting entity are: Standlee Hay Trucking Co., Inc., an Idaho corporation.
2. **The Converted Entity; Name of Limited Liability Company.** The name, jurisdiction of formation and type of the converted entity are: Standlee Hay Trucking Co., LLC, an Idaho limited liability company.
3. **Nature of Business.** The purposes for which this entity is converted and organized are to carry on, conduct and engage in any lawful business permitted under the laws of the state of Idaho and the laws of any other jurisdiction in which it may do business; and it shall have the authority to do all things necessary or convenient to accomplish its purposes and operate its business.
4. **Registered Agent and Address; Mailing Address.** The name and street address of the registered agent for, and the mailing address of, the converted entity are: Dusty Standlee, 22349 Kimberly Road, Suite E, Kimberly, Idaho 83341.
5. **Conversion of Interests and Stock.** The total authorized number of shares of stock of the converting entity and the issued and outstanding shares of stock shall be converted to, and represented by, capital and membership interests in the converted entity and governed by the operating agreement of the converted entity.

The capital and membership interests of the members of the converted entity, and the transfer, sale, assignment, including hypothecation, and otherwise change of ownership of the capital and membership interests of the members of the converted entity shall be subject to the operating agreement of the converted entity, including any amendments from time to time made thereto, between the converted entity and the members of the converted entity.

6. **Initial Governors (Initial Members) of the Converted Entity.** The sole shareholder of the converting entity is the initial governor (initial member) of the converted entity, namely Standlee Hay Company, Inc., an Idaho corporation.
7. **Effective Date of Conversion.** The effective date of the conversion of the converting entity to the converted entity shall be upon the filing with the Idaho Secretary of State of this Statement and Plan of the conversion of the converting entity to the converted entity; and for purposes of the operation of the converted entity the effective date shall be recognized as January 1, 2021.
8. **Approval of Conversion.** This Statement and Plan of the conversion of the converting entity to the converted entity was, and is hereby, approved in accordance with Title 30, Chapter 22, Part 4, *Idaho Code*.

IN WITNESS WHEREOF, the undersigned individuals, being all the shareholders and all the directors of the Board of Directors of Standlee Hay Company, Inc., an Idaho corporation, the sole shareholder of the converting entity and the sole initial governor and member of the converted entity, do hereunto set our hands this 14th day of July, 2021.

Standlee Hay Company, Inc., an Idaho corporation

By: The Michael Standlee Irrevocable Trust u/t/a/
dated December 21, 2020, Shareholder and Director

By: Michael Standlee
Michael G. Standlee, Trustee

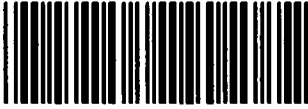
By: Dusty Standlee
Dusty Standlee, shareholder, Director

By: Bobby Delgado
Bobby Delgado, shareholder

By: Kami Delgado
Kami Delgado, shareholder

By: Scott Plew
Scott Plew, shareholder, Director

By: Jason Stanger
Jason Stanger, shareholder



CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

Title 30, Chapters 21 and 25, Idaho Code

Base Filing fee: \$100.00 + \$20.00 for manual processing (form must be typed).

1. The name of the limited liability company is:

Standlee Hay Trucking Co., LLC

2. The complete street and mailing addresses of the principal office is:

22349 Kimberly Rd., Ste. E, Kimberly, Idaho 83341

3. The name and complete street address of the registered agent:

Dusty Standlee 22349 Kimberly Rd., Ste. E, Kimberly, Idaho 83341

4. The name and address of at least one governor of the limited liability company:

Standlee Hay Company, Inc. 22349 Kimberly Rd., Ste. E, Kimberly, Idaho 83341

5. Mailing address for future correspondence (annual report notices):

22349 Kimberly Rd., Ste. E, Kimberly, Idaho 83341

Signature of organizer(s).

Printed Name:

Dusty Standlee

Signature:

[Handwritten Signature]

Printed Name:

Signature:

Secretary of State use only

B0612-9831 07/22/2021 3:01 PM Received by ID Secretary of State Lawrence Denney