



STATEMENT OF CONVERSION

Pursuant to § 30-22-405, Idaho Code

Base Filing fee: \$30.00 + \$20.00 for manual processing (form must be typed)

For Office Use Only

-FILED-

File #: 0005376737

Date Filed: 8/28/2023 4:19:00 PM

Note: Conversion documents are complex. Please seek appropriate legal and/or financial advice before making this important business decision.

1. CONVERTING ENTITY:

Name: Greenscale LLC

Jurisdiction: Idaho

Type: Limited Liability Company

(Corporation, Limited Liability Company, Limited Partnership, etc...)

This is a domestic entity, and this plan of conversion was approved in accordance with § 30-22-403, Idaho Code.

This is a foreign entity, and this plan of conversion was approved in accordance with the law of its jurisdiction of formation.

2. CONVERTED ENTITY:

Name: Greenscale Inc.

Jurisdiction: Idaho

Type: Corporation

(Corporation, Limited Liability Company, Limited Partnership, etc...)

- ☒ a. If this is a **domestic** entity or domestic limited liability partnership, please attach a copy of the entity's public organic record, or statement of qualification.
- ☐ b. If this is a **foreign** entity please designate a registered agent in the space provided:

(Registered Agent Name & Physical Address)

3. EFFECTIVE DATE OF CONVERSION:

- ☒ Effective upon filing ☐ Effective on future date: _____
- (Enter date – not more than 90 days in the future)

Printed Name: Scott Meikle

Capacity: Sole Member of Converting Entity

Signature: _____

Secretary of State use only

B0805-8946 08/28/2023 4:19 PM Received by Office of the Idaho Secretary of State

B0805-8947 08/28/2023 4:19 PM Received by Office of the Idaho Secretary of State

**ARTICLES OF INCORPORATION
OF
GREENSCALE INC.**

The undersigned, a natural person of lawful age, acting as incorporator, does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation pursuant to the Idaho Business Corporation Act (the "*Act*");

**ARTICLE 1
NAME**

The name of the corporation is "Greenscale Inc."

**ARTICLE 2
DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE 3
PURPOSE**

The purpose for which the corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Act.

**ARTICLE 4
SHARES**

The total number of shares that the corporation is authorized to issue is One Million (1,000,000) shares of voting common stock, no par value ("*Common Stock*"). The holders of the shares of Common Stock shall be entitled to one vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings). Unless required by law, cumulative voting shall not be allowed for any purpose, including the election of directors.

**ARTICLE 5
PREEMPTIVE RIGHTS**

Shareholders of the corporation shall have no preemptive rights to acquire any additional shares of the corporation, unless specifically set forth in a written agreement between the corporation and any one or more shareholders.

**ARTICLE 6
REGISTERED OFFICE AND AGENT**

The registered office of the corporation is 1007 N. 17th Street, Boise, Idaho 83702, and the name of the registered agent at such address is Scott Meikle.

**ARTICLE 7
BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors. The number of directors shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

**ARTICLE 8
LIMITATION OF LIABILITY**

To the fullest extent permitted by law, no director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, or for any action taken, or any failure to take any action, as a director, except liability for: (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of Section 30-29-832 of the Act; or (iv) an intentional violation of criminal law. Neither any amendment nor repeal of this Article 8, nor the adoption of any provision in the corporation's Articles of Incorporation inconsistent with this Article 8, shall eliminate or reduce the effect of this Article 8, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article 8, would accrue or arise, prior to such amendment, repeal or adoption of inconsistent provision.

**ARTICLE 9
INDEMNIFICATION**

The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Act permitted the corporation to provide prior to such amendment). Neither any amendment nor repeal of this Article 9, nor the adoption of any provision in the corporation's Articles of Incorporation inconsistent with this Article 9, shall eliminate or reduce the effect of this Article 9, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article 9, would accrue or arise, prior to such amendment, repeal or adoption of inconsistent provision.

**ARTICLE 10
INCORPORATOR**

The name and address of the incorporator is Scott Meikle, 1007 N. 17th Street, Boise, ID 83702.

**ARTICLE 11
MAILING ADDRESS**

The mailing address of the corporation shall be 1775 W. State St. #264, Boise, ID 83702.

IN WITNESS WHEREOF, these Articles of Incorporation of Greenscale Inc. have been duly executed by the undersigned effective as of August 24, 2023.

By: _____


Scott Meikle, Incorporator