

251



CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

Title 30, Chapters 21 and 25, Idaho Code

Filing fee: \$100 typed, \$120 not typed

Complete and submit the application in duplicate.

FILED EFFECTIVE

2017 MAR 14 AM 11:06

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Phillips Land, LLC

(Remember to include the words "Limited Liability Company," "Limited Company," or the abbreviations L.L.C., LLC, or LC)

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

4157 E. 421 North, Rigby, ID 83442

(Street Address)

4157 E. 421 North, Rigby, ID 83442

(Mailing Address, if different)

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

Dale M. Phillips

4157 E. 421 North, Rigby, ID 83442

(Name)

(Address cannot be a post office box or postal mail box.)

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

Dale M. Phillips

4157 E. 421 North, Rigby, ID 83442

(Name)

(Address)

(Name)

(Address)

(Name)

(Address)

(Name)

(Address)

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

4157 E. 421 North, Rigby, ID 83442

(Address)

Signature of organizer(s).

Signature: _____

Printed Name: Dale M. Phillips, Manager

Signature: _____

Printed Name: _____

Secretary of State use only

IDAHO SECRETARY OF STATE

03/14/2017 05:00

CK: PREPAID CT: 113824 BH: 1573709

1@ 100.00 = 100.00 ORGAN LLC #2

W180027

FILED EFFECTIVE**STATEMENT OF DOMESTICATION****(Pursuant to I.C. § 30-18-501)**2017
4 AM 11:06

This Statement of Domestication is executed by Phillips Land, LLC, now a Wyoming close limited liability company, to become an Idaho domestic limited liability company.

1. The name, jurisdiction of organization and type of domesticating entity: Phillips Land, LLC, a Wyoming closing limited liability company.
2. Name and jurisdiction of organization: Wyoming.
3. This statement of domestication is to become effective upon filing.
4. The Plan of Domestication was approved in accordance with Idaho Code § 30-18-501, *et seq.*, and Wyoming Statutes § 17-29-1011(f), which statutes are the governing statutes for approval of the domestication.
5. The proposed Certificate of Organization (the organic document) of the newly domesticated entity is attached hereto and by this reference incorporated herein.
6. The domesticated entity is NOT a domestic limited liability partnership.
7. The Secretary of State may send any process served on the Secretary of State to the registered agent for the domestic entity as set forth in the Certificate of Organization attached hereto.
8. Other provisions: none.

Dated this 24 day of January, 2017.

MEMBERS:

DALE M. PHILLIPS

JACKIE LEI PHILLIPS

IDAHO SECRETARY OF STATE

03/14/2017 05:00

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W37121

PLAN OF DOMESTICATION of PHILLIPS LAND, LLC,

This Plan of Domestication is adopted by Phillips Land, LLC, a Wyoming close limited liability company, in accordance with requirements of Idaho Code § 30-18-501, *et seq.*, and Wyoming Statutes § 17-29-1011, *et seq.*

1. Requirements of Idaho Code § 30-18-502:
 - a. Name and type of domesticating entity: Phillips Land, LLC, a Wyoming close limited liability company.
 - b. Name and original jurisdiction of organization of the domesticated entity: Wyoming.
 - c. Manner of converting the interest in the domesticating entity into interests, securities, obligations, rights to acquire interest or securities, cash or other property or any combination of the forgoing: No change is to be made in the interest, securities or rights to acquire interest or other property of the underlying entity. Such interests shall remain as now in existence.
 - d. Proposed organic document of the domesticated entity if it is a filing entity: See Certificate of Organization which is attached as **Exhibit "A"** hereto and by this reference incorporated herein.
 - e. Full text of private organic rules for domesticated entity that are proposed to be in the record: none.
 - f. Other terms and conditions of the domestication: none.
2. Requirements of Wyoming Statutes § 17-29-1011 (Application for Certificate of Transfer):
 - a. The name of the limited liability company prior to transfer: Phillips Land, LLC, a Wyoming close limited liability company. The name to be utilized in the state of domestication, namely, Idaho, shall be Phillips Land, LLC, an Idaho limited liability company.
 - b. Statement of jurisdiction in which the limited liability company is to be transferred: Idaho.

- c. Phillips Land, LLC, a Wyoming close limited liability Company shall surrender it's articles of organization pursuant to Wyoming Statute § 17-29-1011(a)(iii).
 - d. The transfer is duly approved by the members of the entity in the manner required under Wyoming Statute § 17-29-1011(f).
 - e. Any other terms and conditions of the transfer: none.
 - f. The Secretary of State of Wyoming requires that the limited liability company maintain with the state an agent for service of process for at least one year after the transfer is effective. Such agent for service of process shall continue to be the agent now shown for such entity on the records of the Wyoming Secretary of State. The required fee of \$50.00 shall be paid to the Wyoming Secretary of State as set forth in Wyoming Statute § 17-29-1011(e).
3. In accordance with the requirements of Idaho Code § 30-18-504, this Plan of Domestication may be abandoned by the Managers of the entity, if they determine such to be in the best interest of the entity.
4. In accordance with the requirements of Idaho Code § 30-18-503, and W.S. § 17-29-1011(f) this Plan of Domestication has been adopted by the members who hold at least 80% of the membership interests of the entity. No specific provisions for domestication are set forth in the operating agreement of the entity.

The proposed domestication has been approved by all members of the company by their signatures below.

Dated this 24 day of January, 2017.

MEMBERS:



DALE M. PHILLIPS



JACKIE LEE PHILLIPS

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