

**DOXA7, LLC**

(A DELAWARE LIMITED LIABILITY COMPANY)

**STATEMENT OF CONVERSION**

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**-FILED-**

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**THIS STATEMENT OF CONVERSION** (the "**Plan**") is hereby adopted as of ~~April 1, 2023 by Doxa7,~~ LLC, a Delaware limited liability company (the "**Converting Entity**") to set the terms, conditions and procedures governing the conversion of the Converting Entity to an Idaho Corporation. Capitalized terms used herein shall have the respective meanings ascribed to such terms in the Second Amended and Restated Limited Liability Company Agreement (the "**LLC Agreement**") of the Converting Entity, dated as of January 31, 2021 by and among the Converting Entity and the Members.

**WHEREAS**, the Company is a Delaware limited liability company formed November 6, 2020;

**WHEREAS**, the Board of Managers (the "**Board**") desire to convert the Converting Entity from a Delaware limited liability company to an Idaho Corporation;

**WHEREAS**, pursuant to Section 6.4 of the Converting Entity's LLC Agreement, the Board have the authority to cause, and have executed a written consent authorizing and consenting to, the conversion of the Converting Entity to a corporation in accordance with the terms of the LLC Agreement and this Plan.

**NOW THEREFORE**, the Converting Entity hereby adopts this Plan to effectuate the conversion of the Converting Entity into an Idaho Corporation:

1. The respective names of the converting and converted entities:

*Converting Entity: Doxa7, LLC.*

*Converted Entity: Doxa Talent, Inc.*

2. The Converting Entity is continuing its existence in the organizational form of Doxa Talent, Inc., an Idaho corporation ("**Converted Entity**" and the "**Corporation**").
3. The Converted Entity is to be a Corporation that will be organized under the laws of Idaho.
4. The Conversion shall be effective April 1, 2023 upon the filing of (i) the Plan of Conversion and (ii) the Articles of Incorporation with the Secretary of State of the State of Idaho (such time of effectiveness, the "**Effective Time**").
5. The conversion was approved in accordance with the governing Delaware statute of the Converting Entity.
6. Bylaws of the Corporation. As promptly as practical following the Effective Time, the board of directors of the Converted Entity shall adopt the Bylaws of the Converted Entity. From and after the Effective Time, the LLC Agreement shall terminate and no longer govern the affairs of the Converted Entity, but instead the affairs of the Converted Entity shall be governed by the Idaho Corporation Law, the Articles of Incorporation and, following their adoption by the board of directors of the Converted Entity, the Bylaws.
7. Directors and Officers. At the Effective Time, (a) the members of the board of directors of the Corporation shall be as set forth in the Articles of Incorporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal and (b) the officers of the Converting Entity as of the Effective Time shall be the

officers of the Corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal. The Converting Entity and, after the Effective Time, the Corporation and its board of directors shall take all necessary actions to cause each of such individuals to be appointed as a director and/or officer, as the case may be, of the Corporation

8. Effect of the Conversion on Equity Interests in the Converting Entity.

- (a) As of the Effective Time, by virtue of the conversion of the Converting Entity and without any additional action by the Converting Entity, the Units in the Converting Entity held by the Members shall be converted into shares of the Converted Entity, as follows:
  - i. Each outstanding Class A Unit shall be converted into one (1) share of the Corporation's Class A Common Stock, no par value;
  - ii. Each outstanding Class B Unit shall be converted into one (1) share of the Corporation's Class B Common Stock, no par value;
  - iii. Each Unit originally issued as a "profit interest" (as such term is used for purposes of the Internal Revenue Code of 1986)(the "**Profit Interests**") that is outstanding immediately prior to the Effective Time, shall be converted into a number of shares of Class B Common Stock, rounded down to the nearest whole share of Class B Common Stock, based on a ratio calculated using (i) the proportion of the appreciation in value of the LLC from and after the date of grant of such Profits Interest allocable to such Profits Interest pursuant to the LLC Agreement (such process being referred to as the "**Final LLC Book Up**")
- (b) Independent Valuation. The Final LLC Book Up to determine the conversion ratio of Profit Interests to Class B Common Stock to ensure economic equivalency at the Effective Time of conversion was determined by means of an appraisal conducted concurrently herewith by an experienced independent qualified business appraiser. As a result of the Final LLC Book Up, (i) the conversion of Units (Class A, Class B, and the Profit Interests) to Common Stock of the Corporation shall be set forth on Schedule 1.01 to this Plan, and (ii) Schedule 1.01 shall be conclusive and binding on all parties.
- (c) No further ownership rights. All outstanding Units when converted as provided for herein shall no longer be outstanding and shall automatically be cancelled and the former holders thereof shall cease to have any rights with respect thereto.
- (d) No Impact on Vesting Restrictions and Repurchase Rights. The conversion of Units pursuant to this Plan will not limit, impair or otherwise modify any vesting restrictions or repurchase rights with respect to any equity issued by the Converting Entity to any officer or employee of the Converting Entity, which vesting restrictions and repurchase rights shall continue to apply to the shares of the Class A and Class B Common Stock, as applicable.

- 9. Further Assurances. If, at any time after the Effective Time, the Converted Entity shall determine or be advised that any deeds, bills of sale, assignments, agreements, documents or assurances or any other acts or things are necessary, desirable or proper, consistent with the terms of this Plan, (a) to vest, perfect or confirm, of record or otherwise, in the Converted Entity its right, title or interest in, to or under any of the rights, privileges, immunities, powers,

purposes, franchises, properties or assets of the Converting Entity, or (b) to otherwise carry out the purposes of this Plan, the Converted Entity and its proper officers and directors (or their designees) are hereby authorized to solicit in the name of the Converting Entity any third party consents or other documents required to be delivered by any third party, to execute and deliver, in the name and on behalf of the Converting Entity, all such deeds, bills of sale, assignments, agreements, documents and assurances and do, in the name and on behalf of the Converting Entity, all such other acts and things necessary, desirable or proper to vest, perfect or confirm its right, title or interest in, to or under any of the rights, privileges, immunities, powers, purposes, franchises, properties or assets of the Converting Entity and otherwise to carry out the purposes of this Plan.

10. Taxpayer Identification Number. The Company shall not be terminated for tax purposes by reason of the conversion, but rather a new IRS Form SS-4 will be filed to transfer the taxpayer indemnification number to the Converted Entity.
11. Third Party Beneficiaries. This Plan shall not confer any rights or remedies upon any person or entity other than as express provided herein.
12. Severability. Whenever possible, each provision of this Plan will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Plan is held to be prohibited by or invalid under applicable law, such provision will be ineffective only to the extent of such prohibition or invalidity, without invalidating the remainder of this Plan.
13. Governing Law. This Plan shall be governed by and construed in accordance with the laws of the State of Idaho, without regard to the conflicts of laws rules of such state.

IN WITNESS WHEREOF, the Converting Entity has caused this Plan to be executed by its duly authorized representative as of the date first stated above.

**DOXA7, LLC**

DocuSigned by:  
By. David Nilssen  
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Name: David Nilssen  
Title: Chief Executive Officer

**SCHEDULE 1.01**  
**APPRIASED FINAL LLC BOOK UP**  
**AND**  
**NUMBER OF SHARES IN CONVERTED ENTITY**

<b>Name of Member</b>	<b>Percent Interest in LLC</b>	<b>Total Number of Class A and Class B Shares in Converted Entity</b>
Amplio Corporation	50.7%	Class A: 480,000 Class B: 1,825,000
Edward Lim	13.2%	Class A: 100,000 Class B: 500,000
Michael Ross	11%	Class B: 500,000
Ira Crisologo	5.0%	Class B: 225,000
Lauren Hoover	1.10%	Class B: 50,000
Spiderhook, Inc.	2.2%	Class A: 100,000
Mark Sims	2.2%	Class A: 100,000
Randy Wootton	2.2%	Class A: 100,000
Joel Flake	1.1%	Class A: 50,000
BID Estates & Investments, LLC	1.1%	Class A: 50,000
L. Ben Elowitz	1.7%	Class A: 50,000 Class B: 25,000
Erick Slabaugh	1.1%	Class A: 50,000
Ralph Nilssen	1.1%	Class A: 50,000
The Sarpes Group, Inc.	0.9%	Class A: 40,000
Timothy Blackburn	0.6%	Class A: 25,000
Thomas A. McCann	1.1%	Class A: 25,000 Class B: 25,000



# ARTICLES OF INCORPORATION

(General Business)

Title 30, Chapters 21 and 29, Idaho Code

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

☐ This general business corporation is a **benefit corporation**.  
(Check if applicable pursuant to Title 30, Chapter 20, Idaho Code)

**Article 1:** The name of the corporation shall be:

Doxa Talent, Inc.

**Article 2:** The number of shares the corporation is authorized to issue: 4,545,000

**Article 3:** Registered agent name and address:

Legalinc Corporate Services Inc. 800 West Main St., Suite 1460 Boise, ID 83702

(Name)

(Address)

**Article 4:** Incorporator name and address:

David Nilssen 9169 W. State St. #775 Garden City, ID 83714

(Name)

(Address)

**Article 5:** The mailing address of the corporation shall be:

9169 West State St. #775 Garden City, ID 83714

(Mailing Address)

**Optional Articles** (director names and addresses, for example):

See Attachment 1

Signature of at least one incorporator:

Printed Name: David Nilssen

Signature: David Nilssen

DocuSigned by:

81807073F908498

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_

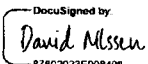
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**ATTACHMENT 1**  
**ARTICLES OF INCORPORATION**  
**OF**  
**DOXA TALENT, INC.**  
**(AN IDAHO CORPORATION)**

**Article 6. Board of Directors.** The affairs of the Corporation shall be managed by a Board of four (4) Directors. The number of Directors may be increased by amendment of the By-Laws. The name and addresses of the persons to act in the capacity of the Board of Directors of the Corporation until the first annual meeting of the members and until their successors are qualified are:

1. **David Nilssen**  
2371 S Via Privada Ln  
Boise, Idaho 83716
2. **Larry Ben Elowitz**  
951 22<sup>nd</sup> St.  
Santa Monica, CA 90403
3. **Thomas A. McCann**  
2050 34<sup>th</sup> Ave South  
Seattle, WA 98144
4. **Edward Steven Lim**  
1252 Acacia Street  
Desmarinas Village, Makati City  
Philippines

**Article 7. Purpose.** The Corporation is organized for any lawful purpose allowed under the general corporation code.

By:  3/29/2023  
David Nilssen, Incorporator Date

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