



CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

Title 30, Chapters 21 and 25, Idaho Code

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-FILED-
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1. The name of the limited liability company is:
Cactus Mountain Boutique, 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:
60 Elyon Lane Bonners Ferry, ID 83805

(Street Address)

(Mailing Address, if different)

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

Joy Edwards

60 Elyon Lane Bonners Ferry, ID 83805

(Name)

(Address)

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

Joy Edwards

60 Elyon Lane Bonners Ferry, ID 83805

(Name)

(Address)

(Name)

(Address)

(Name)

(Address)

(Name)

(Address)

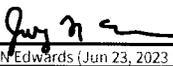
5. Mailing address for future correspondence (annual report notices):

60 Elyon Lane Bonners Ferry, ID 83805

(Mailing Address)

Signature of organizer(s).

Printed Name: **Joy N Edwards**

Signature: 
Joy N Edwards (Jun 23, 2023 10:50 PDT)

Printed Name: _____

Signature: _____

Secretary of State use only

B0805-3568 06/30/2023 12:05 PM Received by Office of the Idaho Secretary of State

STATEMENT OF DOMESTICATION
CACTUS MOUNTAIN BOUTIQUE, LLC

RECITALS

WHEREAS, the Company is a limited liability Company duly organized and existing under the laws of the State of Texas

WHEREAS, the Company wishes to change its domicile and entity jurisdiction from Texas to Idaho by domestication on the terms set forth herein;

WHEREAS, domestication of a Company to Idaho is permitted by Idaho Code Title 30, Chapter 22; and

WHEREAS, the members in the Company, by their signature, unanimously approve this Statement of Domestication.

STATEMENT

NOW THEREFORE, the Corporation agrees, as follows:

1. *Conversion and Domestication.* The Company shall convert from a Texas Company to an Idaho Company by domesticating to Idaho pursuant to Idaho Code § 30-22-502. Following domestication the Company shall be governed by the laws of the State of Idaho. The change in jurisdiction of the Company to Idaho shall herein be referred to as the "Domestication."
2. *Effective Date.* The Domestication shall be effective upon the filing of Certificate of Organization for Cactus Mountain Boutique, LLC with the Idaho Secretary of State; or July 1, 2023, whichever shall occur first. The time of such effectiveness shall herein be referred to as the "Effective Date."
3. *Interest Holders.* On the Effective Date, each share in the Idaho Company shall be the same ownership interest in the Idaho Company and correspond to one share in the Idaho Company (1:1).
4. *Succession.* On the Effective Date, all of the rights, privileges, debts, liabilities, powers and property of the Company as a Texas Company shall continue to be the rights, privileges, debts, liabilities and powers of the Company as an Idaho Company in the manner and as more fully set forth in Idaho Code Title 30, Chapter 22. Without limiting the foregoing, upon the Effective Date, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, agreements, contracts and other assets of every kind and description

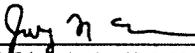
of the Company shall continue to be vested in and devolved upon the Company without further act or deed. All rights of creditors of the Company and all liens upon any property of the Company shall be preserved unimpaired, and all debts, liabilities and duties of the Company shall continue to be obligations of the Company.

5. *Certificate of Organization and Operating agreement.* The Company shall file Certificate of Organization together with the Statement of Domestication with the Secretary of State of the State of Idaho. The operating agreement adopted by the owners of the Company prior to domestication, shall not change following the Effective Date of the Domestication.
6. *Managing Member.* The managing member of the Company immediately prior to the Effective Date shall continue in office following the Effective Date of the Domestication and shall continue to serve until such time as specified in the Company's operating agreement.
7. *Amendment.* This Statement of Domestication may be amended by Members of the Company at any time prior to the Effective Date, provided that an amendment made subsequent to the approval by members of the Company shall not alter or change (a) the amount or kind of membership interest(s) to be received by the members hereunder, (b) any term of the Certificate of Organization or Operating agreement, other than changes permitted by Idaho Law, or (c) any of the terms and conditions of this Statement of Domestication if such alteration or change would adversely affect the holders of any class or series of ownership interests in the Company.
8. *Abandonment or Deferral.* At any time before the Effective Time, this Statement of Domestication may be terminated and the Domestication may be abandoned by the Members of the Company, or the consummation of the Domestication may be deferred for a reasonable period of time if, in the opinion of the members of the Company, such action would be in the best interests of the Company. In the event of termination of this Statement of Domestication, this Statement of Domestication shall become void and of no effect and there shall be no liability on the part of the Company or its members with respect thereto, except that the Company shall pay all expenses incurred in connection with the Domestication or in respect of this Statement of Domestication or relating thereto.

Statement

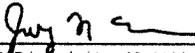
This ~~Plan~~ of Domestication has been adopted by the Members of Cactus Mountain Boutique, LLC as of the date set forth above.

APPROVED BY THE MANAGER / MANAGING-MEMBER:

By: 
Name: Joy Noelle Edwards, Member
Cactus Mountain Boutique, LLC

Dated: Jun 23, 2023

ADOPTED UNANIMOUSLY BY ALL OF THE MEMBERS:

By: 
Name: Joy Noelle Edwards, Member
Cactus Mountain Boutique, LLC

Dated: Jun 23, 2023