

B0551-2244 11/20/2020 4:08 PM Received by ID Secretary of State Lawrence Denney

STATEMENT OF CONVERSION
OF
CLIFFORD WOLF FARMS LIMITED PARTNERSHIP
AN IDAHO LIMITED PARTNERSHIP
INTO
CLIFFORD WOLF FARMS, LLC,
AN IDAHO LIMITED LIABILITY COMPANY

For Office Use Only
-FILED-
File #: 0004072834
Date Filed: 11/20/2020 4:08:00 PM

The undersigned, in accordance with the Idaho Uniform Limited Partnership Act, Title 30, Chapter 24 of the Idaho Code, the Idaho Uniform Limited Liability Company Act, Title 30, Chapter 25 of the Idaho Code and the Idaho Model Entity Transactions Act, Title 30, Chapter 22 of the Idaho Code §§ 30-22-401 through 406 (collectively referred to herein as the “Idaho Act”), hereby file this Statement of Conversion with the office of the Idaho Secretary of State and certify as follows:

1. Agreement and Plan of Conversion. Clifford Wolf Farms Limited Partnership, an Idaho limited partnership (the “Partnership”), sets forth the terms, conditions and procedures governing the conversion to a limited liability company by executing a Plan of Conversion dated August 3, 2020. Pursuant to the Plan of Conversion, the Partnership (the “Converting Entity”) is to be converted from an Idaho limited partnership into Clifford Wolf Farms, LLC, an Idaho limited liability company (the “Converted Entity”), in accordance with the Idaho Act.

2. Names, Jurisdiction of Formation, and Type of Entity of Converting Entity. The names, jurisdiction of formation, and type of entity of the Converting Entity is as follows:

2.1 Name of Converting Entity. Clifford Wolf Farms Limited Partnership.

2.2 Jurisdiction of Formation of Converting Entity. Idaho pursuant to the Idaho Uniform Limited Partnership Act, Title 30, Chapter 24 of the Idaho Code.

2.3 Type of Entity of Converting Entity. Limited partnership.

3. Name, Jurisdiction of Formation, and Type of Entity of Converted Entity. The name, jurisdiction of formation and type of entity of the Converted Entity is as follows:

3.1 Name of Converted Entity. Clifford Wolf Farms, LLC.

3.2 Jurisdiction of Formation of Converted Entity. Idaho pursuant to the Idaho Uniform Limited Liability Company Act, Title 30, Chapter 25 of the Idaho Code.

3.3 Type of Entity of Converted Entity. Limited liability company.

4. Effectiveness of Statement of Conversion. This Statement of Conversion, and the effective date of conversion, shall be effective as of the date of the filing of this Statement of Conversion with the Idaho Secretary of State.

5. Partner Approval. The Plan of Conversion was duly approved by all of the partners of the Partnership, the Converting Entity, in accordance with the Idaho Act.

6. Public Organic Record of the Converted Entity. A true and correct copy of Clifford Wolf Farms, LLC's Certificate of Organization, its public organic record, is attached hereto.

IN WITNESS WHEREOF, the undersigned hereby cause this Statement of Conversion to be executed on this 3rd day of August, 2020.

“CONVERTING ENTITY”

CLIFFORD WOLF FARMS LIMITED PARTNERSHIP,
an Idaho Limited Partnership

By: Mary Kay Wolf Law
Mary Kay Wolf Law, General Partner

By: Janet Murai
Janet Louise Murai, General Partner

By: Christine W. Rudeen
Christine W. Rudeen, General Partner



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**.

1. The name of the limited liability company is:

CLIFFORD WOLF FARMS, LLC

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

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

1010 Wolf Road, Moscow, Idaho 83843

(Street Address)

(Mailing Address, if different)

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

Janet Louise Murai

1010 Wolf Road, Moscow, Idaho 83843

(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:

Mary Kay Wolf Law

P.O. Box 125, Culdesac, Idaho 83524

(Name)

(Address)

Janet L. Murai

1010 Wolf Road, Moscow, Idaho 83843

(Name)

(Address)

Christine W. Rudeen

1818 Edgecliff Terrace, Boise, Idaho 83702

(Name)

(Address)

(Name)

(Address)

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

c/o Janet L. Murai, 1010 Wolf Road, Moscow, Idaho 83843

(Address)

Signature of organizer(s).

Signature: Janet Murai

Printed Name: Janet Louise Murai

Signature: _____

Printed Name: _____

Secretary of State use only