

**STATEMENT OF CONVERSION
OF
GINGERICH BROTHERS FARMS**

For Office Use Only

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THIS STATEMENT OF CONVERSION ("Statement") is made and entered into effective the 17th day of July, 2019 by **GINGERICH BROTHERS FARMS**, an Idaho general partnership, which from time to time does business as "Gingerich Brothers Farming" ("Partnership"). All defined terms are designated, unless the context requires otherwise.

RECITALS

WHEREAS, the Partnership was duly established on November 7, 2005 by way of its Statement of Partnership Authority being filed with the Idaho Office of the Secretary of State ("Secretary") as of that date;

WHEREAS, the Partnership is a validly existing Idaho general partnership and is in good standing with the Secretary;

WHEREAS, pursuant to Idaho law, without limitation, I.C. § 30-22-401, for business purposes, including, without limitation, enhanced management of operations, the Partnership desires to convert into an Idaho limited liability company known and referred to as "Gingerich Brothers Farms, LLC" ("Company");

WHEREAS, the Partnership has made and entered into a Plan of Conversion setting forth, adopting and implementing such conversion ("Plan"); and

WHEREAS, the Partnership makes and enters into this Statement and causes it to be filed with the Secretary to effectuate such conversion.

NOW, THEREFORE, based on the foregoing and pursuant to Idaho law, without limitation, I.C. § 30-22-405, the Partnership agrees:

1. The initial paragraph, the recitals and the Exhibits attached to this Statement are incorporated into this Statement.

2. The Plan was approved pursuant to I.C. § 30-22-403 as evidenced by the Unanimous Written Consent in Lieu of a Meeting of the Partners of Gingerich Brothers Farms dated July 17, 2019 ("Consent"). The Consent is attached to this Statement as Exhibit "A".

3. The Company's public organic record, its Certificate of Organization dated July 17, 2019, which was made and entered into by the Company's Organizer, is attached to this Statement as Exhibit "B".

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4. This Statement is to be effective as of the date that it is filed with the Secretary.

5. Pursuant to I.C. § 30-21-301 (d), without limitation, the Company is authorized to use an indistinguishable name from the Partnership.

6. The invalidity or unenforceability of any Statement provision shall not affect the validity or enforceability of any other Statement provision. If a court of competent jurisdiction determines that any Statement provision is invalid or unenforceable, then the remaining Statement provisions shall be interpreted and construed as if the invalid or unenforceable Statement provision had never been included.

7. This Statement shall in all respects be governed by, and construed pursuant to, the laws of the State of Idaho, including, without limitation, as to all matters of validity and performance, but without giving effect to the conflict of laws provisions thereof.

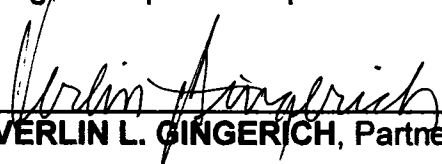
8. Unless the context requires otherwise, words denoting the singular may be construed as plural, and words denoting the plural may be construed as singular. Words of gender may be construed as denoting another gender (including, without limitation, nongender such as "it") as is appropriate within the context.

9. This Statement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same Statement. Use of facsimile, e-mail or other electronic medium shall have the same force and effect as an original signature.

IN WITNESS WHEREOF, the Partnership makes and enters into this Statement effective as of the date provided above.

PARTNERSHIP:

GINGERICH BROTHERS FARMS,
an Idaho general partnership

By: 
VERLIN L. GINGERICH, Partner

By: 
RUDY R. GINGERICH, Partner

EXHIBIT "A"
TO THE
STATEMENT OF CONVERSION
OF
GINGERICH BROTHERS FARMS

[Refer to the Unanimous Written Consent in Lieu of a Meeting of the Partners of
Gingerich Brothers Farms dated July 17, 2019, which is attached hereto and
incorporated herein by reference]

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING OF THE PARTNERS OF
GINGERICH BROTHERS FARMS**

The undersigned, constituting the partners ("Partners") of Gingerich Brothers Farms, an Idaho general partnership, which from time to time does business as "Gingerich Brothers Farming" ("Partnership"), in lieu of a meeting of the Partners, after presentation to the Partners of the proposed Plan of Conversion, whereby, inter alia, the Partnership will convert into an Idaho limited liability company known and referred to as "Gingerich Brothers Farms, LLC" pursuant to Idaho law, without limitation, I.C. § 30-22-401 ("Plan of Conversion"), for their review, consideration and discussion, pursuant to I.C. § 30-22-403, the Partners approve the following resolutions by unanimous written consent:

RESOLVED, that the Plan of Conversion is approved substantially in the form presented, including, without limitation, its supplemental documentation, including (1) the Statement of Conversion to be filed with the Idaho Office of the Secretary of State and (2) the Operating Agreement of Gingerich Brothers Farms, LLC to be adopted and implemented in conjunction therewith.

FURTHER RESOLVED, that the Partners agree that they will make and enter into the Plan of Conversion and all of the documents supplemental, incidental and related thereto substantially in the form presented.

FURTHER RESOLVED, that the Partners agree that they will undertake and complete all acts and affairs deemed advisable by them, in their sole and absolute discretion, to fully effectuate the foregoing resolutions.


The undersigned have hereto signed their names as the Partners to the same extent and for all purposes as if an actual meeting of the Partners had been held.

This instrument may be executed in one or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument. Use of facsimile, e-mail or other electronic medium shall have the same force and effect as an original signature.

Dated: Effective July 17, 2019


VERLIN L. GINGERICH, Partner

ACCEPTED BY:


ELLA M. GINGERICH


RUDY R. GINGERICH, Partner

ACCEPTED BY:


COLLEEN M. GINGERICH

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EXHIBIT "B"
TO THE
STATEMENT OF CONVERSION
OF
GINGERICH BROTHERS FARMS

[Refer to the Certificate of Organization of Gingerich Brothers Farms, LLC dated July 17, 2019, which is attached hereto and incorporated herein by reference]

**CERTIFICATE OF ORGANIZATION
OF
GINGERICH BROTHERS FARMS, LLC**

The undersigned, for the purpose of organizing a limited liability company pursuant to the Idaho Uniform Limited Liability Company Act ("Act"), does hereby state and adopt the following Certificate of Organization, and does hereby certify:

**SECTION I
NAME**

The name of the limited liability company ("Company") is: Gingerich Brothers Farms, LLC.

**SECTION II
PRINCIPAL OFFICE**

The street and mailing address of the Company's principal office is: 47589 State Highway 78, Mountain Home, ID 83647.

**SECTION III
REGISTERED AGENT**

The name of the Company's initial registered agent is: Verlin L. Gingerich. The street address of the Company's initial registered agent is: 19285 Highway 51, Mountain Home, ID 83647.

**SECTION IV
GOVERNORS**

The names and addresses of the Company's initial governors are:

Verlin L. Gingerich
19285 Highway 51
Mountain Home, ID 83647

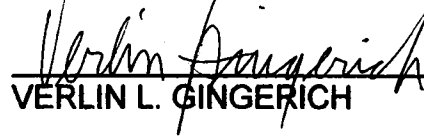
Rudy R. Gingerich
47589 State Highway 78
Mountain Home, ID 83647

**SECTION V
CORRESPONDENCE**

The mailing address for future correspondence is: 47589 State Highway 78, Mountain Home, ID 83647.

EXECUTED this 17th day of July, 2019.

Company Organizer:


VERLIN L. GINGERICH