

**FILED EFFECTIVE**

251



# **CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY**

(Instructions on back of application)

2014 DEC 17 PM 4:47

SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the limited liability company is:

Downtown Property Solutions, LLC

2. The complete street and mailing addresses of the initial designated office:

314 N. 2nd Avenue, Sandpoint, ID 83864

(Street Address)

(Mailing Address, if different than street address)

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

Justin Dick

(Name)

314 N. 2nd Avenue Sandpoint, ID 83864

(Street Address)

4. The name and address of at least one member or manager of the limited liability company:

NameAddressJustin Dick, Member314 N. 2nd Avenue Sandpoint, ID 83864Dave Vermeer, Member314 N. 2nd Avenue Sandpoint, ID 83864

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

314 N. 2nd Avenue Sandpoint, ID 83864

6. Future effective date of filing (optional): \_\_\_\_\_

Signature of a manager, member or authorized person.

Signature \_\_\_\_\_

Typed Name: Justin Dick, Member

Signature \_\_\_\_\_

Typed Name: Dave Vermeer, Member

Secretary of State use only

IDAHO SECRETARY OF STATE

12/18/2014 05:00

CK:2434260 CT:172099 BH:1453447

10 30.00 = 30.00 CONVERSION #2

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## STATEMENT OF CONVERSION

2014 DEC 17 PM 4:47

SECRETARY OF STATE  
STATE OF IDAHO

OLD ENTITY: **Downtown Property Solutions, Inc., an Idaho corporation**

NEW ENTITY: **Downtown Property Solutions, LLC, an Idaho company**

EFFECTIVE DATE: **Upon filing with the Idaho Secretary of State**

ADOPTION OF PLAN: **The Boards of Directors and 100% of the shareholders have adopted the Plan of Conversion, Exhibit A.**

SHAREHOLDER APPROVAL: **The Plan and Statement of Conversion were approved in accordance with Idaho Code, Title 30, Chapter 18, Part 4 et seq.**

CERT. OF ORGANIZATION: **The Certificate of Organization for Downtown Property Solutions, LLC is attached here as Exhibit B.**

Downtown Property Solutions, Inc., an Idaho corporation

By: 

Justin Dick, President

## CERTIFICATION

I hereby certify that I am the duly elected, qualified and acting Secretary of Downtown Property Solutions, Inc. and that the foregoing Statement of Conversion was adopted by said corporation.

Dated this 12<sup>th</sup> day of December, 2014By: 

Dave Vermeer, Secretary

IDAHO SECRETARY OF STATE

12/18/2014 05:00

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STATEMENT OF CONVERSION: 1

C 203759

## EXHIBIT A: PLAN OF CONVERSION

This Plan of Conversion ("Agreement") is for the purposes of converting Downtown Property Solutions, Inc. ("Old Entity") to Downtown Property Solutions, LLC ("New Entity").

### Recitals.

- A. The Old Entity, Downtown Property Solutions, Inc. is an Idaho corporation, in good standing, incorporated on October 16, 2014, Idaho Secretary of State number C203759.
- B. Under Section V of the Articles of Incorporation for the Old Entity, 100,000 shares are authorized.
- C. The New Entity, Downtown Property Solutions, LLC shall be an Idaho limited liability company.
- D. Justin Dick owns 50% of the outstanding shares in the Old Entity. Dave Vermeer owns 50% of the outstanding shares in the Old Entity.

### Plan.

#### 1. Plan of Conversion.

- a) **Conversion.** Downtown Property Solutions, Inc. shall become Downtown Property Solutions, LLC, an Idaho limited liability company.
- b) **Effective Time.** The conversion shall be effective on the date and time the Statement of Conversion is filed by the Idaho Secretary of State.
- c) **Conversion of Old Entity's Stock.** Upon the Effective Time, the Old Entity's stock certificates shall be surrendered and cancelled. Shareholders shall be provided with membership interests in the New Entity equal to their percentage ownership interest in the Old Entity.
- d) **Certificate of Organization.** The Certificate of Organization for the New Entity is attached here as Exhibit B.
- e) **Conversion of Rights and Liabilities.** The New Entity shall have all the rights privileges, claims, authorities, powers, assets, obligations and liabilities of the Old Entity.

EXECUTED by the parties on the date below written.

**Approved by the Board of Directors for Downtown Property Solutions, Inc.:**

Dated this 10<sup>th</sup> day of December, 2014

By: \_\_\_\_\_

Justin Dick, President

Dated this 12<sup>th</sup> day of December, 2014

By: \_\_\_\_\_

Dave Vermeer, Secretary

**Approved by unanimous agreement of the shareholders in Downtown Property Solutions, Inc.:**

Dated this 12<sup>th</sup> day of December, 2014

By: \_\_\_\_\_

Justin Dick, Shareholder

Dated this 12<sup>th</sup> day of December, 2014

By: \_\_\_\_\_

Dave Vermeer, Shareholder