

STATEMENT OF CONVERSION

Pursuant to § 30-22-405, Idaho Code

Base Filing fee: \$30.00 + \$20.00 for manual processing (form must be filed by 7/14/2022).

For Office Use Only

-FILED-

File #: 0004823776

Date Filed: 7/14/2022 2:46:00 PM

Note: Conversion documents are complex. Please seek appropriate legal and/or financial advice before making this important business decision.

1. CONVERTING ENTITY:

Name: Bergdorf Brothers

Jurisdiction: Idaho

Type: General Partnership

(Corporation, Limited Liability Company, Limited Partnership, etc...)

This is a domestic entity, and this plan of conversion was approved in accordance with § 30-22-403, Idaho Code.

This is a foreign entity, and this plan of conversion was approved in accordance with the law of its jurisdiction of formation.

2. CONVERTED ENTITY:

Name: Bergdorf Brothers, Inc.

Jurisdiction: Idaho

Type: Corporation

(Corporation, Limited Liability Company, Limited Partnership, etc...)

- ☒ a. If this is a **domestic** entity or domestic limited liability partnership, please attach a copy of the entity's public organic record, or statement of qualification.
- ☐ b. If this is a **foreign** entity please designate a registered agent in the space provided:

(Registered Agent Name & Physical Address)

3. EFFECTIVE DATE OF CONVERSION:

- ☒ Effective upon filing ☐ Effective on future date: _____
(Enter date - not more than 90 days in the future)

Printed Name: Jeffrey S. Bergdorf

Capacity: Incorporator

Signature: _____

Secretary of State use only

B0719-3013 07/14/2022 2:46 PM Received by ID Secretary of State Lawrence Denney

B0719-3014 07/14/2022 2:46 PM Received by ID Secretary of State Lawrence Denney

**ARTICLES OF INCORPORATION
OF
BERGDORF BROTHERS, INC.**

Pursuant to and in accordance with Section 30-29-202 of the Idaho Business Corporation Act (the "*Act*"), the following are the Articles of Incorporation of Bergdorf Brothers, Inc., an Idaho corporation (the "*Corporation*");

**ARTICLE I
NAME**

The name of the Corporation is Bergdorf Brothers, Inc.

**ARTICLE II
DURATION**

The period of this Corporation's duration is perpetual.

**ARTICLE III
PURPOSE AND POWERS**

The nature of the business, or purposes to be conducted or promoted, is to engage in any and all lawful activities and business and to have any and all powers granted and permitted by the laws of the State of Idaho for corporations.

**ARTICLE IV
CAPITAL STOCK**

The total numbers of shares of all classes of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, \$0.001 par value. This Corporation is authorized to issue one class of stock designated "Common Stock."

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office is 13086 Dufort Road, Priest River, ID 83856, and the name of the Corporation's registered agent at such address is Jeff Bergdorf.

**ARTICLE VI
INCORPORATORS**

The name and address of the incorporator and to whom the Secretary of State may deliver notice if filing of this document is refused, is:

Jeffrey S. Bergdorf
1483 West Summit Hollow Circle
Riverton, UT 84065

**ARTICLE VII
DIRECTORS**

Section 1. Unless and except to the extent that the Bylaws of the Corporation shall so require, the directors of the Corporation need not be elected by written ballot.

Section 2. In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the Bylaws of the Corporation, subject to the power of the shareholders of the Corporation to alter or repeal any Bylaw whether adopted by them or otherwise.

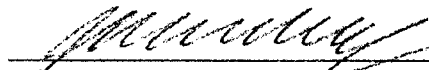
**ARTICLE VIII
DIRECTOR LIABILITY**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this ARTICLE VIII shall not eliminate or limit the liability of a director for (a) the amount of a financial benefit received by a director to which he or she is not entitled; (b) an intentional infliction of harm on the Corporation or the shareholders; (c) a violation of Section 30-29-832 of the Act; or (d) an intentional violation of criminal law. No amendment to or repeal of this ARTICLE VIII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**ARTICLE IX
AMENDMENT**

These Articles may be amended by the affirmative vote of a majority of the shares outstanding at a meeting called for that purpose upon giving of not more than 30 days nor less than 10 days' notice to all such shareholders of record; provided, however, that such meeting may be called without notice when notice is waived in writing by all shareholders of the Corporation.

IN WITNESS WHEREOF, I, Jeffrey S. Bergdorf, have executed these Articles of Incorporation this 12th day of July, 2022.



Jeffrey S. Bergdorf, Incorporator