

251

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CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

DEC-4 AM 9:21

(Instructions on back of application)

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

J&J Hess, LLC

2. The complete street address, and mailing address if different, of the initial designated/principal office:

519 E. Karcher Road Nampa, ID 83687

3. The name of the commercial registered agent; or the name and complete street address of the non-commercial registered agent:

Jerry M. Hess, 519 E. Karcher Road Nampa, ID 83687

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

NameAddress

Jerry M. Hess

519 E. Karcher Road Nampa, ID 83687

JoAn E. Hess

519 E. Karcher Road Nampa, ID 83687

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

519 E. Karcher Road Nampa, ID 83687

6. Future effective date of filing (optional): _____

Signature of an organizer(s). (An organizer is a member, or is acting in behalf of a required, and existing, initial member or members).

Signature

Typed Name:

Jerry M. Hess

Signature

Typed Name:

JoAn E. Hess

Secretary of State use only

 Form 10000LLC (06/02/08)
 Revised 07/20/08

 IDAHO SECRETARY OF STATE
 12/04/2008 05:00
 CK: 176406 CT: 172099 BH: 1146871
 1 0 30.00 = 30.00 CONVERSION # 2

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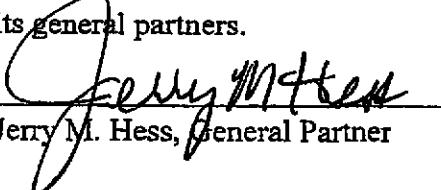
SECRETARY OF STATE
STATE OF IDAHO

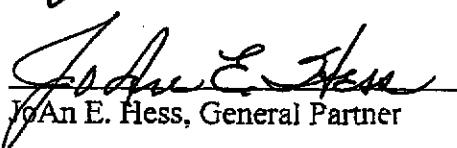
**Statement of Conversion
Of J&J Hess, LP To J&J Hess, LLC**

This Statement of Conversion is made pursuant to Idaho Code § 30-18-405 to effect to conversion of a domestic limited partnership to a domestic limited liability company.

1. The converting entity is "J&J Hess, LP", an Idaho limited partnership (File #L4261).
2. The converted entity is "J&J Hess, LLC", an Idaho limited liability company.
3. This Statement of Conversion shall be effective upon its filing with Idaho Secretary of State.
4. The converted entity is an Idaho limited liability company. The plan of conversion was approved in accordance with Title 30, Chapter 18, Part 4 of the Idaho Code (the "Idaho Entity Transactions Act") and the J&J Hess, LP Partnership Agreement (its private organic rules).
5. The Certificate of Organization for J&J Hess, LLC (its "public organic document") is attached hereto as Exhibit A and made a part hereof by this reference.
6. In accordance with Idaho Code § 30-18-406, J&J Hess, LLC shall be deemed to be the same entity—without interruption—as J&J Hess, LP. All property of J&J Hess, LP continues to be vested in J&J Hess, LLC without transfer, conveyance, assignment, reversion or impairment. All liabilities of the J&J Hess, LP continue as liabilities of J&J Hess, LLC. All of the rights, privileges, immunities, powers, and purposes of J&J Hess, LP remain in J&J Hess, LLC.
7. A Plan of Conversion was entered into and executed by the interest holders of J&J Hess, LP. The Plan of Conversion was unanimously approved by each and all classes of interest holders and a record of this approval will be retained by J&J Hess, LLC.
8. J&J Hess, LP hereby gives permission to J&J Hess, LLC to use its name even though the names are substantially identical.

Pursuant to Idaho Code § 30-18-405 and in accordance with J&J Hess, LP Partnership Agreement, this Statement of Conversion is signed and executed on behalf of J&J Hess, LP by its general partners.


Jerry M. Hess, General Partner


John E. Hess, General Partner

IDaho SECRETARY OF STATE
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