



ARTICLES OF INCORPORATION FILED EFFECTIVE

(General Business)

(Instructions on back of application)

2013 DEC -6 PM 2:38

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation to the Secretary of State.

SECRETARY OF STATE
STATE OF IDAHO

Article 1: The name of the corporation shall be:

J.L. Meyer Companies, Inc.

Article 2: The number of shares the corporation is authorized to issue: 5,000,000

Article 3: The street address of the registered office is: 3551 W. Deerfield Dr., Eagle, ID 83616

and the name of the registered agent at such address is: John Meyer

Article 4: The name of the incorporator is: Alicia Levy

and address of the incorporator is: 618 W. Riverside Ave., Suite 300 Spokane, WA 99201

Article 5: The mailing address of the corporation shall be:

3551 W. Deerfield Dr., Eagle, ID 83616

Optional Articles:

Signature of at least one incorporator:

Typed Name: Alicia Levy

Typed Name: _____

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

g:\inetpub\wwwroot\forms\incorporation\profit.pas
RevDec02008

Web Form

IDaho SECRETARY OF STATE
12/06/2013 05:00
CK: 1633230 CT: 172899 BH: 1400000
1 # 30.00 = 30.00 CONVERSION # 2
1 # 28.00 = 28.00 EXPEDITE C # 3

C 200478

PLAN OF CONVERSION

J.L. MEYER COMPANIES, LLC.
TO
J.L. MEYER COMPANIES, INC.

FILED EFFECTIVE

2013 DEC -6 PM 2:26

SECRETARY OF STATE
STATE OF IDAHO

DECEMBER 6, 2013

1. The Limited Liability Company.

J.L. Meyer Companies, LLC. (the "*Limited Liability Company*") is a limited liability company that is duly organized, validly existing, and in good standing under the laws of the State of Idaho. The Limited Liability Company is operating under the Operating Agreement of J.L. Meyer Companies, LLC., dated July 2, 2001 (the "*Operating Agreement*"). The Idaho Secretary of State's Corporations Division organizational ID for the Limited Liability Company is W15808.

2. Conversion to Idaho Corporation.

The members of the Limited Liability Company desire to convert the Limited Liability Company to a corporation (the "*Conversion*") pursuant to this Plan of Conversion (the "*Plan*") as authorized under the Idaho Statutes. The converted corporation (the "*Corporation*") will be organized under the laws of the State of Idaho.

3. Name, Address and Registered Agent of the Corporation.

The Corporation will operate under the name of J.L. Meyer, Inc. The mailing and street address of the chief executive office and the Idaho office of the Corporation will be 3551 W. Deerfield Dr., Eagle, ID 83616. The registered agent for service of process on the Corporation will be John L. Meyer at 3551 W. Deerfield Dr., Eagle, ID 83616.

4. Terms of Conversion.

Prior to the Effective Time (as defined below), the Limited Liability Company has one member ("*Members*"), who is listed on Schedule 1 hereto, along with the Member's limited liability company membership interests in the Limited Liability Company ("*Membership Interests*"). At the Effective Time, the total Membership Interests shall automatically convert to 400,000 shares of common stock in the Corporation, which shall be issued to each Member according to each Member's Membership Interests, as listed on Schedule 1 hereto. Further, after the Effective Time, the shareholders of the Corporation shall act to appoint the directors of the Corporation in accordance with Idaho State Law, or consent in writing thereto.

5. Continuation of Business; Governing Documents.

From and after the Effective Time, the business of the Limited Liability Company will continue to be carried on by the Corporation, all the rights and property of the Limited Liability Company will be vested in the Corporation and all debts, liabilities, and obligations of the

IDAHO SECRETARY OF STATE
12/06/2013 05:00
CK: 1633230 CT: 172099 BH: 1400002
1 @ 30.00 = 30.00 CONVERSION # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

W15808

Limited Liability Company shall continue as debts, liabilities, and obligations of the Corporation.

6. Tax Consequences.

It is the desire and intent of the Members of the Limited Liability Company that the Conversion will be constituted a tax-free reorganization under the provisions of Internal Revenue Code § 368(a)(1)(F), will not be considered a taxable sale or exchange, and will not result in a termination of the Limited Liability Company for income tax purposes. All provisions of this Plan shall be interpreted in a manner consistent with this intent, if possible. This Plan of Conversion will constitute a Plan of Reorganization.

7. Approval of Plan.

The principal terms of this Plan have been approved by the unanimous Action of the Members of the Limited Liability Company, which meets the approval required under the Idaho Statute and the applicable provisions of the Operating Agreement of the Limited Liability Company.

8. Further Actions; Effective Time of Conversion.

The Limited Liability Company and the Corporation shall take all such further actions as may be required to complete the Conversion, including the filing this Plan of Conversion, the Articles of Corporation, and the Bylaws ("Conversion Documents") with the Idaho Secretary of State as required under the laws of the State of Idaho and the execution of all documents necessary to dissolve the Limited Liability Company (including all required filings and notices with state and local authorities) and transfer the legal rights of the Limited Liability Company to the Corporation. The Conversion shall be effective on the date that the Conversion Documents are accepted for filing by the Secretary of State of the State of Idaho (the "Effective Time").

[Remainder of Page Intentionally Left Blank]

ADOPTED as of the date first written above by the undersigned, constituting all of the members of the Limited Liability Company and shareholders of the Corporation.

J.L. MEYER COMPANIES, LLC

J.L. MEYER COMPANIES, INC.

See attached

John L. Meyer, Member

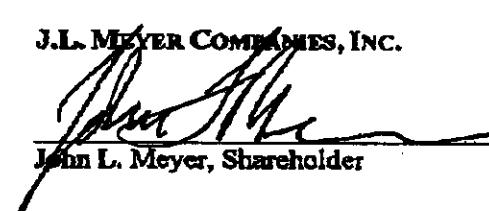
John L. Meyer, Shareholder

ADOPTED as of the date first written above by the undersigned, constituting all of the members of the Limited Liability Company and shareholders of the Corporation.

J.L. MEYER COMPANIES, LLC


John L. Meyer, Member

J.L. MEYER COMPANIES, INC.


John L. Meyer, Shareholder

(Signature Page to Plan of Conversion)

Schedule 1
Shareholders of the Corporation

Name (prior to conversion) or Shareholder Name on election date	Membership Interest in LLC prior to Conversion	Shares of Common Stock in Corporation issued upon Conversion
John L. Meyer	100%	100%

EXHIBIT B

ARTICLES OF INCORPORATION

J.L. MEYER COMPANIES, LLC
WRITTEN CONSENT OF THE MEMBERS
OF
J.L. MEYER COMPANIES, LLC

Pursuant to authority granted by Idaho Limited Liability Company Act, Title 30, and the organizations operating agreement, the following action is hereby taken in lieu of a meeting by the current member of J.L. Meyer Companies, LLC, an Idaho limited liability company (the "Company"), effective the last date of the signature below.

Conversion of Company to Corporation: The following resolution is unanimously adopted by the Members:

RESOLVED: The Company should and will be converted to an Idaho corporation.

RESOLVED: John L. Meyer ("Authorized Person") be, and hereby is, authorized, empowered, and directed to file with the Idaho Secretary of State the Plan of Conversion attached hereto as Exhibit A.

RESOLVED: The Articles of Incorporation attached hereto as Exhibit B be, and hereby are, adopted and approved. The Authorized Person be, and hereby is, authorized, empowered, and directed to file with the Idaho Secretary of State the Articles of Incorporation.

RESOLVED: The Authorized Person be, and hereby is, authorized, empowered, and directed to take all such further action and to execute, deliver, and file all such further plans certificates, instruments and documents, in the name and on behalf of the Company; to pay or cause to be paid all expenses; to take all such other actions as he shall deem necessary, desirable, advisable or appropriate to carry out the full intent and purposes of the foregoing resolutions;

RESOLVED: All actions heretofore taken or caused to be take, all things heretofore done or caused to be done, and all agreements, documents, instruments, certificates and other writings heretofore signed and delivered or caused to be signed and delivered, by any officer or authorized agent of the Company in furtherance of the foregoing resolutions be, and the same hereby are, in all respects approved, ratified, adopted and confirmed.

RESOLVED: It is intended that the Plan of Conversion shall constitute a Plan of Reorganization under IRC 368(a)(1)(f).

This Written Consent shall be effective as of the last date of the signature below.
Delivery by facsimile of any executed signature page of this Memorandum of Action shall be effective as delivery of an executed counterpart hereof.

MEMBER:

See attached
John L. Meyer _____
Date

RESOLVED: It is intended that the Plan of Conversion shall constitute a Plan of Reorganization under IRC 368(a)(1)(f).

This Written Consent shall be effective as of the last date of the signature below. Delivery by facsimile of any executed signature page of this Memorandum of Action shall be effective as delivery of an executed counterpart hereof.

MEMBER:

John N. Meyer

Date

12/6/13

EXHIBIT A
PLAN OF CONVERSION