

251

EXHIBIT "A"



CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

(Instructions on back of application)

FILED

TIVE

2009 NOV 12 PM 2:17

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

PARADISE RIDGE FARMS, LLC

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

1461 Thom Creek Road, Genesee, Idaho 83632

(Street Address)

(Mailing Address, if different than street address)

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

WAYNE K. JENSEN

(Name)

1461 Thom Creek Road, Genesee, ID 83632

(Street Address)

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

Name

Address

Wayne K. Jansen

1461 Thom Creek Road, Genesee, ID 83632

Kathleen A. Nelson

18108 NE 209th Ave, Brista Prairie, WA 98006

46613 SE Fisher Road, Vancouver, WA 98686

Lois E. Devereaux

2831 Scenic Mills Drive, Clarkston, WA 99403

Marilyn R. Reynolds

3202 N. Mountain Lane, Boise, ID 83702

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

G. Howard Utzman, Attorney, P. O. Box 604, Pullman, WA 99163

6. Future effective date of filing (optional):

Signature of organizer(s). (An organizer is a member, or is acting in behalf of a member or members).

Signature

Typed Name:

WAYNE K. JENSEN, Manager

Signature

Typed Name:

Secretary of State use only

W 00236

 IDAHO SECRETARY OF STATE
 11/12/2009 05:00
 CK: NONE CT: 3848 BN: 1195126
 1 @ 38.00 = 38.00 CONVERSION # 2
 1 @ 28.00 = 28.00 EXPEDITE # 3

I certify that this document is a true and correct copy of the original as filed with the Secretary of State.

FILED EFFECTIVE

2009 NOV 12 PM 2:17

SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF CONVERSION
OF
PARADISE RIDGE FARMS GENERAL PARTNERSHIP,
AN IDAHO GENERAL PARTNERSHIP
INTO
PARADISE RIDGE FARMS, LLC, AN IDAHO LIMITED LIABILITY COMPANY

The undersigned, in accordance with the Idaho Uniform Partnership Act, Title 53, Chapter 3, of the Idaho Code, the Idaho Uniform Limited Liability Company Act, Title 30, Chapter 6, of the Idaho Code and the Idaho Entity Transactions Act, Idaho Code §§ 30-18-401 through 406 (collectively referred to herein as the "Idaho Act"), hereby file this Statement of Conversion with the office of the Idaho Secretary of State and certify as follows:

1. Agreement and Plan of Conversion. Paradise Ridge Farms General Partnership, an Idaho general partnership, and Paradise Ridge Farms, LLC, an Idaho limited liability company, entered into an Agreement and Plan of Conversion dated November 2, 2009, whereby Paradise Ridge Farms General Partnership as the "converting entity" is to be converted into Paradise Ridge Farms, LLC, the "converted entity," in accordance with the Idaho Act. The Agreement and Plan of Conversion is attached hereto as Exhibit "A" and incorporated herein by this reference.

2. Names, Jurisdiction, and Types of Organizations. The names, jurisdiction of organization and type of each entity is as follows:

<u>Name of Entity</u>	<u>Type of Entity</u>	<u>Jurisdiction of Formation</u>
Paradise Ridge Farms General Partnership	general partnership	Idaho
Paradise Ridge Farms, LLC	limited liability company	Idaho

3. Name, Jurisdiction, and Type of Organization of the Converting Entity. Pursuant to the Agreement and Plan of Conversion, Paradise Ridge Farms General Partnership, an Idaho general partnership as the converting entity is being converted into Paradise Ridge Farms, LLC, an Idaho limited liability company.

STATEMENT OF CONVERSION -- Page 1 of 2

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