



STATEMENT OF CONVERSION

Pursuant to § 30-22-405, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the form in duplicate.

For Office Use Only

-FILED-

File #: 0003334789

Date Filed: 10/11/2018 12:44:00 PM

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

1. CONVERTING ENTITY:

Name: Dynamic Research, LLC

Jurisdiction: State of Idaho

Type: Limited Liability Company

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

☒ This is a domestic entity, and this plan of conversion was approved in accordance with § 30-22-405, 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: Dynamic Research, Inc.

Jurisdiction: State of 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:

Stephen L. Damron 818 W Lunch Box St

(Registered Agent Name)

(Address)

3. EFFECTIVE DATE OF CONVERSION:

☒ Effective upon filing

☐ On future date: _____
(Enter date – not more than 90 days in the future)

Printed Name: Stephen L. Damron

Capacity: Owner

Signature: _____

Secretary of State use only

Dynamic Research, Inc.
Articles of Incorporation

In compliance with the requirements of the provisions of Title 30, Chapter 1, Idaho Code, and for the purposes of forming a for-profit business corporation in Idaho, the undersigned desire to form a corporation according to the following Articles of Incorporation.

Corporate Name: The name of the corporation is Dynamic Research, Inc. (the "Corporation").

Duration: The duration of the Corporation is perpetual.

Registered Office and Registered Agent: The street address of the initial registered office is 818 West Lunch Box Street, Kuna, ID, 83634 and the initial Registered Agent at this Registered Office is Stephen L. Damron.

Mailing Address of the Principal Office: The mailing address where correspondence and annual report forms may be sent is 818 West Lunch Box Street, Kuna, ID 83634.

Initial Director: The initial Board of Directors will consist of one director. The name and address of the Initial Director who will serve until the first annual meeting of shareholders or until successors are elected and qualified is set out below:

Stephen L. Damron – 818 West Lunch Box Street, Kuna, ID 83634

Authorized Capital: The aggregate total number of all shares that the Corporation is authorized to issue is 10 million.

Class A Shares: The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 10 million Class A par value shares and the par value of each of the authorized Class A shares is \$0.0001 US Dollars. This class of shares is entitled to receive the net assets of the Corporation on dissolution.

The Class A voting, cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, cumulative, cash dividends, at the rate to be set by the Board of Directors.
- b. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series, the Board of Directors may, from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations, and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.

- c. The holders of Class A shares will be entitled to one vote for each Class A share held and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

Restrictions on Transfer: No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

Preemptive Rights: Shareholders of the Corporation have the preemptive right to purchase any new issue of stock in proportion to their current equity percentage. A shareholder may waive any preemptive right.

Amend or Repeal Bylaws: Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the Board of Directors. In adopting, amending, or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not adopt, amend, or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

Cumulative Voting: In an election of Directors, each shareholder's number of votes will be calculated by multiplying the number of voting shares they are entitled to cast by the number of Directors being elected. The shareholders may cast their total votes for a single Director or may distribute them among two or more Directors, as the shareholder sees fit.

Fiscal Year End: The fiscal year end of the Corporation is September 30.

Indemnification of Officers, Directors, Employees, and Agents: The Board of Directors, Officers, employees, and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, Officers, Employees, and Agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

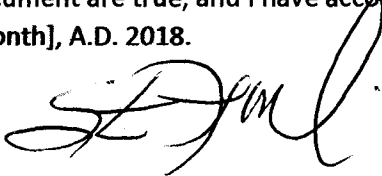
Limitation of Liability: The Board of Directors and Officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and Officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

Incorporator: The name and address of the incorporator of Dynamic Research, Inc. are as follows:

Stephen L. Damron – 818 West Lunch Box Street, Kuna, ID 83634

Execution: I, the undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, do make, file, and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this [day of month] day of [month], A.D. 2018.

BY:



Printed Name of Incorporator: Stephen L. Damron

Signature of Incorporator:

Filer Contact Information: In case of filing difficulties, please contact Chris Levitt.

B0060-0748 10/11/2018 12:44 PM Received by ID Secretary of State Lawrence Denney