

251

EXHIBIT "A"

FILED EFFECTIVE



CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

(Instructions on back of application)

2009 NOV 12 PM 2: 18

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

JENSEN GRAINLAND, LLC

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

WJ 1461 Thorn Creek Road, Genesee, Idaho 83832

(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 Thorn Creek Road, Genesee, ID 83832

(Street Address)

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

| Name | Address |
|----------------------------|--|
| <u>Wayne K. Jensen</u> | <u>1461 Thorn Creek Road, Genesee, ID 83832</u> |
| <u>Kathleen A. Nelson</u> | <u>WJ 1818 NE 207th Ave, British Prairie, WA 98003</u> |
| <u>Lois E. Devereaux</u> | <u>2831 Scenic Mills Drive, Clarkston, WA 99403</u> |
| <u>Marilyn R. Reynolds</u> | <u>3202 N. Mountain Lane, Boise, ID 83702</u> |

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 Wayne K. Jensen
Typed Name: WAYNE K. JENSEN, Manager

Signature _____
Typed Name: _____

Secretary of State use only

W 88234

IDAHO SECRETARY OF STATE
11/12/2009 05:00
CK: NONE CT: 30.00 BH: 1195125
1 @ 30.00 = 30.00 CONVERSION # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

Secretary of State use only
11/12/2009 05:00

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SECRETARY OF STATE
STATE OF IDAHO

**STATEMENT OF CONVERSION
OF
JENSEN GRAINLAND, AN IDAHO GENERAL PARTNERSHIP
INTO
JENSEN GRAINLAND, 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. Jensen Grainland, an Idaho general partnership and Jensen Grainland, LLC, an Idaho limited liability company entered into an Agreement and Plan of Conversion dated November 2, 2009, whereby Jensen Grainland as the "converting entity" is to be converted into Jensen Grainland, 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> |
|-----------------------|---------------------------|----------------------------------|
| Jensen Grainland | general partnership | Idaho |
| Jensen Grainland, LLC | limited liability company | Idaho |

3. Name, Jurisdiction, and Type of Organization of the Converting Entity. Pursuant to the Agreement and Plan of Conversion, Jensen Grainland, an Idaho general partnership as the

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IDAHO SECRETARY OF STATE
11/12/2009 05:00
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converting entity is being converted into Jensen Grainland, LLC, an Idaho limited liability company.

4. Name, Jurisdiction and Type of Organization of Converted Entity. Pursuant to the Agreement and Plan of Conversion, Jensen Grainland, LLC, an Idaho limited liability company, will become the converted entity.

5. Effectiveness of Statement of Conversion. This Statement of Conversion, and the effective date of conversion, shall be effective as of the date of the filing of this Statement of Conversion with the Idaho Secretary of State.

6. Partner Approval. The Agreement and Plan of Conversion was duly approved by all of the partners of Jensen Grainland, an Idaho general partnership, the converting entity.

7. Public Organic Document of the Converted Entity. A true and correct copy of Jensen Grainland, LLC's Certificate of Organization which was filed with the Idaho Secretary of State is attached hereto as Exhibit "B" and incorporated herein by this reference as if fully set forth herein.

JENSEN GRAINLAND,
an Idaho General Partnership

JENSEN GRAINLAND, LLC,
an Idaho Limited Liability Company

By: Wayne K. Jensen
WAYNE K. JENSEN, Partner

By: Wayne K. Jensen
WAYNE K. JENSEN, its Manager

By: Kathleen A. Nelson
KATHLEEN A. NELSON, Partner

By: Lois E. Devereaux
LOIS E. DEVEREAUX, Partner

By: Mitzum Jensen
MITZUM JENSEN, Partner