

**STATEMENT OF CONVERSION  
OF  
DAVIDSON AND COMPANY**

*For Office Use Only*

**-FILED-**

File #: 0003971969

Date Filed: 8/13/2020 2:30:00 PM

**THIS STATEMENT OF CONVERSION** ("Statement") is made and entered into this 7<sup>th</sup> day of August, 2020 by **DAVIDSON AND COMPANY**, an Idaho general partnership ("Partnership"). All defined terms are designated, unless the context requires otherwise.

**RECITALS**

**WHEREAS**, the Partnership was duly organized, formed and established with the State of Idaho on October 24, 2002 by the filing of its Statement of Partnership Authority with the Idaho Office of the Secretary of State ("Secretary") on that date;

**WHEREAS**, the Partnership is a validly existing Idaho general partnership;

**WHEREAS**, pursuant to Idaho law, without limitation, I.C. §§ 30-22-401 through 30-22-406, for business purposes, including, without limitation, enhanced operations management and ownership, the Partnership desires to convert into an Idaho limited liability company known and referred to as "Davidson and Company, LLC" ("Company");

**WHEREAS**, pursuant to I.C. § 30-22-402, the Partnership has made and entered into a Plan of Conversion setting forth, adopting and implementing such conversion ("Plan"); and

**WHEREAS**, the Partnership makes and enters into this Statement and causes it to be filed with the Secretary to effectuate such conversion.

**NOW, THEREFORE**, based on the foregoing and pursuant to Idaho law, without limitation, I.C. § 30-22-405, the Partnership agrees:

1. The initial paragraph, the recitals and Exhibits "A" and "B" are incorporated into this Statement.

2. The Plan was approved pursuant to I.C. § 30-22-403 as evidenced by the Unanimous Written Consent in Lieu of a Meeting of the General Partners of Davidson and Company dated August 7, 2020 ("Consent"). The Consent is attached to this Statement as Exhibit "A".

3. The Company's public organic record, its Certificate of Organization dated August 7, 2020, which was made and entered into by the Company's Organizers, is attached to this Statement as Exhibit "B".

4. This Statement is to be effective as of the date it is filed with the Secretary.

5. Pursuant to Idaho law, without limitation, I.C. § 30-21-301 (d), the Company is authorized to use a name indistinguishable from the Partnership's name.

6. The invalidity or unenforceability of any Statement provision shall not affect the validity or enforceability of any other Statement provision. If a court of competent jurisdiction determines that any Statement provision is invalid or unenforceable, then the remaining Statement provisions shall be interpreted and construed as if the invalid or unenforceable Statement provision had never been included.

7. This Statement shall in all respects be governed by, and construed pursuant to, the laws of the State of Idaho, including, without limitation, as to all matters of construction, validity and performance, but without giving effect to the conflict of laws provisions thereof.

8. Unless the context requires otherwise, words denoting the singular may be construed as plural, and words denoting the plural may be construed as singular. Words of gender may be construed as denoting another gender (including, without limitation, nongender such as "it") as is appropriate within the context.

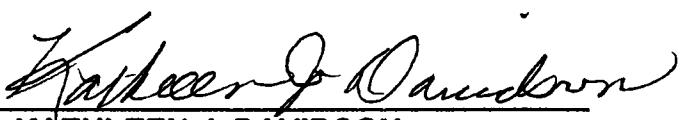
9. This Statement shall be binding upon, and inure to the benefit of, the Partnership and its partners and their successors, executors, heirs, legatees, devisees, representatives, agents, administrators and assigns.

**IN WITNESS WHEREOF**, the Partnership makes and enters into this Statement as of the date provided above.

**PARTNERSHIP:**

**DAVIDSON AND COMPANY,**  
an Idaho general partnership

By:   
**LARRY A. DAVIDSON,**  
General Partner

By:   
**KATHLEEN J. DAVIDSON,**  
General Partner

**EXHIBIT "A"**  
**TO THE**  
**STATEMENT OF CONVERSION**  
**OF**  
**DAVIDSON AND COMPANY**

[Refer to the Unanimous Written Consent in Lieu of a Meeting of the General Partners of Davidson and Company dated August 7, 2020 attached hereto and incorporated herein by reference]

UNANIMOUS WRITTEN CONSENT  
IN LIEU OF A MEETING OF THE GENERAL PARTNERS  
OF  
DAVIDSON AND COMPANY

The undersigned, constituting the general partners ("Partners") of Davidson and Company, an Idaho general partnership ("Partnership"), in lieu of a meeting of the Partners, after presentation to the Partners of the proposed Plan of Conversion, whereby, inter alia, the Partnership will convert into an Idaho limited liability company known and referred to as "Davidson and Company, LLC" pursuant to Idaho law, without limitation, I.C. §§ 30-22-401 through 30-22-406 ("Plan of Conversion"), for their review, consideration and discussion, pursuant to Idaho law, without limitation, I.C. § 30-22-403, the Partners approve the following resolutions by unanimous written consent:

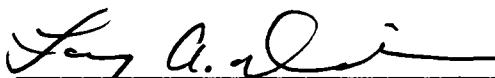
**RESOLVED**, that the Plan of Conversion is approved substantially in the form presented, including, without limitation, its supplemental conversion documentation, including the Statement of Conversion to be filed with the Idaho Office of the Secretary of State as well as the Operating Agreement of Davidson and Company, LLC to be adopted and implemented in conjunction therewith.

**FURTHER RESOLVED**, that the Partners be, and the same hereby are, authorized and directed to make and enter into the Plan of Conversion and all of the documents supplemental, incidental and related thereto substantially in the form presented.

**FURTHER RESOLVED**, that the Partners be, and the same hereby are, authorized and directed to undertake and complete all acts and affairs deemed reasonably advisable by them, in their sole and absolute discretion, to fully effectuate the foregoing resolutions.

The undersigned have hereto signed their names as the Partners to the same extent and for all purposes as if an actual meeting of the Partners had been held.

Dated: August 7, 2020

  
\_\_\_\_\_  
LARRY A. DAVIDSON,  
General Partner

  
\_\_\_\_\_  
KATHLEEN J. DAVIDSON,  
General Partner

**EXHIBIT "B"**  
**TO THE**  
**STATEMENT OF CONVERSION**  
**OF**  
**DAVIDSON AND COMPANY**

[Refer to the Certificate of Organization of Davidson and Company, LLC dated August 7, 2020 attached hereto and incorporated herein by reference]

**CERTIFICATE OF ORGANIZATION  
OF  
DAVIDSON AND COMPANY, LLC**

The undersigned, for the purpose of organizing a limited liability company pursuant to the Idaho Uniform Limited Liability Company Act ("Act"), do hereby state and adopt the following Certificate of Organization, and do hereby certify:

**SECTION I  
NAME**

The name of the limited liability company ("Company") is: Davidson and Company, LLC.

**SECTION II  
PRINCIPAL OFFICE**

The street address of the Company's principal office is: 749 S. Eden Rd., Eden, ID 83325. The mailing address of the Company's principal office is: 749 S. Eden Rd., Eden, ID 83325.

**SECTION III  
REGISTERED AGENT**

The name of the Company's initial registered agent is: Larry A. Davidson. The street address of the Company's initial registered agent is: 749 S. Eden Rd., Eden, ID 83325.

**SECTION IV  
GOVERNORS**

The names and addresses of the Company's initial governors are:

Larry A. Davidson  
749 S. Eden Rd.  
Eden, ID 83325

Kathleen J. Davidson  
749 S. Eden Rd.  
Eden, ID 83325

**SECTION V  
CORRESPONDENCE**

The mailing address for future correspondence is: 749 S. Eden Rd., Eden, ID 83325.

EXECUTED this 7<sup>th</sup> day of August, 2020.

Company Organizers:

  
LARRY A. DAVIDSON

  
KATHLEEN J. DAVIDSON