

FILED AT THE REQUEST OF:

ConvertKit LLC
750 W Bannock St, #761
Boise, Idaho 83701

FILED BY:

Kaci L. Peterson, Esq.
Perkins Coie LLP
1111 W Jefferson St., Suite 500
Boise, Idaho 83702-5391

For Office Use Only

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File #: 0005377585

Date Filed: 9/1/2023 9:49:00 AM

**STATEMENT OF CONVERSION
OF
CONVERTKIT LLC**

Pursuant to Section 30-22-405 of the Idaho Model Entity Transactions Act (the “*Act*”), the undersigned, ConvertKit LLC, submits the following Statement of Conversion for filing and certifies that:

1. ConvertKit LLC (the “*Converting Entity*”) is an Idaho limited liability company.
2. Upon completion of the conversion, the Converting Entity is ConvertKit Inc., an Idaho corporation (the “*Converted Entity*”), and shall continue as the converted Idaho corporation.
3. The plan of conversion of the Converting Entity has been approved in accordance with the provisions of Section 30-22-403 of the Act.
4. The Articles of Incorporation attached hereto as **Exhibit A** shall be the Converted Entity’s Articles of Incorporation.
5. This Statement of Conversion shall be effective upon filing.

[Remainder of Page Intentionally Blank.]

IN WITNESS WHEREOF, this Statement of Conversion has been duly executed as of September 1, 2023, and is being filed in accordance with the Act by an authorized person of the Converting Entity.

CONVERTKIT LLC

DocuSigned by:
By: Nathan Barry
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Name: Nathan Barry
Title: Manager

EXHIBIT A
ARTICLES OF INCORPORATION

(See attached)

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**ARTICLES OF INCORPORATION
OF
CONVERTKIT INC.**

The undersigned, acting as incorporator of ConvertKit Inc. (the “*Corporation*”) under the Idaho Business Corporation Act, as it may be amended from time to time (the “*Act*”), adopts the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the Corporation is “ConvertKit Inc.”

**ARTICLE 2
CAPITAL STOCK**

A. Authorized Capital.

The Corporation is authorized to issue a total of One Hundred Eighteen Million Five Hundred Thirty-Five Thousand Three Hundred Seventy-Nine (118,535,379) shares of common stock, no par value (“*Common Stock*”), and Five Million (5,000,000) shares of preferred stock, no par value (“*Preferred Stock*”). The Common Stock is subject to the rights and preferences of the Preferred Stock as set forth below. The Preferred Stock together with the Common Stock are referred to herein as the “*Company Stock*.”

B. Issuance of Preferred Stock in Series.

The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law and the provisions of these Articles of Incorporation, as determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for its issuance, prior to the issuance of any shares. The Board of Directors shall have the authority to fix and determine and to amend, subject to these provisions, the designation, preferences, limitations and relative rights of the shares of any series that is wholly unissued or to be established, including without limitation the dividend rate, conversion rights, redemption price and liquidation

preference. Unless otherwise specifically provided in the resolution establishing any series, the Board of Directors shall further have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series, but not below the number of shares of such series then outstanding.

C. Voting Rights.

The holders of shares of Company Stock shall be entitled to one vote per share at each meeting of the shareholders of the Corporation and on all matters coming before the shareholders of the Corporation, except as otherwise provided by law. Votes may not be cumulated.

Any action required or permitted by the Act to be taken at a shareholder meeting may be taken without a meeting, by an action in writing signed by the holders of outstanding shares having not less than the minimum number of votes that would be required to authorize or take action at a meeting at which all shares entitled to vote on the action were present and voted. Such action shall be taken in accordance with the provisions of the Bylaws of the Corporation and the Act.

D. Preemptive Rights.

Except as otherwise provided herein or by law, shareholders shall have no preemptive rights.

**ARTICLE 3
PRINCIPAL OFFICE; REGISTERED AGENT**

The principal office of the Corporation is located at 750 W Bannock St, #761, Boise, Idaho 83701. The name of the Corporation's registered agent is Corporation Service Company and the street address of the Corporation's registered agent is 1305 12th Avenue Road, Nampa, Idaho 83686, Canyon County.

**ARTICLE 4
INCORPORATOR**

The name of the incorporator of the Corporation is Nathan Barry. The address of the incorporator of the Corporation is 750 W Bannock St, #761, Boise, Idaho 83701.

**ARTICLE 5
MAILING ADDRESS**

The mailing address of the Corporation is 750 W Bannock St, #761, Boise, Idaho 83701.

**ARTICLE 6
PURPOSE**

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

**ARTICLE 7
DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE 8
BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of Directors shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

**ARTICLE 9
INDEMNIFICATION AND LIMITATION ON LIABILITY**

A. Indemnification.

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment).

B. Limitation on Liability.

There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its shareholders for monetary damages for any breach, act, omission, or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the Corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a director of the Corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

**ARTICLE 10
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

[Remainder of Page Left Intentionally Blank]

IN WITNESS WHEREOF, the undersigned submits these Articles of Incorporation to the Secretary of State for the State of Idaho for filing.

DocuSigned by:

Nathan Barry

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Nathan Barry, Incorporator