

B0876-4210 02/26/2024 1:02 PM Received by Office of the Idaho Secretary of State

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**STATEMENT OF CONVERSION
OF
SYMAN, LLC.,
an Idaho limited liability company**

INTO

**SYMAN, INC.,
an Idaho corporation**

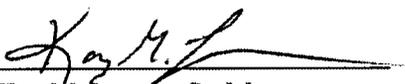
To the Secretary of State
State of Idaho

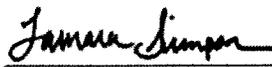
Pursuant to the provisions of Idaho Code 30-22-405, the undersigned hereby executes and delivers the following Statement of Conversion.

1. Syman, LLC, an Idaho limited liability company (the "**Converting Entity**") is being converted hereby into Syman, Inc., an Idaho corporation (the "**Converted Entity**").
2. This Statement of Conversion is to be effective upon filing with the Secretary of State for the State of Idaho.
3. The Converting Entity is a domestic entity and this Statement of Conversion was approved in accordance with Idaho Code 30-22-403.
4. The Converted Entity is a domestic entity and its Articles of Incorporation are attached hereto.

DATED this 22nd day of February, 2024.

SYMAN, LLC

By: 
Kay M. Lyman, Co-Manager

By: 
Tamara Simpson, Co-Manager

**ARTICLES OF INCORPORATION
OF
SYMAN, INC.**

The undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act (the "IBCA"), hereby certifies and adopts the following Articles of Incorporation:

**ARTICLE I.
NAME**

The name of this Corporation shall be: **Syman, Inc.**

**ARTICLE II.
SHARES**

The aggregate number of shares which the Corporation shall have the authority to issue is One Thousand (1000) shares of common stock of the Corporation ("Common Stock"), without par value. All shares of Common Stock are eligible to vote, and there shall be no other class or shares of stock in the Corporation.

**ARTICLE III.
REGISTERED AGENT**

The registered agent of this Corporation and the street address of the registered office of the Corporation are as follows:

<u>Registered Agent</u>	<u>Registered Office Address</u>
Kay M. Lyman	2101 Delta Dr. Nampa, ID 83687

The mailing address of this Corporation shall be 2101 Delta Dr., Nampa, ID 83687.

**ARTICLE IV.
PREEMPTIVE RIGHTS**

Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by this Corporation.

**ARTICLE V.
CUMULATIVE VOTING**

Shareholders of this Corporation shall not have cumulative voting rights.

ARTICLE VI.
DIRECTORS

The names and addresses of the initial directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Kay M. Lyman	2101 Delta Dr. Nampa, ID 83687
Tamara Simpson	2101 Delta Dr. Nampa, ID 83687

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (a) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (b) conduct violating IBCA 30-29-832, or (c) any transaction from which the director will personally receive benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the IBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the IBCA, as amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII.
INDEMNIFICATION

1. General. The Corporation shall indemnify its officers and directors and advance or reimburse expenses to the full extent required or permitted by the IBCA now or hereafter in force, whether they are serving the Corporation or, at its request, any other entity, as an officer, director, or in any other capacity; provided no such indemnity shall indemnify any directors from or on account of any (a) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the director finally adjudged to be in violation of IBCA 30-29-832, or (c) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was legally entitled.

2. Implementation. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and its expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.

B0876-4214 02/26/2024 1:02 PM Received by Office of the Idaho Secretary of State

CONSENT TO APPOINT REGISTERED AGENT

I, Kay M. Lyman, hereby consent to serve as Registered Agent in the state of Idaho for Syman Holdings, Inc., an Idaho corporation. I understand that, as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the Corporation for which I am agent.

Dated: February 22, 2024



Kay M. Lyman, Registered Agent

Registered Office Address:

2101 Delta Dr.
Nampa, ID 83687