



CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

FILED EFFECTIVE

(Instructions on back of application)

2013 NOV 27 AM 9:52

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

C-VUE LLC

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

3152 S. Bown Way #3, Boise, Idaho, 83706

(Street Address)

(Mailing Address, if different than street address)

3. The name and complete street address of the registered agent:

David H. Arkoosh

(Name)

3152 S. Bown Way #3, Boise, Idaho, 83706

(Street Address)

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

Name

Address

Eric Uhlenhoff

102 Via Plumosa, San Clemente, California, 92673

5. Mailing address for future correspondence (annual report notices):

3152 S. Bown Way #3, Boise, Idaho, 83706

6. Future effective date of filing (optional): _____

Signature of a manager, member or authorized person.

Signature DAH

Typed Name: David H. Arkoosh

Signature _____

Typed Name: _____

Secretary of State use only

IDAHO SECRETARY OF STATE
11/27/2013 05:00
CK: 1623987 CT: 172099 DH: 1399658
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UHLENHOFF AND CHAN

2013 NOV 27 AM 9:52

Plan of Conversion

SECRETARY OF STATE
STATE OF IDAHO

The following Plan of Conversion ("Plan") is entered into on the date set forth below by Uhlenhoff and Chan (the "Converting Entity"), to convert ("Conversion") from a partnership to C-VUE LLC (the "Converted Entity"), a limited liability company, pursuant to Idaho Code Section 30-18-401 et al. This action has been approved by the partners of Uhlenhoff and Chan as required by Idaho Code Section 30-18-403 and as evidenced by the below signature of those members.

1. The name of the Converting Entity immediately prior to filing this Certificate is **Uhlenhoff and Chan**.
2. The jurisdiction where the Converting Entity first formed is **Idaho**.
3. The Converting Entity is a **partnership**.
4. The name of the Converted Entity following the Conversion, as set forth in the attached Certificate of Organization, is **C-VUE LLC**.
5. The jurisdiction where the Converted Entity is formed is **Idaho**.
6. The Converted Entity is a **limited liability company**.
7. Upon Conversion, each partner's 50% of partnership interest in the Converting Entity will be converted to 500 membership units of the Converted Entity.
8. The Certificate of Organization of the Converted Entity upon the occurrence of the Conversion is attached as Exhibit A to this Plan.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting partnership has executed this Plan on the 26th day of November, 2013.

Uhlenhoff and Chan
an Idaho partnership

By: 
Valerie Chan, Partner

By: 
Eric Uhlenhoff, Partner

UHLENHOFF AND CHAN
PLAN OF CONVERSION

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11/27/2013 05:00
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STATE OF IDAHO
OFFICE OF THE SECRETARY OF STATE

PO Box 83720
Boise ID 83720-0080
Phone: (208) 334-2301
Fax: (208) 334-2080

27 December 2013

DAVID H ARKOOSH
3152 S BOWN WAY #3
BOISE ID 83706

Re: UHLENHOFF AND CHAN

To Whom It May Concern:

The above-named general partnership has not filed an optional Statement of Partnership Authority with the Secretary of State pursuant to Idaho Code §53-3-303. The existence of the general partnership is necessary for the conversion to a limited liability company.

This document is filed by the Secretary of State due to lack of any prior filings. The purpose of this document is to be scanned into the Secretary of State's computer system in lieu of a Statement of Partnership Authority. It may serve to assist those seeking information about the partnership. Any person having questions about the nature of this or any partnership filing should call the Secretary of State's Office, Commercial Division, at (208) 334-2301.

Sincerely,

A handwritten signature in black ink, appearing to read "Kim Hunter", is located below the "Sincerely," text.

Kim Hunter
Commercial Division

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