



CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

Title 30, Chapters 21 and 25, Idaho Code

Filing fee: \$100 typed, \$120 not typed

Complete and submit the application in duplicate.

FILED EFFECTIVE

2015 SEP 23 PM 4:37

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Ally Dental Solutions, LLC

(Remember to include the words "Limited Liability Company," "Limited Company," or the abbreviations L.L.C., LLC, or LCO)

2. The complete street and mailing addresses of the principal office is:

3314 West Cherry Lane, Suite 654, Meridian, ID 83642

(Street Address)

(Mailing Address, if different)

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

Steven S. Crump

3314 West Cherry Lane, Suite 654, Meridian, ID 83642

(Name)

(Address)

4. The name and address of at least one governor of the limited liability company:

Steven S. Crump

3314 West Cherry Lane, Suite 654, Meridian, ID 83642

(Name)

(Address)

(Name)

(Address)

(Name)

(Address)

(Name)

(Address)

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

3314 West Cherry Lane, Suite 654, Meridian, ID 83642

(Address)

Signature of organizer(s).

Printed Name: Steven S. Crump

Signature:

Printed Name:

Signature:

Secretary of State use only

IDAHO SECRETARY OF STATE

09/23/2015 05:00

CK:32202 CT:20168 BH:1493508

1@ 30.00 = 30.00 CONVERSION #2

W156626

PLAN OF CONVERSION

OF

ALLY DENTAL SOLUTIONS, PLLC

(an Idaho professional limited liability company)

2015 SEP 23 PM 4:31

CLERK OF STATE
STATE OF IDAHO

This Plan of Conversion of **ALLY DENTAL SOLUTIONS, PLLC**, an Idaho professional limited liability company, is intended to accomplish the conversion of **ALLY DENTAL SOLUTIONS, PLLC**, an Idaho professional limited liability company (the "PLLC"), as the "*converting entity*," into **ALLY DENTAL SOLUTIONS, LLC**, an Idaho limited liability company, as the "*converted entity*," in conformity with sections 30-22-401 *et seq.* of the Idaho Entity Transaction Act.

1. The Plan of Conversion shall be as follows and shall be consummated at such time as the following actions have been taken and approval for the same have been obtained:

- a. Approval of the Plan of Conversion of **ALLY DENTAL SOLUTIONS, PLLC**, an Idaho professional limited liability company into **ALLY DENTAL SOLUTIONS, LLC**, an Idaho limited liability company, by the members of the PLLC.
- b. Approval of the proposed Certificate of Organization of **ALLY DENTAL SOLUTIONS, LLC**, an Idaho limited liability company, which is attached hereto as *Exhibit A*, by consent of the members of the PLLC.
- c. Execution of the Certificate of Organization of **ALLY DENTAL SOLUTIONS, LLC**, an Idaho limited liability company, by a member of the PLLC, and the filing of the same with the Idaho Secretary of State.
- d. The converted entity has no existing private organic rules that are proposed to be included in a record of the converted entity;
- e. The members of the PLLC shall execute and consummate the Plan of Conversion and file the Plan of Conversion in lieu of filing a Statement of Conversion and shall have the power to adopt all resolutions, execute all documents, and file all papers and take all necessary action deemed necessary or advisable for the conversion of **ALLY DENTAL SOLUTIONS, PLLC** into **ALLY DENTAL SOLUTIONS, LLC**.

2. ALLY DENTAL SOLUTIONS, PLLC an Idaho professional limited liability company is continuing its existence as ALLY DENTAL SOLUTIONS, LLC, an Idaho limited liability company.
3. Upon consummation of the Plan of Conversion, the members of the PLLC will automatically become the members of ALLY DENTAL SOLUTIONS, LLC, an Idaho limited liability company, with the same ownership interest and voting rights as they had as a member of the PLLC.
4. After the execution of the Plan of Conversion by the members of the PLLC, the members of the PLLC shall have the power to adopt all resolutions, execute all documents, file all papers and take all necessary action deemed necessary or advisable, if any, to transfer the assets and liabilities to ALLY DENTAL SOLUTIONS, LLC.
5. All liabilities of the converting entity continue as liabilities of the converted entity.
6. All property of the converting entity continues to be vested in the converted entity without transfer, conveyance or assignment.
7. An executed copy of the Plan of Conversion will be kept at the principal office of ALLY DENTAL SOLUTIONS, LLC, an Idaho limited liability company, located at ~~6363 W. Emerald Street, Suite 402, Boise, ID 83704~~
3314 West Cherry Lane, Suite 654, Meridian, ID 83642.
8. This Plan of Conversion shall be and become effective upon filing.

ALLY DENTAL SOLUTIONS, PLLC, an Idaho professional limited liability company.

By: 

Steven S. Crump

By: 

Christianne Crump

IDAHO SECRETARY OF STATE

09/23/2015 05:00

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