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STATEMENT OF CONVERSION  
OF  
MUSTOE-NILSSON FARMS, AN IDAHO GENERAL PARTNERSHIP  
INTO  
MUSTOE NILSSON FARMS, LLC, AN IDAHO LIMITED LIABILITY COMPANY

For Office Use Only  
**-FILED-**  
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The undersigned, in accordance with the Idaho Uniform Partnership Act, Title 30, Chapter 23, of the Idaho Code, the Idaho Uniform Limited Liability Company Act, Title 30, Chapter 25, of the Idaho Code and the Idaho Model Entity Transactions Act, Title 30, Chapter 22 of the Idaho Code §§ 30-22-401 through 406 (collectively referred to herein as the "Idaho Act"), hereby file this Statement of Conversion with the office of the Secretary of State of the State of Idaho and certify as follows:

1. Agreement and Plan of Conversion. Mustoe-Nilsson Farms, an Idaho general partnership and Mustoe Nilsson Farms, LLC, an Idaho limited liability company entered into a Plan of Conversion dated June 30, 2024, whereby Mustoe-Nilsson Farms as the "Converting Entity" is to be converted into Mustoe Nilsson Farms, LLC, the "Converted Entity," in accordance with the Idaho Act. The Plan of Conversion is attached hereto as Exhibit "A" and incorporated herein by this reference.

2. Names, Jurisdiction of Formation, and Types of Entities. The names, jurisdiction of formation and type of each entity is as follows:

<u>Name of Entity</u>	<u>Type of Entity</u>	<u>Jurisdiction of Formation</u>
Mustoe-Nilsson Farms, the Converting Entity	general partnership	Idaho
Mustoe Nilsson Farms, LLC, the Converted Entity	limited liability company	Idaho

3. Name, Jurisdiction of Formation, and Type of Entity of the Converting Entity.  
Pursuant to the Plan of Conversion, Mustoe-Nilsson Farms, an Idaho general partnership as the

Converting Entity is being converted into Mustoe Nilsson Farms, LLC, an Idaho limited liability company, the Converted Entity.

4. Name, Jurisdiction of Formation and Type of Entity of Converted Entity.

Pursuant to the Plan of Conversion, Mustoe Nilsson Farms, LLC, an Idaho limited liability company, will become the Converted Entity.

5. Effectiveness of Statement of Conversion. This Statement of Conversion, and the

effective date of conversion, shall be effective as of the date of the filing of this Statement of Conversion with the Secretary of State of the State of Idaho.

6. Partner Approval. The Plan of Conversion providing for the conversion of

Mustoe-Nilsson Farms, the Converting Entity, into Mustoe Nilsson Farms, LLC, the Converted Entity, was duly approved by all of the partners of Mustoe-Nilsson Farms in accordance with the Idaho Act.

7. Converting Entity Not a Filing Entity. Mustoe-Nilsson Farms, the Converted

Entity, is a general partnership and therefore is not a domestic filing entity as that term is defined in the Act.

8. Public Organic Document ("Statement of Qualification") of the Converted Entity.

A true and correct copy of Mustoe Nilsson Farms, LLC's Certificate of Organization that was filed with the Secretary of State of the State of Idaho is attached hereto as Exhibit "B" and incorporated herein by this reference, the same as if it were fully set forth in this Statement of Conversion.

*(Signatures to follow on next page)*

Mustoe-Nilsson Farms,  
an Idaho General Partnership

By: Mark D Mustoe  
Mark D. Mustoe, Partner

By: Caroline Nilsson Troy  
Caroline Nilsson Troy, Partner

Mustoe Nilsson Farms, LLC,  
an Idaho Limited Liability Company

By: Mark D Mustoe  
Mark D. Mustoe, its Manager

By: Caroline Nilsson Troy  
Caroline Nilsson Troy, its Manager



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MANAGEMENT

4.1 The management of the Limited Liability Company is vested in one or more managers. The name and address of at least one governor of the limited liability company is:

<u>Name</u>	<u>Address</u>
Mark D. Mustoe	214 W. 6 <sup>th</sup> Avenue #103 Spokane, WA 99204
Caroline Nilsson Troy	2794 Hwy 95 Genesee, ID 83832

6  
FUTURE CORRESPONDENCE

6.1 Mailing address for future correspondence (annual report notices) is 2794 Hwy 95, Genesee, Idaho 83832

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COMMENCEMENT AND DISSOLUTION

7.1 This limited liability company shall be formed and commence when this Certificate of Organization is filed with the Secretary of State of Idaho.

7.2 The limited liability company shall have perpetual existence unless the Company shall be sooner dissolved and its affairs wound up in accordance with the Operating Agreement of Mustoe Nilsson Farms, LLC.

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TRANSFER RESTRICTIONS

8.1 The sale, gift, bequest, encumbrance or other transfer of an interest in this limited liability company is subject to restrictions set forth in its Limited Liability Company Operating Agreement.

*(Signatures to follow on next page)*

DATED this 1<sup>st</sup> day of July, 2024.

ORGANIZERS

Mark D. Mustoe  
Mark D. Mustoe, Manager

Caroline Nilsson Troy  
Caroline Nilsson Troy, Manager

CONSENT OF REGISTERED AGENT

I, MARK D. MUSTOE, hereby consent to serve as Registered Agent in the State of Idaho for Mustoe Nilsson Farms, LLC. I understand that as agent for the limited liability company, it will be my responsibility to receive service of process in the name of the limited liability company; to forward all mail to the limited liability company; and to immediately notify the office of the Secretary of State of the State of Idaho in the event of my resignation, or of any changes in the registered office address of the limited liability company for which I am agent.

Date: July 1, 2024.

Mark D. Mustoe  
Mark D. Mustoe

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