

For Office Use Only

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PUCKETT FAMILY FARMS, LLC**PLAN OF ENTITY CONVERSION**

WHEREAS, Puckett Family Farms, LLC, an Idaho Limited Liability Company (hereinafter referred to as "Company"), plans to convert into an Idaho Limited Liability Limited Partnership, subject to approval therefor by the Members of the Company, and the filing of the Statement of Conversion with the Idaho Secretary of State; and

WHEREAS, the Idaho Model Entity Transactions Act requires a converting entity to adopt a Plan of Conversion;

NOW, THEREFORE, Puckett Family Farms, LLC, hereby sets forth the details for such conversion into Puckett Family Farms, LLLP, an Idaho Limited Liability Limited Partnership (hereinafter referred to as "Limited Partnership"), in this Plan of Conversion:

1. Puckett Family Farms, LLC, hereby agrees to convert the Company to an Idaho Limited Liability Limited Partnership (the "Conversion") to be known as Puckett Family Farms, LLLP, and to perform such acts and execute such documents as may be necessary and/or convenient to effect the Conversion, including but not limited to, the execution of the Statement of Conversion and Partnership Agreement, if any, of Limited Partnership substantially in the forms submitted to the Members respectively.
2. *Conversion.* Upon the filing of the Plan of Conversion and Statement of Conversion with the Idaho Secretary of State, Puckett Family Farms, LLC, shall be converted into Puckett Family Farms, LLLP, pursuant to, and in accordance with the requirements of Title 30 Chapter 22 Section 402(3) of the Idaho Code, each unit of ownership of the issued and outstanding General and Limited Membership Interests of Puckett Family Farms, LLC, shall be converted into one (1) respective unit of ownership in the General and Limited ownership interest in Puckett Family Farms, LLLP.
3. *Assignment and Assumption of Assets and Liabilities.* Effective as of the date hereof, the following assets and liabilities shall be transferred from Puckett Family Farms, LLC, and assigned to Puckett Family Farms, LLLP: (a) all real property directly or indirectly owned; (b) all of the other assets of the Company; (c) all liabilities and obligations. Puckett Family Farms, LLC, is hereby terminated and dissolved.

4. *Taxpayer Identification Number.* Notwithstanding the foregoing the Company shall not be terminated for tax purposes by reason of the Conversion, but rather a new IRS Form SS-4 will be filed to transfer the taxpayer identification number to the Surviving Entity.
5. *Business of Company.* The business of the Company shall continue to be carried on after the Conversion by Puckett Family Farms, LLLP in accordance with the provisions of the Idaho Code pertaining to Limited Liability Limited Partnerships, the Statement of Conversion and Partnership Agreement, if any.

IN WITNESS WHEREOF, the undersigned has executed this Agreement as of January 21, 2020.

PUCKETT FAMILY FARMS, LLC
An Idaho Limited Liability Company

By: Phillip R. Puckett
Phillip Puckett, General Member

By: Andrew Puckett
Andrew Puckett, General Member



CERTIFICATE OF LIMITED PARTNERSHIP

Title 30, Chapters 21 and 24, Idaho Code

Base Filing fee: \$100.00 + \$20.00 for manual processing (form must be typed).

1. The name of the limited partnership:

PUCKETT FAMILY FARMS, LLLP

Remember to include the words "Limited Partnership" or the abbreviation "L.P." in the name. If the limited partnership is a professional entity (as indicated in item 6 below) the name must include the word "Professional" before the word "Limited", or the letter "P" at the beginning of any of the permitted abbreviations.

2. The complete street and mailing addresses of the limited partnership's principal office

119 JOHNSON ROAD, KAMIAH, IDAHO 83536

(Street Address)

(Mailing Address, if different)

3. Name and street address of the registered agent:

PHILLIP PUCKETT

(Name)

119 JOHNSON ROAD, KAMIAH, IDAHO 83536

(Address)

4. Names and street addresses of each general partner:

PHILLIP PUCKETT

(Name)

119 JOHNSON ROAD, KAMIAH, IDAHO 83536

(Address)

ANDREW PUCKETT

(Name)

2131 CARROT RIDGE ROAD, KAMIAH, IDAHO 83536

(Address)

(Name)

(Address)

5. ☒ This limited partnership is a **limited liability** limited partnership.

If you check that your partnership is a limited liability limited partnership your partnership name must end in "LLLP" or "Limited Liability Limited Partnership".

6. By entering one of the professions permitted by 30-21-901(b), Idaho Code, in the space below, and by filing this document with the Secretary of State, the partnership agrees that it is duly licensed or otherwise legally authorized to render the selected professional service, and that it is a professional limited partnership.

If applicable, enter one of the permitted professional services here. (see instructions for a list of permitted professions)*

7. Signatures of all general partners:

Printed Name: **PHILLIP PUCKETT**

Signature: *Phillip B. Puckett*

Printed Name: **ANDREW PUCKETT**

Signature: *Andrew Puckett*

Printed Name: _____

Signature: _____

Secretary of State use only

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