

**STATEMENT OF CONVERSION
OF
DICK WAITE FAMILY LIMITED PARTNERSHIP**

For Office Use Only

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File #: 0004460207

Date Filed: 10/25/2021 10:37:00 AM

THIS STATEMENT OF CONVERSION ("Statement") is made and entered into this 12th day of October, 2021 by **DICK WAITE FAMILY LIMITED PARTNERSHIP**, an Idaho limited partnership ("Partnership"). All defined terms are designated, unless the context requires otherwise.

RECITALS

WHEREAS, the Partnership was duly established on October 7, 2009 by way of its Certificate of Limited Partnership being filed with the Idaho Office of the Secretary of State ("Secretary") as of that date;

WHEREAS, the Partnership is a validly existing Idaho limited partnership;

WHEREAS, pursuant to Idaho law, without limitation, I.C. §§ 30-22-401 through 30-22-406, for business purposes, including, without limitation, enhanced operations management, the Partnership desires to convert into an Idaho limited liability company known and referred to as the "Dick Waite Family, LLC" ("Company");

WHEREAS, pursuant to I.C. § 30-22-402, the Partnership has made and entered into a Plan of Conversion setting forth, adopting and implementing such conversion ("Plan"); and

WHEREAS, the Partnership makes and enters into this Statement and causes it to be filed with the Secretary to effectuate such conversion.

NOW, THEREFORE, based on the foregoing and pursuant to Idaho law, without limitation, I.C. § 30-22-405, the Partnership agrees:

1. The initial paragraph, the recitals and Exhibits "A" and "B" are incorporated into this Statement.

2. The Plan was approved pursuant to I.C. § 30-22-403 as evidenced by the Unanimous Written Consent in Lieu of a Meeting of the General Partner and Limited Partner of Dick Waite Family Limited Partnership dated October 12, 2021 ("Consent"). The Consent is attached to this Statement as Exhibit "A".

3. The Company's public organic record, its Certificate of Organization dated October 12, 2021, which was made and entered into by the Company's Organizer, is attached to this Statement as Exhibit "B".

4. This Statement is to be effective as of the date it is filed with the Secretary.

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5. Pursuant to I.C. § 30-21-301 (d), without limitation, the Company is authorized to use an indistinguishable name from the Partnership.

6. The invalidity or unenforceability of any Statement provision shall not affect the validity or enforceability of any other Statement provision. If a court of competent jurisdiction determines that any Statement provision is invalid or unenforceable, then the remaining Statement provisions shall be interpreted and construed as if the invalid or unenforceable Statement provision had never been included.

7. This Statement shall in all respects be governed by, and construed pursuant to, the laws of the State of Idaho, including, without limitation, as to all matters of construction, validity and performance, but without giving effect to the conflict of laws provisions thereof.

8. Unless the context requires otherwise, words denoting the singular may be construed as plural, and words denoting the plural may be construed as singular. Words of gender may be construed as denoting another gender (including, without limitation, nongender such as "it") as is appropriate within the context. If the context permits, the conjunctive shall be read, interpreted and construed to include the disjunctive, and the disjunctive shall be read, interpreted and construed to include the conjunctive.

9. This Statement shall bind, and inure to the benefit of, the Partnership and its partners and their permitted successors, executors, heirs, representatives, agents, administrators and assigns.

IN WITNESS WHEREOF, the Partnership makes and enters into this Statement as of the date provided above.

PARTNERSHIP:

DICK WAITE FAMILY LIMITED PARTNERSHIP,
an Idaho limited partnership

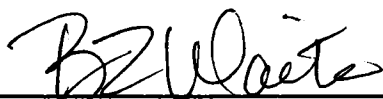
By: 
BETTY Z. WAITE, Trustee of the Betty
Z. Waite Trust under agreement dated
March 30, 2021, General Partner and
Limited Partner

EXHIBIT "A"
TO THE
STATEMENT OF CONVERSION
OF
DICK WAITE FAMILY LIMITED PARTNERSHIP

[Refer to the Unanimous Written Consent in Lieu of a Meeting of the General Partner and Limited Partner of Dick Waite Family Limited Partnership dated October 12, 2021 attached hereto and incorporated herein by reference]

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**UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING OF THE GENERAL PARTNER AND LIMITED PARTNER OF
DICK WAITE FAMILY LIMITED PARTNERSHIP**

The undersigned, constituting the general partner ("General Partner") and the limited partner ("Limited Partner") of Dick Waite Family Limited Partnership, an Idaho limited partnership ("Partnership"), in lieu of a meeting of the General Partner and the Limited Partner, after presentation to the General Partner and the Limited Partner of the proposed Plan of Conversion, whereby, inter alia, the Partnership will convert into an Idaho limited liability company known and referred to as the "Dick Waite Family, LLC" pursuant to Idaho law, without limitation, I.C. §§ 30-22-401 through 30-22-406 ("Plan of Conversion"), for their review, consideration and discussion, pursuant to I.C. § 30-22-403, the General Partner and the Limited Partner approve the following resolutions by unanimous written consent:

RESOLVED, that the Plan of Conversion is approved substantially in the form presented, including, without limitation, its supplemental documentation, including the Statement of Conversion to be filed with the Idaho Office of the Secretary of State as well as the Operating Agreement of Dick Waite Family, LLC to be adopted and implemented in conjunction therewith.

FURTHER RESOLVED, that the General Partner and the Limited Partner be, and the same hereby are, authorized and directed to make and enter into the Plan of Conversion and all of the documents supplemental, incidental and related thereto substantially in the form presented.

FURTHER RESOLVED, that the General Partner and the Limited Partner be, and the same hereby are, authorized and directed to undertake and complete all acts and affairs deemed advisable by them, in their sole and absolute discretion, to fully effectuate the foregoing resolutions.

The undersigned has hereto signed its name as the General Partner and the Limited Partner to the same extent and for all purposes as if an actual meeting of the General Partner and the Limited Partner had been held. This instrument shall in all respects be governed by, and construed pursuant to, the laws of the State of Idaho, including, without limitation, as to all matters of construction, validity and performance, but without giving effect to the conflict of laws provisions thereof.

Dated: October 12, 2021



BETTY Z. WAITE, Trustee of the Betty Z.
Waite Trust under agreement dated
March 30, 2021, General Partner and
Limited Partner

EXHIBIT "B"
TO THE
STATEMENT OF CONVERSION
OF
DICK WAITE FAMILY LIMITED PARTNERSHIP

[Refer to the Certificate of Organization of Dick Waite Family, LLC dated October 12, 2021 attached hereto and incorporated herein by reference]

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**CERTIFICATE OF ORGANIZATION
OF
DICK WAITE FAMILY, LLC**

The undersigned, for the purpose of organizing a limited liability company pursuant to the Idaho Uniform Limited Liability Company Act, does hereby state and adopt the following Certificate of Organization, and does hereby certify:

**SECTION I
NAME**

The name of the limited liability company ("Company") is: Dick Waite Family, LLC.

**SECTION II
PRINCIPAL OFFICE**

The street address of the Company's principal office is: 225 Pinewood Ln., #235D, Ketchum, ID 83340. The mailing address of the Company's principal office is: P.O. Box 1164, Sun Valley, ID 83353.

**SECTION III
REGISTERED AGENT**

The name of the Company's initial registered agent is: Betty Z. Waite. The street address of the Company's initial registered agent is: 225 Pinewood Ln., #235D, Ketchum, ID 83340.

**SECTION IV
GOVERNORS**

The name of and mailing address for the Company's initial governor are:

Betty Z. Waite
P.O. Box 1164
Sun Valley, ID 83353

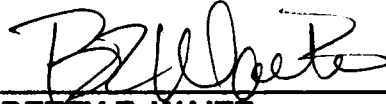
**SECTION V
CORRESPONDENCE**

The mailing address for future correspondence is: P.O. Box 1164, Sun Valley, ID 83353.

EXECUTED this 12th day of October, 2021.

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Company Organizer:

A handwritten signature in black ink, appearing to read "Betty Z. Waite", written over a horizontal line.

BETTY Z. WAITE