

**STATEMENT OF CONVERSION  
OF  
MCCOLLUM ENTERPRISES, LIMITED PARTNERSHIP -FILED-**

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**THIS STATEMENT OF CONVERSION** ("Statement") is made and entered into this 30<sup>th</sup> day of April, 2019 by **MCCOLLUM ENTERPRISES, 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 September 21, 1994 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 management of operations, the Partnership desires to convert into an Idaho limited liability company known and referred to as "McCollum Enterprises, 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 the Exhibits attached to this Statement 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 Partners and Limited Partners of McCollum Enterprises, Limited Partnership dated April 30, 2019 ("Consent"). The Consent is attached to this Statement as Exhibit "A".
3. The Company's public organic record, its Certificate of Organization dated April 30, 2019, which was made and entered into by the Company's Organizers, 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 provision of this Statement shall not impact the validity or enforceability of any other provision of this Statement. If a court of competent jurisdiction determines that any provision of this Statement is invalid, then the remaining provisions of this Statement shall be interpreted and construed as if the invalid provision had never been included in this Statement.

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 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.

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

[signatures on following page]

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

**PARTNERSHIP:**

**MCCOLLUM ENTERPRISES, LIMITED PARTNERSHIP**,  
an Idaho limited partnership

By: \_\_\_\_\_

**JOSEPH D. MCCOLLUM, JR.**,  
General Partner and Limited Partner

By: \_\_\_\_\_

**W. DAVID MCCOLLUM**,  
General Partner and Limited Partner

**EXHIBIT "A"**  
**TO THE**  
**STATEMENT OF CONVERSION**  
**OF**  
**MCCOLLUM ENTERPRISES, LIMITED PARTNERSHIP**

[Refer to the Unanimous Written Consent in Lieu of a Meeting of the General Partners and Limited Partners of McCollum Enterprises, Limited Partnership dated April 30, 2019 attached hereto and incorporated herein by reference]

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**UNANIMOUS WRITTEN CONSENT  
IN LIEU OF A MEETING OF THE GENERAL PARTNERS AND LIMITED PARTNERS  
OF  
MCCOLLUM ENTERPRISES, LIMITED PARTNERSHIP**

The undersigned, constituting the general partners ("General Partners") and the limited partners ("Limited Partners") of McCollum Enterprises, Limited Partnership, an Idaho limited partnership ("Partnership"), in lieu of a meeting of the General Partners and the Limited Partners, after presentation to the General Partners and the Limited Partners of the proposed Plan of Conversion, whereby, inter alia, the Partnership will convert into an Idaho limited liability company known and referred to as "McCollum Enterprises, 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 Partners and the Limited Partners 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 McCollum Enterprises, LLC to be adopted and implemented in conjunction therewith.

**FURTHER RESOLVED**, that the General Partners and the Limited Partners 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 Partners and the Limited Partners 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 have hereto signed their names as the General Partners and the Limited Partners to the same extent and for all purposes as if an actual meeting of the General Partners and the Limited Partners had been held.

Dated: April 30, 2019

  
\_\_\_\_\_  
**JOSEPH D. MCCOLLUM, JR.**  
General Partner and Limited Partner

  
\_\_\_\_\_  
**W. DAVID MCCOLLUM,**  
General Partner and Limited Partner

**EXHIBIT "B"**  
**TO THE**  
**STATEMENT OF CONVERSION**  
**OF**  
**MCCOLLUM ENTERPRISES, LIMITED PARTNERSHIP**

[Refer to the Certificate of Organization of McCollum Enterprises, LLC dated April 30, 2019 attached hereto and incorporated herein by reference]

**CERTIFICATE OF ORGANIZATION  
OF  
MCCOLLUM ENTERPRISES, LLC**

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

**SECTION I  
NAME**

The name of the limited liability company ("Company") is: McCollum Enterprises, LLC.

**SECTION II  
PRINCIPAL OFFICE**

The street address of the Company's principal office is: 199 Canyon Springs Rd., Twin Falls, ID, 83301. The mailing address of the Company's principal office is: P.O. Box 5492, Twin Falls, ID 83303.

**SECTION III  
REGISTERED AGENT**

The name of the Company's initial registered agent is: Joseph D. McCollum, Jr. The street address of the Company's initial registered agent is: 1110 Warm Springs Ave., Boise, ID 83712.

**SECTION IV  
GOVERNORS**

The names and addresses of the Company's initial governors are:

Joseph D. McCollum, Jr.  
1110 Warm Springs Ave.  
Boise, ID 83712

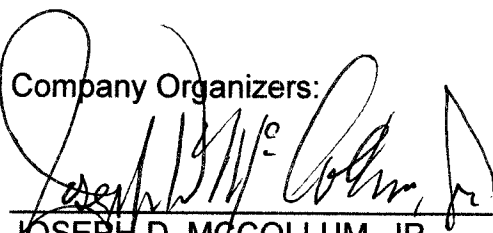
W. David McCollum  
P.O. Box 5492  
Twin Falls, ID 83303

**SECTION V  
CORRESPONDENCE**

The mailing address for future correspondence is: 1110 Warm Springs Ave., Boise, ID 83712.

EXECUTED this 30<sup>th</sup> day of April, 2019.

Company Organizers:

  
\_\_\_\_\_  
JOSEPH D. MCCOLLUM, JR.

  
\_\_\_\_\_  
W. DAVID MCCOLLUM