

B0932-7968 10/15/2024 4:55 PM Received by Office of the Idaho Secretary of State

STATEMENT OF CONVERSION

AgVenture Tech, LLC, an Idaho limited liability company
into
AgVenture Tech, Inc., an Idaho corporation

For Office Use Only

-FILED-

File #: 0005942973

Date Filed: 10/15/2024 4:55:00 PM

The following Statement of Conversion is signed on behalf of the converting entity in accordance with Idaho Code § 30-22-405:

1. The name of the converting entity is AgVenture Tech, LLC, an Idaho limited liability company.
2. The name of the converted entity is AgVenture Tech, Inc., an Idaho corporation.
3. The effective date of conversion is upon filing.
4. The plan of conversion was approved in accordance with the provisions of Part 4 of the Idaho Model Entity Transactions Act, Idaho Code § 30-22-101 et seq.
5. The Articles of Incorporation of AgVenture Tech, Inc., the converted entity, is attached hereto as Exhibit A.

Date: October 1, 2024

AgVenture Tech, LLC
an Idaho limited liability company

By: 
Name: Carl D Hays III
Title: Member

Exhibit A
(To Statement of Conversion)

ARTICLES OF INCORPORATION OF AGVENTURE TECH, INC.

[See attached]

AGVENTURE TECH, INC.

Articles of Incorporation

ARTICLE I

NAME

The name of this corporation is AgVenture Tech, Inc. (the “**Corporation**”). The corporation’s mailing address is c/o Layne Lewis, P.O. Box 1757, Eagle, ID 83616.

ARTICLE II

AUTHORIZED SHARES

A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 10,000,000 shares of Common Stock, no par value per share and 10,000,000 shares of Preferred Stock, no par value per share.

B. The board of directors is authorized, without shareholder approval, to (a) classify any unissued shares into one (1) or more classes or into one (1) or more series within a class; (b) reclassify any unissued shares of any class into one (1) or more classes or into one (1) or more series within one (1) or more classes; or (c) reclassify any unissued shares of any series of any class into one (1) or more classes or into one (1) or more series within a class.

C. If the board of directors acts pursuant to Section B of this Article, it shall determine the terms, including the preferences, rights, and limitations, to the same extent permitted under Idaho Code Section 30-29-601, of (a) any class of shares before the issuance of any shares of that class; or (b) any series within a class before the issuance of any shares of that series.

ARTICLE III

REGISTERED OFFICE AND AGENT

The name and address of the registered agent is:

Layne Lewis
208 S. Academy Ave, Ste. 160
Eagle, ID 83616

ARTICLE IV

INCORPORATOR

The name and address of the sole incorporator is:

Kris Ormseth
Stoel Rives, LLP
101 S. Capitol Blvd., Suite 1900
Boise, ID 83702

ARTICLE V
SHAREHOLDER ACTION WITHOUT A MEETING

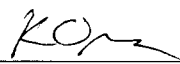
Any action required or permitted under the Idaho Business Corporation Act to be taken at a shareholders' meeting may be taken without a meeting, and without prior notice, if a consent in writing setting forth the action so taken is signed by the holders of the outstanding shares of Common Stock having not less than the minimum number of votes that would be required to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted.

ARTICLE VI
LIMITATION OF LIABILITY

To the full extent permitted by Idaho law as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

ARTICLE VII
INDEMNIFICATION

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by Idaho law as presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article VII. No amendment to or repeal of this Article VII shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.



Kris Ormseth, Incorporator