



CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

Title 30, Chapters 21 and 25, Idaho Code

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-FILED-

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1. The name of the limited liability company is:
Take Note Management, LLC

(Remember to include the words "Limited Liability Company," "Limited Company," or the abbreviations L.L.C., LLC, or LC)

2. The complete street and mailing addresses of the principal office is:
1724 Hickory Street Sandpoint, ID 83864

(Street Address)

(Mailing Address, if different)

3. The name and complete street address of the registered agent:

Stacey Marsh

1724 Hickory Street Sandpoint, ID 83864

(Name)

(Address)

4. The name and address of at least one governor of the limited liability company:

Stacey Marsh

1724 Hickory Street Sandpoint, ID 83864

(Name)

(Address)

(Name)

(Address)

(Name)

(Address)

(Name)

(Address)

5. Mailing address for future correspondence (annual report notices):

1724 Hickory Street Sandpoint, ID 83864

(Mailing Address)

Signature of organizer(s).

Printed Name: **Stacey Marsh**

Signature: Stacey Marsh
Stacey Marsh (May 24, 2022 13:27 PDT)

Printed Name: _____

Signature: _____

Secretary of State use only

TAKE NOTE MANAGEMENT, LLC, an Oregon limited liability company

PLAN OF DOMESTICATION

RECITALS

WHEREAS, the Company is a limited liability company duly organized and existing under the laws of the State of Oregon.

WHEREAS, the Company wishes to change its domicile and entity jurisdiction from Oregon to Idaho by domestication on the terms set forth herein;

WHEREAS, domestication of a company to Idaho is permitted by Idaho Code Title 30, Chapter 22; and

WHEREAS, the Members in the Company, by their signature, approve this Plan of Domestication.

PLAN OF DOMESTICATION

NOW THEREFORE, the Company agrees, as of March 1, 2022, as follows:

1. *Conversion and Domestication.* The Company shall convert from an Oregon company to an Idaho company by domesticating to Idaho pursuant to Idaho Code § 30-22-502. Following domestication the Company shall be governed by the laws of the State of Idaho. The change in jurisdiction of the Company to Idaho shall herein be referred to as the "Domestication."
2. *Effective Date.* The Domestication shall be effective upon (a) the filing of a Statement of Domestication with the Secretary of State of the State of Idaho; (b) the filing of a Certificate of Organization for Take Note Management, LLC with the Idaho Secretary of State; and (c) the filing of Dissolution with the Secretary of State of the Oregon, which filings shall be made as soon as practicable. The time of such effectiveness shall herein be referred to as the "Effective Date."
3. *Interest Holders.* On the Effective Date, each membership interest in the Oregon company shall be the same ownership interest in the Idaho company.
4. *Succession.* On the Effective Date, all of the rights, privileges, debts, liabilities, powers and property of the Company as an Oregon company shall continue to be the rights, privileges, debts, liabilities and powers of the Company as an Idaho Company in the manner and as more fully set forth in Idaho Code Title 30, Chapter 22. Without limiting the foregoing, upon the Effective Date, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, agreements, contracts and other assets of every kind and description of the Company shall continue to be vested in and devolved upon the Company without

further act or deed. All rights of creditors of the Company and all liens upon any property of the Company shall be preserved unimpaired, and all debts, liabilities and duties of the Company shall continue to be obligations of the Company.

5. *Certificate of Organization and Operating Agreement.* The Company shall file a Certificate of Organization together with the Plan of Domestication.

The Operating Agreement adopted by the owners of the Company prior to domestication, shall not change following the Effective Date of the Domestication.

6. *Managers.* The managers of the Company immediately prior to the Effective Date shall continue in office following the Effective Date of the Domestication and shall continue to serve until such time as specified in the Company's operating agreement.
7. *Amendment.* This Plan of Domestication may be amended by the Managers of the Company at any time prior to the Effective Date, provided that an amendment made subsequent to the approval of this plan by members of the Company shall not alter or change (a) the amount or kind of membership interest(s) to be received by the members hereunder, (b) any term of the Certificate of Organization or Operating Agreement, other than changes permitted by Idaho Law, or (c) any of the terms and conditions of this Plan of Domestication if such alteration or change would adversely affect the holders of any class or series of ownership interests in the Company.
8. *Abandonment or Deferral.* At any time before the Effective Time, this Plan of Domestication may be terminated and the Domestication may be abandoned by the Managers of the Company, or the consummation of the Domestication may be deferred for a reasonable period of time if, in the opinion of the Managers of the Company, such action would be in the best interests of the Company. In the event of termination of this Plan of Domestication, this Plan of Domestication shall become void and of no effect and there shall be no liability on the part of the Company or its Managers with respect thereto, except that the Company shall pay all expenses incurred in connection with the Domestication or in respect of this Plan of Domestication or relating thereto.

This Plan of Domestication has been adopted by the Managers of Take Note Management, LLC as of the date set forth above.

TAKE NOTE MANAGEMENT, LLC

By: Stacey Marsh
Stacey Marsh (May 24, 2022 13:27 PDT)
Name: Stacey Marsh, Managing-Member

Dated: March 1, 2022

By: Stacey Marsh
Stacey Marsh (May 24, 2022 13:27 PDT)
Name: Stacey Marsh, sole Member

Dated: March 1, 2022