

**STATEMENT OF CONVERSION  
OF  
VINCENT FAMILY KETCHUM LIMITED LIABILITY LIMITED PART -FILED-**

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**THIS STATEMENT OF CONVERSION** ("Statement") is made and entered into this 19<sup>th</sup> day of May, 2023 by **VINCENT FAMILY KETCHUM LIMITED LIABILITY LIMITED PARTNERSHIP**, an Idaho limited liability limited partnership ("Partnership"). All defined terms are designated, unless the context requires otherwise.

**RECITALS**

**WHEREAS**, the Partnership was duly established on February 12, 2018 as Vincent Family Ketchum Limited Partnership 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 was converted from an Idaho limited partnership to an Idaho limited liability limited partnership on February 23, 2023 by way of its Amendment to Certificate of Registration of Limited Partnership being filed with the Secretary as of that date;

**WHEREAS**, the Partnership is a validly existing Idaho limited liability 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 "Vincent Family Ketchum Limited Liability Company" ("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" attached to this Statement are incorporated into this Statement by reference.

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 Partners of Vincent Family

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Ketchum Limited Liability Limited Partnership dated May 19, 2023 ("Consent"). The Consent is attached to this Statement as Exhibit "A".

3. The Company's public organic record, its Certificate of Organization dated May 19, 2023, 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.

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 read, 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 binds, and inures to the benefit of, the Partnership and its partners and their successors, assigns, executors, heirs, devisees, legatees, beneficiaries, representatives, agents and administrators.

[signatures on following page]

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

PARTNERSHIP:

**VINCENT FAMILY KETCHUM LIMITED LIABILITY LIMITED PARTNERSHIP**,  
an Idaho limited liability limited partnership

By: Margaret J. Vincent

**MARGARET J. VINCENT**, Trustee  
of the Margaret J. Vincent Trust under  
agreement dated August 5, 2020,  
as amended, General Partner

**EXHIBIT "A"**  
**TO THE**  
**STATEMENT OF CONVERSION**  
**OF**  
**VINCENT FAMILY KETCHUM LIMITED LIABILITY LIMITED PARTNERSHIP**

[Refer to the Unanimous Written Consent in Lieu of a Meeting of the Partners of Vincent Family Ketchum Limited Liability Limited Partnership dated May 19, 2023 attached hereto and incorporated herein by reference]

**UNANIMOUS WRITTEN CONSENT  
IN LIEU OF A MEETING OF THE PARTNERS OF  
VINCENT FAMILY KETCHUM LIMITED LIABILITY LIMITED PARTNERSHIP**

The undersigned, constituting the partners ("Partners") of Vincent Family Ketchum Limited Liability Limited Partnership, an Idaho limited liability limited partnership ("Partnership"), in lieu of a meeting of the Partners, after presentation to the 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 "Vincent Family Ketchum Limited Liability Company" 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 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 Vincent Family Ketchum Limited Liability Company to be adopted and implemented in conjunction therewith.

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

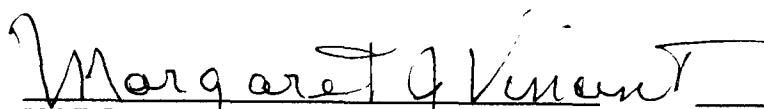
**FURTHER RESOLVED**, that the Partners be, and the same hereby are, authorized and directed to undertake and complete all the acts and affairs deemed advisable by them, in their sole and absolute discretion, to fully effectuate the foregoing resolutions.

The undersigned have hereto signed their names as the Partners to the same extent and for all purposes as if an actual meeting of the Partners 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. This instrument may be executed in one or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument. Use of facsimile, e-mail or other electronic medium shall have the same force and effect as an original signature.

Dated: Effective May 19, 2023

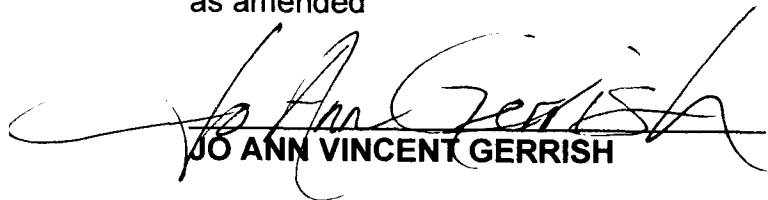
[signatures on following page]

PARTNERS:



**MARGARET J. VINCENT**, Trustee of  
the Margaret J. Vincent Trust under  
agreement dated August 5, 2020,  
as amended

**LAURA JOY VINCENT VIZZUTTI**



**JO ANN VINCENT GERRISH**

**MARILYN JANE VINCENT GRIFF**

**CAROL MARIAN VINCENT MILLER**

**ROGER WARREN VINCENT**

**SUSAN LYNN VINCENT**

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**JO ANN VINCENT GERRISH**

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**MARILYN JANE VINCENT GRIFF**

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**CAROL MARIAN VINCENT MILLER**

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**ROGER WARREN VINCENT**

 6/12/2023  
\_\_\_\_\_  
**SUSAN LYNN VINCENT**

**EXHIBIT "B"**  
**TO THE**  
**STATEMENT OF CONVERSION**  
**OF**  
**VINCENT FAMILY KETCHUM LIMITED LIABILITY LIMITED PARTNERSHIP**

[Refer to the Certificate of Organization of Vincent Family Ketchum Limited Liability Company dated May 19, 2023 attached hereto and incorporated herein by reference]

**CERTIFICATE OF ORGANIZATION  
OF  
VINCENT FAMILY KETCHUM LIMITED LIABILITY COMPANY**

The undersigned, for the purpose of organizing a limited liability company pursuant to Idaho law, without limitation, the Idaho Uniform Limited Liability Company Act ("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: Vincent Family Ketchum Limited Liability Company.

**SECTION II  
PRINCIPAL OFFICE**

The street address of the Company's principal office is: 2024 E. 3950 N., Filer, ID 83328. The mailing address of the Company's principal office is: 2024 E. 3950 N., Filer, ID 83328.

**SECTION III  
REGISTERED AGENT**

The name of the Company's initial registered agent is: Jo Ann Gerrish. The street address of the Company's initial registered agent is: 2024 E. 3950 N., Filer, ID 83328.

**SECTION IV  
GOVERNOR**

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

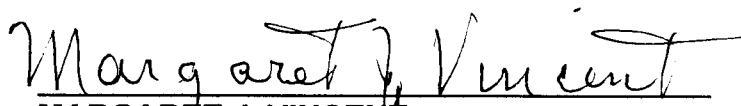
Margaret J. Vincent  
2024 E. 3950 N.  
Filer, ID 83328

**SECTION V  
CORRESPONDENCE**

The mailing address for future correspondence is: 2024 E. 3950 N., Filer, ID 83328.

EXECUTED this 19<sup>th</sup> day of May, 2023.

Company Organizer:

  
**MARGARET J. VINCENT**