

B0243-3370 05/21/2019 12:31 PM Received by ID Secretary of State Lawrence Denney



STATEMENT OF CONVERSION

Pursuant to § 30-22-405, Idaho Code
Filing fee: \$30 typed, \$50 not typed
Complete and submit the form in duplicate.

For Office Use Only
-FILED-
File #: 0003520055
Date Filed: 5/21/2019 12:31:00 PM

Note: Conversion documents are complex. Please seek appropriate legal and/or financial advice before making this important business decision.

1. CONVERTING ENTITY:

Name: Gem Prep: Nampa, Inc.
Jurisdiction: Idaho
Type: Corporation
(Corporation, Limited Liability Company, Limited Partnership, etc...)

- This is a domestic entity, and this plan of conversion was approved in accordance with § 30-22-403, Idaho Code.
- This is a foreign entity, and this plan of conversion was approved in accordance with the law of its jurisdiction of formation.

2. CONVERTED ENTITY:

Name: Gem Prep: Nampa, LLC
Jurisdiction: Idaho
Type: Limited Liability Company
(Corporation, Limited Liability Company, Limited Partnership, etc.)

- a. If this is a **domestic** entity or domestic limited liability partnership, please attach a copy of the entity's public organic record, or statement of qualification.
- b. If this is a **foreign** entity please designate a registered agent in the space provided:

(The registered agent's name)

3. EFFECTIVE DATE OF CONVERSION: Effective upon filing
 On future date: 7-1-2019
(Enter date - not more than 90 days in the future)

Printed Name: Barbara Femreite
Capacity: CFO
Signature: Barbara A Femreite

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**PLAN OF CONVERSION TO
LIMITED LIABILITY COMPANY**

THIS PLAN OF CONVERSION (this "Plan") is hereby adopted this 20th day of March, 2019, by Gem Prep: Nampa, Inc., an Idaho nonprofit corporation (the "School").

RECITALS

WHEREAS, the Company is an Idaho corporation, formed March 23, 2015; and


WHEREAS, the Board of Directors of the Company (the "Board") desires to convert the Company to Gem Prep: Nampa, LLC, an Idaho limited liability company ("GPN LLC").

NOW THEREFORE, the Board hereby adopts the following:

1. The Board hereby approves the conversion of the School to GPN LLC (the "Conversion").
2. The Board intends the School to continue its existence as an Idaho limited liability company after its conversion to GPN LLC.
3. GPN LLC shall assume all of the School's obligations under existing loans, bonds and other indebtedness
4. The Idaho Statement of Conversion converting the School to GPN LLC is attached as Exhibit A.
5. The Idaho Certificate of Organization for GPN LLC is attached as Exhibit B.
6. The Conversion shall be effective July 1, 2019.
7. Pursuant to Idaho Code §33-601(4)(b), the Board determines it to be in the interest of the School to transfer all real and personal property to GPN LLC without consideration.

IN WITNESS WHEREOF, this Plan is executed by the Board as of the date first written above.

Gem Prep: Nampa, Inc.

By: 
Name: Dennis Turner
Title: Chairman of the Board of Directors

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CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

Title 30, Chapters 21 and 25, Idaho Code

Base Filing fee: \$100.00 + \$20.00 for manual processing (form must be typed).

1. The name of the limited liability company is:

Gem Prep: Nampa, LLC

(Name of the limited liability company)

2. The complete street and mailing addresses of the principal office is:

600 South Ave., Deary, Idaho 83823

(Street Address)

PO Box 86, Deary Idaho 83823

(Mailing Address, if different)

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

Barbara A. Femreite

107 First Ave. Deary, Idaho 83823

(Name)

(Address)

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

Dennis Turner

4040 Amber Ln. Pocatello, Idaho 83202

(Name)

(Address)

Murray Stanton

1371 Mica Mountain Road, Deary, Idaho 83823

(Name)

(Address)

(Name)

(Address)

(Name)

(Address)

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

PO Box 86, Deary, Idaho 83823

(Mailing Address)

Signature of organizer(s).

Printed Name: **Barbara A. Femreite**

Signature: *Barbara A. Femreite*

Printed Name: _____

Signature: _____

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