

STATEMENT OF CONVERSION

Converting **MURPHYS GRANARY, INC., an Idaho corporation to MURPHYS GRANARY, LLC, an Idaho limited liability company**

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-FILED-

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This Statement of Conversion has been adopted by the MURPHYS GRANARY, INC., an Idaho corporation ("Company") as of March 18, 2024. It is effective when accepted by the Idaho Secretary of State.

WITNESSETH

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

WHEREAS, the Company wishes to change from a corporation to a limited liability company on the terms set forth herein; and

WHEREAS, the Shareholders of the Company, together with the Directors, have adopted a resolution approving this Statement of Conversion;

WHEREAS, the conversion is to be effective immediately upon acceptance by the Idaho Secretary of State.

NOW THEREFORE, the Company agrees as follows:

1. *Conversion.* The Company shall convert from a corporation to a limited liability company ("LLC"). Following the conversion, the Company shall be governed by the laws of the State of Idaho.
2. *Effective Date.* The conversion shall be effective upon acceptance by the Idaho Secretary of State. The time of such effectiveness shall herein be referred to as the "Effective Date."
3. *Interest Holders.* The Company is a corporation with Anahe Estigarribia and Lisa Hazan, husband and wife, owning one hundred percent of the outstanding shares.
4. *Succession.* On the Effective Date, all of the rights, privileges, debts, liabilities, powers and property of the corporation shall continue to be the rights, privileges, debts, liabilities and powers of the Company as an Idaho limited liability company in the manner and as more fully set forth in the Idaho Entity Transactions Act. 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.

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5. *Certificate of Organization.* The Company shall file a Certificate of Organization with the Secretary of State of Idaho, which shall be the certificate of incorporation of the Company following the Conversion.
6. *Directors and Officers.* On the Effective Date, the Officers and Directors shall be deemed to have resigned and the Manager shall be responsible for the Company.
7. *Amendment.* This Statement of Conversion may be amended by the shareholders of the Company at any time prior to the Effective Date, provided that an amendment made subsequent to the approval of this plan by the shareholders of the Company shall not alter or change (a) the amount or kind of membership interest, or other securities, interests, obligations, rights to acquire shares, other securities or interests, cash, or other property to be received by the members hereunder, (b) any term of the Certificate of Formation, other than changes permitted by Idaho Law, or (c) any of the terms and conditions of this Statement of Conversion if such alteration or change would adversely affect the holders of any class or series of stock of the Company.
8. *Abandonment or Deferral.* At any time before the Effective Time, this Statement of Conversion may be terminated and the Conversion may be abandoned by the shareholders of the Company, or the consummation of the Conversion may be deferred for a reasonable period of time if, in the opinion of the Members of the Company, such action would be in the best interests of the Company. In the event of termination of this Statement of Conversion, this Statement of Conversion shall become void and of no effect and there shall be no liability on the part of the Company or its Members with respect thereto, except that the Company shall pay all expenses incurred in connection with the Conversion or in respect of this Statement of Conversion or relating thereto.

This Statement of Conversion has been adopted by the shareholders of MURPHYS GRANARY, INC. as of the date set forth above.

MURPHYS GRANARY, INC., an Idaho corporation

APPROVED BY THE BOARD:

By: Anahe Estigarribia
604-663-4349, 604-663-4349
 Name: Anahe Estigarribia, President

APPROVED BY THE SHAREHOLDERS

By: [Signature]
604-663-4349, 604-663-4349
 Name: Lisa Hazan, Shareholder

By: Anahe Estigarribia
604-663-4349, 604-663-4349
 Name: Anahe Estigarribia, Shareholder



Reset Form



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:

Murphys Granary, 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:

534 Lavina Ave Sandpoint, ID 83864

(Street Address)

PO Box 1528 Sandpoint, ID 83864

(Mailing Address, if different)

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

Lisa Hazan

(Name)

534 Lavina Ave Sandpoint, ID 83864

(Address)

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

Anahe Estigarribia, Manager

(Name)

PO Box 1528 Sandpoint, ID 83864

(Address)

(Name)

(Address)

(Name)

(Address)

(Name)

(Address)

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

PO Box 1528 Sandpoint, ID 83864

(Mailing Address)

Signature of organizer(s).

Printed Name: Anahe Estigarribia

Signature: Anahe Estigarribia
Anahe Estigarribia (Apr 2, 2024 02:45 PDT)

Printed Name: Lisa Hazan

Signature: Lisa Hazan
Lisa Hazan (Mar 19, 2024 05:16 PDT)

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