

**STATEMENT OF CONVERSION  
OF A CORPORATION  
TO A PROFESSIONAL LIMITED LIABILITY COMPANY**

**November 8, 2018**

For Office Use Only

**-FILED-**

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**WILSON POLITO, INC.**, an Idaho corporation, hereby elects to convert to a professional limited liability company pursuant to applicable law, by filing this Statement of Conversion and the attached Certificate of Organization.

**1. Name, Jurisdiction, and Type of the Converting Entity Making the Election.**

The name, jurisdiction, and type of the entity making the election to convert to a professional limited liability company (the “**Converting Corporation**”) are as follows:

**Wilson Polito, Inc.**

The Converting Corporation is an Idaho corporation.

**2. Election to Convert into a Professional Limited Liability Company; Name, Jurisdiction, and Type of Entity of the Converted Entity**

The Converting Corporation hereby elects to become a professional limited liability company. The name, jurisdiction, and type of the professional limited liability company into which the Converting Corporation is being converted (the “**Converted PLLC**”) are as follows:

**Wilson Polito, PLLC**

The Converted PLLC is an Idaho professional limited liability company.

**3. Effective Time of Conversion.**

The election of the Converting Corporation to become a limited liability company shall be effective when this Statement of Conversion is filed by the Idaho Secretary of State (the “**Effective Time**”).

**4. Approval by Board of Directors and Shareholders of Converting Corporation in Accordance with Title 30, Chapter 22, Part 4 of the Idaho Statutes.**

The election of the Converting Corporation to become a limited liability company (the “**Conversion**”) has been approved by the Board of Directors and the Shareholders of the Converting Corporation as required by Title 30, Chapter 22, Part 4 of the Idaho Statutes.

5. **Certificate of Organization of the Converted LLC.**

Filed with this Statement of Conversion is a Certificate of Organization (“**Certificate of Organization**”) which shall be the “**public organic record**” of the Converted PLLC.

6. **Conversion of Shares into Units.**

The membership interests of the Converted LLC are divided into units (“**Units**”). At the Effective Time, each share of the Common Stock of the Converting Corporation which is issued and outstanding immediately prior to the Effective Time (collectively, the “**Shares**”) shall, *ipso facto* and without any action on the part of the holder thereof, become and be converted into **one Unit** of the Converted LLC.

*[End of Text of Statement of Conversion • Only Signature Page Follows]*

**IN WITNESS WHEREOF**, the Converting Corporation, through its authorized officer, has duly executed and delivered this Statement of Conversion pursuant to the applicable law, as of the date first above written.

**WILSON POLITO, INC.**  
**An Idaho corporation**

By: 

Nathan M. Wilson, O.D., President



# CERTIFICATE OF ORGANIZATION PROFESSIONAL LIMITED LIABILITY COMPANY

Title 30, Chapters 21 and 25, Idaho Code  
Filing fee: \$100 typed, \$120 not typed  
Complete and submit the application in duplicate.

1. The name of the professional limited liability company is:

Wilson Polito, PLLC

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

739 Bryden Ave, Suite A, Lewiston, ID 83501

(Street Address)

(Mailing Address, if different)

3. Name and street address of registered agent in Idaho:

Nathan M. Wilson, O.D. 2542 Blaine Rd, Moscow, ID 83843

(Name)

(Address)

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

Nathan M. Wilson, O.D. 2542 Blaine Rd, Moscow, ID 83843

(Name)

(Address)

Julia C. Polito, O.D. 2542 Blaine Rd, Moscow, ID 83843

(Name)

(Address)

(Name)

(Address)

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

739 Bryden Ave, Suite A, Lewiston, ID 83501

(Address)

6. The limited liability company is a professional company, and the principal profession or professions for which members are duly licensed or otherwise legally authorized to render professional services is:

Optometry

7. Signature of a manager, member, or an organizer.

Printed Name: Nathan M. Wilson, O.D.

Signature: [Signature]

Printed Name: Julia C. Polito, O.D.

Signature: [Signature]

Rev. 11/2017

Secretary of State use only

**EXHIBIT A**  
**to the**  
**CERTIFICATE OF ORGANIZATION**  
**of**  
**WILSON POLITO, PLLC**

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This Professional Limited Liability Company (the “**Company**”) is to be managed by its Manager or Managers. Subject to change in any manner as may be provided in the Company’s Operating Agreement (as such Operating Agreement may be adopted or amended from time to time in accordance with its terms), *(a)* the Manager of the Company shall be a Board of Directors consisting of such number of persons (“**Directors**”) as may be authorized under the Operating Agreement then in effect (which Directors may be divided into classes, with each class having such rights, powers, and privileges as are provided under the Company’s Operating Agreement), *(b)* any one or more Directors, or one or more other persons who are specifically authorized and empowered under the Company’s Operating Agreement, authorized and empowered under a resolution of the Board of Directors, or otherwise acting upon or at the express written direction of the Board of Directors, as the case may be, may execute any document or take any action on behalf of the Company within such authority and empowerment, and such action shall be binding upon the Company, *and (c)* unless and until changed in accordance with the Operating Agreement then in effect, there shall be **two (2) Directors** of the Company and the following persons shall constitute the **two (2) Directors** of the Company:

**NATHAN M. WILSON, O.D.**  
**2542 Blaine Rd**  
**Moscow, ID 83843**

**JULIA C. POLITO, O.D.**  
**2542 Blaine Rd**  
**Moscow, ID 83843**

The Directors of the Company shall also constitute “Governors” of the Company.