Articles of Conversion - Business Entities

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - sos.oregon.gov/business - Phone: (503) 986-2200

FILED

MAR 29 2019

OREGON
SECRETARY OF STATE

REGISTRY NUMBER: 1193980-97

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in **Black** Ink. Attach Additional Sheet if Necessary.

1. **Name of Business Entity Prior to Conversion:** KLOSH GROUP LLC

2. **Type of Business Entity Prior to Conversion:** Domestic LIMITED LIABILITY COMPANY

3. **Name of Business Entity After Conversion:** KLOSH GROUP, INC.

4. **Type of Business Entity After Conversion:** Domestic CORPORATION

5. **Will the converted entity have continued existence in Oregon?** Yes [X] No [ ]

6. **If no, where will the jurisdiction be?**

7. **Select one of the following:**

[ ] A copy of the plan of conversion is attached.

[X] Address where the plan of conversion is on file.

Address 10725 SW Barbur Blvd, Suite 202

City Portland State OR Zip Code 97219

A copy will be provided upon request to any owner, member or shareholder at no cost. Each party (as specified by the statute) to the conversion obtained authorization and approval in accordance with the statutes that govern the business entity.

8. **Provide additional information required for new entity type. (Required)**

See attached

9. **Execution:** (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)
I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of the person, any officers, directors, employees, or agents of the corporation, or any members, managers, employees, or agents of the limited liability company. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

Signature: **Printed Name:** JEFF CARDWELL **Title:** PRESIDENT

CONTACT NAME: (To resolve questions with this filing)

PHONE NUMBER: (Include area code)

KLOSH GROUP, INC.

119398097-19917496 CNV

Articles of Conversion (11/17)

Articles of Incorporation - Business/Professional

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - sos.oregon.gov/business - Phone: (503) 986-2200

[X] BUSINESS CORPORATION (Complete items 1, 2, 3, 4, 5, 6, 9, 10, 11. Items 7 and 8 are optional.)

[ ] PROFESSIONAL CORPORATION (Complete all Items. Note: Item 8 is optional.)

REGISTRY NUMBER: 1193980-97

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in **Black** Ink. **Attach Additional Sheet If Necessary.**

1. **NAME OF CORPORATION:** KLOSH GROUP, INC.

NOTE: For a BUSINESS CORPORATION, the name must contain the word "Corporation", "Company", "Incorporated", or "Limited" or an abbreviation of one of such words. For a PROFESSIONAL CORPORATION, the name must contain the words "Professional Corporation", or abbreviations thereof, i.e., "P.C.", or Prof. Corp".

2. **PRINCIPAL OFFICE:** (Must be a physical street address)

10725 SW Barbur Blvd, Suite 202

Portland OR 97219

3. **REGISTERED AGENT:** (Individual or entity that will accept legal service for this business)

COGENCY GLOBAL INC.

4. **REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS:** (Must be an **Oregon Street Address**, which is identical to registered agent's office.)

325 13th Street NW, Suite 404

Salem, OR 97301

5. **ADDRESS WHERE THE DIVISION MAY MAIL NOTICES:**

10725 SW Barbur Blvd, Suite 202

Portland OR 97219

6. **NUMBER OF SHARES: (At least one share must be listed.)**

1

7. **IF RENDERING A LICENSED PROFESSIONAL SERVICE OR SERVICES, DESCRIBE THE SERVICE(S) BEING RENDERED:** ***(PROFESSIONAL CORPORATION ONLY)*** *ORS 58.015(5)(m)*

8. **OPTIONAL PROVISIONS:** (Attach a separate sheet if necessary.)

[ ] **BENEFIT COMPANY:** The Corporation is a benefit company subject to ORS 60.750 - 60.770. (additional requirements apply)

[ ] **INDEMNIFICATION** The corporation elects to indemnify its directors, officers, employees, agents for liability and related expenses under ORS 58.185 or 60.387 - 60.414.

[ ] **SEE ATTACHED**

9. **WHO IS FORMING THIS BUSINESS?** (INCORPORATORS)
List names and addresses of each incorporator.
Attach a separate sheet if necessary.

Jeff Caldwell

10725 SW Barbur Blvd, Suite 202

Portland OR 97219

10. **INDIVIDUAL WITH DIRECT KNOWLEDGE**
List the name and address of at least one individual who is a director, or controlling shareholder of the corporation or an authorized representative with direct knowledge of the operations and business activities of the corporation.

Jeff Caldwell

10725 SW Barbur Blvd, Suite 202

Portland OR 97219

11. **EXECUTION/SIGNATURE OF EACH PERSON WHO IS FORMING THIS BUSINESS:** (Incorporator)

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any officers, directors, employees or agents of the corporation. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:	**Printed Name:**	**Title:**
	Jeff Caldwell	President

CONTACT NAME: (To resolve questions with this filing)

PHONE NUMBER: (Include area code)

FEES

Required Processing Fee $100

Processing Fees are nonrefundable. Please make check payable to "Corporation Division".

Free copies are available at sos.oregon.gov/business using the Business Name Search program.