Articles of Conversion - Business Entities

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Sal

FILED: OCT 16, 2020
OREGON SECRETARY OF STATE

53402989-21525587

REGISTRY NUMBER: 534029-89

KB RESTAURANTS, LLC **CNV**

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is pu
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:** KB Restaurants, Inc.

2. **Type of Business Entity Prior to Conversion:** Domestic Corporation

3. **Name of Business Entity After Conversion:** KB Restaurants, LLC

4. **Type of Business Entity After Conversion:** Foreign Limited Liability Company

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 875 Country Club Road

   City Eugene State OR Zip Code 97401

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 Application for Authority to Transact Business

9. **Oregon Corporation and Limited Liability Company Requirement:**

   [ ] Oregon Corporations and Limited Liability Companies comply with House Bill 2191 by attaching an information change form that includes the Principal Place of Business and Individual with Direct Knowledge.

10. **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 any person including officers, directors, employees, members, managers or agents. 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: J. Karcher **Printed Name:** Joseph Karcher **Title:** President

CONTACT NAME: (To resolve questions with this filing)

PHONE NUMBER: (Include area code)

FEES

Domestic Required Processing Fee $100

Foreign Required Processing Fee $275

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.

Application for Authority to Transact Business - Foreign Limited Liability Company

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

REGISTRY NUMBER: _____
For office use only

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: KB Restaurants, LLC

NOTE: (Must contain the words "Limited Liability Company" or the abbreviations "LLC" or "L.L.C.") Must be identical to the name of record in home jurisdiction.

2) REGISTRY NUMBER IN HOME JURISDICTION _____

OR: CERTIFICATE OF EXISTENCE ☐ (ATTACHED)

(Please provide a web-verifiable registry number from the entity's home jurisdiction. Certain states, such as Delaware and New Jersey, do not provide status information online. Entities from such places must instead attach an official certificate of existence, current within 60 days of delivery to this office.)

3) DATE OF ORGANIZATION: _____ DURATION, IF NOT PERPETUAL: Perpetual

4) STATE OR COUNTRY OF ORGANIZATION: Delaware

5) THIS FOREIGN LIMITED LIABILITY COMPANY SATISFIES THE REQUIREMENTS OF ORS 63.714(3).

6) NAME OF OREGON REGISTERED AGENT: Joseph C. Karcher

7) REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS:
(Must be an **Oregon Street Address**, which is identical to the registered agent's business office.)
875 Country Club Road, Eugene, OR 97401

8) ADDRESS OF PRINCIPAL OFFICE OF THE BUSINESS:
875 Country Club Road, Eugene, OR 97401

9) ADDRESS WHERE THE DIVISION MAY MAIL NOTICES:
875 Country Club Road, Eugene, OR 97401

10) HOW WILL THIS LIMITED LIABILITY COMPANY BE MANAGED?

☐ This LLC will be member-managed by one or more members.
☒ This LLC will be manager-managed by one or more managers.

11) EXECUTION: (At least one member or manager must sign.)
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 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:	Title:
Joseph Karcher	Joseph Karcher	Manager
Carl Karcher	Carl Karcher	Manager

CONTACT NAME: (To resolve questions with this filing.)

PHONE NUMBER: (Include area code.)

FEES

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