20831210

FILED: FEB 10, 2021
OREGON SECRETARY OF STATE

20831210-21888220

WESTERN PNEUMATICS, LLC CNV

ARTICLES OF CONVERSION

FOR

WESTERN PNEUMATICS, INC.

TO

WESTERN PNEUMATICS, LLC

REGISTRY NUMBER: 208312-10

1. NAME OF BUSINESS ENTITY PRIOR TO CONVERSION: Western Pneumatics, Inc.

2. TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION: Corporation

3. NAME OF BUSINESS ENTITY AFTER CONVERSION: Western Pneumatics, LLC

4. TYPE OF BUSINESS ENTITY AFTER CONVERSION: Limited Liability Company

5. PLAN OF CONVERSION: Attached as Exhibit A.

6. EFFECTIVE DATE. The effective date of the conversion is 11:59 pm on February 15, 2021.

EXECUTION:

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.

Name: Robert R. Marshall
Title: President
110 N. Seneca Road
Eugene, OR 97402

CONTACT NAME AND PHONE NUMBER FOR QUESTIONS:

Pablo Valentine
541-686-8511

EXHIBIT A TO ARTICLES OF CONVERSION

PLAN OF CONVERSION

OF

Western Pneumatics, Inc., an Oregon corporation

TO

Western Pneumatics, LLC, an Oregon limited liability company

SECTION 1. CONVERSION

The shareholders and directors of Western Pneumatics, Inc., an Oregon corporation (the "Corporation") governed by ORS Chapter 60, desire to convert the Corporation to a limited liability company, governed by ORS Chapter 63.

SECTION 2. PLAN OF CONVERSION

2.1 CONVERTING ENTITY. The Corporation, an Oregon corporation prior to conversion, shall become Western Pneumatics, LLC, an Oregon limited liability company, (the "Company") after conversion.

2.2 ARTICLES OF CONVERSION. Articles of Conversion, which shall include this Plan of Conversion, shall be filed with the Secretary of State of the State of Oregon.

2.3 TERMS AND CONDITIONS. Upon the effective date of this conversion, the Corporation shall become the Company.

2.4 CONVERSION OF OWNERSHIP INTERESTS. On the effective date of this conversion, each share in the Corporation shall become an equivalent unit of membership interests in the Company.

2.5 EFFECTIVE DATE. The effective date of the conversion is 11:59 pm on February 15, 2021.

SECTION 3. ADDITIONAL INFORMATION ABOUT THE COMPANY.

3.1 PRINCIPAL OFFICE. The principal place of business is the same as for the Corporation.

3.2 REGISTERED OFFICE AND REGISTERED AGENT. The name and address of the registered office and agent are the same as for the Corporation.

3.3 NOTICES. The name and address of the person to whom notices may be mailed are the same as for the Corporation.

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3.4 MEMBER MANAGED. The Company shall be a member-managed limited liability company.

3.5 INDEMNIFICATION. The Company elects to indemnify its members, managers, employees, and agents for liability and related expenses under ORS 63.160 – 63.170.

3.5 ORGANIZER. The name and address of the organizer are:

Robert R. Marshall
110 N. Seneca Road
Eugene, OR 97402

3.7 INDIVIDUAL WITH DIRECT KNOWLEDGE. The name and address of the individual who is a member or manager of the Company with direct knowledge of the operations and business activities of the Company are:

Robert R. Marshall
110 N. Seneca Road
Eugene, OR 97402

3.8 DURATION. The existence of the Company shall be perpetual.