Pg 1

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: APR 21, 2022
OREGON SECRETARY OF STATE

30568398-23295434

REGISTRY NUMBER: 305683-98

CONCENTRIC SKY, LLC **CNV**

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

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

1. **Name of Business Entity Prior to Conversion:** Concentric Sky, Inc.

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

3. **Name of Business Entity After Conversion:** Concentric Sky, LLC

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

5. **Will the converted entity have continued existence in Oregon?** Yes ☒ No ☐

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

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

☐ A copy of the plan of conversion is attached.

☒ Address where the plan of conversion is on file.

Address 6330 South 3000 East, Suite 700

City Salt Lake City State UT Zip Code 84121

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)**

Concentric Sky, Inc. will be converted into an Oregon limited liability company under the name Concentric Sky, LLC

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 or document 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:	**Printed Name:**	**Title:**
Matt Kaminer	Matthew Kaminer	President

CONTACT NAME: (To resolve questions with this filing)

Matthew Kaminer

PHONE NUMBER: (Include area code)

(800) 203-6755

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.

Pg 2

Articles of Organization - 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: 305683-98

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 LIMITED LIABILITY COMPANY:** (Must contain the words "Limited Liability Company" or the abbreviations "LLC" or "L.L.C.")

Concentric Sky, LLC

2. **DURATION:** (Please check one.)
   - (•) Duration shall be perpetual.
   - ( ) Latest date upon which the Limited Liability Company is to dissolve is _____

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

6330 South 3000 East, Suite 700

Salt Lake City, UT 84121

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

CT Corporation System

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

780 Commercial Street SE, Suite 100

Salt Lake City, UT 84121

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

6330 South 3000 East, Suite 700

Salt Lake City, UT 84121

7. **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.

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

9. **OPTIONAL PROVISIONS:** (Attach a separate sheet if necessary.)
   - ( ) BENEFIT COMPANY: The Limited Liability Company is a benefit company subject to sections 1 to 11 of chapter 269, Oregon Laws 2013. (additional requirements apply)
   - (•) INDEMNIFICATION: The company elects to indemnify its members, managers, employees, agents for liability and related expenses under ORS 63.160 - 63.170.
   - ( ) SEE ATTACHED

10. **NAME AND ADDRESS OF EACH PERSON WHO IS FORMING THIS BUSINESS:** (ORGANIZER)

Matthew Kaminer

6330 South 3000 East, Suite 700

Salt Lake City, UT 84121

LIST MEMBERS AND/OR MANAGERS NAMES AND ADDRESSES (MAY BE REQUIRED BY YOUR BANK)

11. **OWNERS: (MEMBERS)** (Names and Addresses)

Instructure, Inc.

6330 South 3000 East, Suite 700

Salt Lake City, UT 84121

12. **MANAGERS: (MANAGERS)** (Names and Addresses)

Matthew Kaminer

6330 South 3000 East, Suite 700

Salt Lake City, UT 84121

13. **INDIVIDUAL WITH DIRECT KNOWLEDGE** (Name and Address) **List the name and address of at least one Individual who is a member or manager of the LLC or an authorized representative with direct knowledge of the operations and business activities of the LLC.**

Matthew Kaminer

6330 South 3000 East, Suite 700

Salt Lake City, UT 84121

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

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:
Matt Kaminer	Matthew Kaminer	President

CONTACT NAME: (To resolve questions with this filing)

Matthew Kaminer

PHONE NUMBER: (Include area code)

(800) 203-6755

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.