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: AUG 31, 2023
OREGON SECRETARY OF STATE

168854991-25236822

REGISTRY NUMBER: 1688549-91

VVOLT, INC. **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.

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:** Vvolt LLC
2. **Type of Business Entity Prior to Conversion:** limited liablity company
3. **Name of Business Entity After Conversion:** Vvolt, Inc.
4. **Type of Business Entity After Conversion:** corporation

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 2101 SE 6th Avenue

City Portland State OR Zip Code 97214

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)**

Converting from an Oregon limited liability company to an Oregon corporation

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

☐ Oregon Corporations and Limited Liability Companies must include the Principal Place of Business and Individual with Direct Knowledge. Include it in your document or attach an information change form.

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:**
Kyle Ranson Kyle Ranson (Aug 30, 2023 15:53 MDT)	Christopher Kyle Ranson	Member

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

PHONE NUMBER: (Include area code)
(503) 419-3000

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.

ARTICLES OF INCORPORATION

OF

VVOLT, INC.

The undersigned person of the age of 18 years or more, acting as incorporator under the Oregon Business Corporation Act (the "***Act***"), adopts the following Articles of Incorporation:

ARTICLE 1
Name of Corporation

The name of the Corporation is **VVOLT, INC.** and its duration shall be perpetual.

ARTICLE 2
Corporate Purpose

The purpose for which the Corporation is organized is to engage in any lawful activity for which corporations may be organized under the Act.

ARTICLE 3
Principal Office Address

The principal office and mailing address of the Company is:

2101 SE 6th Avenue
Portland, Oregon 97214

ARTICLE 4
Authorized Shares

4.1 Authorized Capital. The Corporation is authorized to issue one class of stock to be designated, "***Common Stock***." The total number of shares of Common Stock which the Corporation shall have authority to issue shall be ten million (10,000,000), having a par value of $0.0001 per share.

4.2 Common Stock. The holders of shares of the Common Stock shall be entitled to receive dividends out of funds of the Corporation legally available therefor, at the rate and the time or times as may be provided by the Board of Directors and shall be entitled to receive distributions legally payable to shareholders on the liquidation of the Corporation. The holders of shares of Common Stock, on the basis of one vote per share, shall have the right to vote for the election of members of the Board of Directors of the Corporation and the right to vote on all other matters, except where a separate class or series of the Corporation's shareholders vote by class or series.

ARTICLE 5
Shareholder Action Without a Meeting

Any action required or which may be taken at a meeting of shareholders of the Corporation may be taken without a meeting or a vote if, pursuant to the Bylaws, either (i) the action is taken with the prior written consent of all shareholders entitled to vote; or (ii) the action is taken with the written consent of shareholders holding of record, or otherwise entitled to vote in the aggregate, not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted. The action taken under this Article must be evidenced by one or more written consents describing the action taken, signed by all the shareholders entitled to vote on the action, or by those shareholders taking action under subsection (ii) of this Article, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Action taken under subsection (i) of this Article is effective when the last shareholder signs the consent, unless the consent specifies an earlier or later effective date. Action taken under subsection (ii) of this Article is effective when the consent or consents bearing sufficient signatures are delivered to the Corporation, unless the consent or consents specify an earlier or later effective date.

ARTICLE 6
Indemnification of Officers and Directors

6.1 **Indemnity Obligation**. The Corporation shall indemnify, to the fullest extent permitted by the Act, as the same exists or may hereafter be amended, any director or officer or former director or officer made, or threatened to be made, a party to or a witness or other participant in any proceeding, by reason of the fact that such person is or was a director or officer of the Corporation, against liability and expenses of the type indemnified against under the Act. No indemnification pursuant to this Article shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending proceeding, unless the Corporation has given its prior consent to such settlement or other disposition. Nothing contained in these Articles shall affect any rights to indemnification to which employees and agents, other than directors and officers, may be entitled, and the Corporation may indemnify these employees and agents to the fullest extent in the manner permitted by the Act, as the same exists or may hereafter be amended.

6.2 **Expenses**. Expenses incurred in connection with a proceeding shall be paid by the Corporation to or for any director or officer or former director or officer of the Corporation in advance of the final disposition of such proceeding, promptly upon such person's compliance with the expense advancement provisions of the Act as in effect from time to time.

6.3 **Nonexclusive Remedy**. The foregoing indemnification and advancement of expenses shall not be deemed exclusive of any other rights to which any person indemnified under this Article may be entitled. The Corporation is authorized to enter into contracts of indemnification with its directors now or hereafter serving. The Corporation is also entitled to purchase and maintain insurance as permitted under the Act as from time to time in effect.

6.4 **Enforceability**. The rights provided to any person by this Article shall be enforceable against the Corporation by such person, who shall be presumed to have relied upon it in serving or continuing to serve as a director or in any of the capacities set forth in this Article. The elimination of, or amendment to, this Article or any portion thereof shall not deprive any

person of any rights under this Article arising out of alleged or actual occurrences, acts or failures to act occurring prior to notice of that person of the elimination or amendment. The rights provided to any person by this Article shall inure to the benefit of that person's heirs and legal representatives.

6.5 **Meaning**. The terms used in this Article shall have the same meaning as set forth in the Act as in effect from time to time, unless a different meaning is permitted by law and is clearly indicated in this Article.

ARTICLE 7
Limitation of Director Liability

A director shall have no personal liability to the Corporation or its shareholders for monetary damages for conduct as a director except for: (i) any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) any unlawful distribution under Oregon law; (iv) any transaction from which the director derived an improper personal benefit; or (v) any act or omission occurring prior to the date that this Article becomes effective.

ARTICLE 8
Individual with Direct Knowledge

The name and address of the director and officer with direct knowledge of the operations and business activities of the Company is:

Christopher Kyle Ranson
2101 SE 6th Avenue
Portland, Oregon 97214

ARTICLE 9
Registered Office and Agent

The address of the initial registered office of the Corporation is 805 SW Broadway, Suite 2440, Portland, Oregon 97205, and the name of its initial registered agent at such address is WSCJ Business Services, Inc. Any notices required by the Act to be sent to the Corporation may be sent to the registered agent at the above address until the principal office of the Corporation has been designated in an annual report.

ARTICLE 10
Incorporator

The name and address of the incorporator are:

Jon R. Summers
805 SW Broadway, Suite 2440
Portland, Oregon 97205

16885499l

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.

DATED: August 31, 2023

Jon Summers

JON R. SUMMERS