

**ARTICLES OF CONVERSION**

FILED  
04/01/2014 4:54PM 000001 #1436  
APR 01 2014 0001  
BUSINESS REG \$100.00  
OREGON CHECK \$100.00  
SECRETARY OF STATE

1. The name of the business entity prior to conversion is:

**FOKSHA HOMES LLC.**

2. The type of business entity prior to conversion is: limited liability company.

3. The name of the business entity after conversion is:

**FOKSHA HOMES, INC.**

4. The type of business entity after conversion is: corporation.

5. A copy of the Plan of Conversion is attached.

6. The number of shares the corporation will have authority to issue is 100,000.

7. The name and address of each member of the Board of Directors is:

Oleg Foksha

8118 Kloshe Ct SE  
Salem, Oregon 97306

Igor Foksha

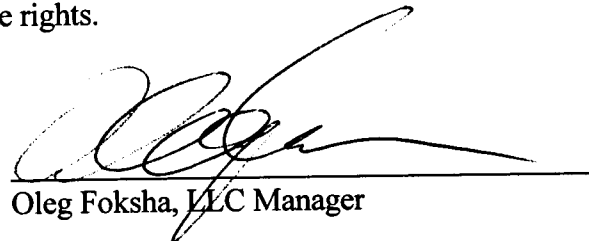
8118 Kloshe Ct SE  
Salem, Oregon 97306

8. The name of the Registered Agent is Registered Agent Service Company, LLC. The address of the Registered Office of the corporation is 435 Commercial Street NE, Suite 201, Salem OR 97301. The mailing address of the Registered Agent is PO Box 804, Salem OR 97308.

9. The corporation will have authority to provide indemnification as allowed under ORS 60.387 to 60.414.

10. The corporation elects to have preemptive rights.

**DATED:** Effective as of January 1, 2014.

  
Oleg Foksha, LLC Manager

Person to contact about this filing:

David H. Leonard

Phone Number: (503) 585-2255

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dhl foksha articles/la

Churchill Lea  
PO Box 804; S  
(503) 5

FOKSHA HOMES, INC



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## AGREEMENT AND PLAN OF CONVERSION

**WHEREAS**, FOKSHA HOMES LLC, an Oregon limited liability company (the "Company"), plans to convert into an Oregon corporation, subject to approval by the Members and Managers of the Company, and the filing of Articles of Conversion with the Oregon Secretary of State; and

**WHEREAS**, the Oregon Limited Liability Company Act and the Oregon Business Corporation Act allow the Company to adopt a Plan of Conversion,

**NOW, THEREFORE**, FOKSHA HOMES LLC hereby sets forth the details for such conversion into FOKSHA HOMES, INC., an Oregon corporation (the "Corporation"), in this Agreement and Plan of Conversion.

### AGREEMENT:

1 Foksha Homes LLC hereby agrees to convert the Company to an Oregon corporation (the "Conversion") to be known as FOKSHA HOMES, INC. and to perform such acts and execute such documents as may be necessary and/or convenient to effect the Conversion, including but not limited to, the execution of Articles of Conversion and Bylaws (the "Bylaws") of Foksha Homes, Inc., substantially in the forms submitted to the Members and Managers, respectively.

2. Conversion. Pursuant to ORS 63.467-497 and ORS 60.470-501, upon the filing of the Articles of Conversion with the Oregon Secretary of State, Foksha Homes LLC shall be converted into Foksha Homes, Inc. and, in connection therewith, Foksha Homes, Inc. shall issue the following number of shares of common stock, no par value in Foksha Homes, Inc. to the following individuals, in full and final conversion for their respective Membership Interests of Foksha Homes LLC:

Oleg Foksha	1,000 shares
Igor Foksha	1,000 shares

3. Effective Date. Pursuant to ORS 63.476(2), the effective date of this Conversion shall be as of January 1, 2014.

4. Amendment or Termination. This Agreement and Plan of Conversion may be amended or terminated by the Company and the Conversion may be abandoned at any time prior to filing the Articles of Conversion in Oregon, notwithstanding any prior approval of this Plan of Conversion by the Members of Foksha Homes LLC.

5. Assignment and Assumption of Assets and Liabilities. Effective as of the date hereof, the following assets and liabilities shall be transferred from Foksha Homes LLC and assigned to Foksha Homes, Inc.: (a) all personal, real and other property, tangible and intangible, including but not limited to contract rights, directly or indirectly owned; (b) all of the other assets

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of the Company, if any; and (c) all liabilities and obligations. Upon filing of the Articles of Conversion, Foksha Homes LLC shall be terminated and dissolved.

6. Taxpayer Identification Number. Notwithstanding the foregoing, the Company shall not be terminated for tax purposes by reason of the Conversion, but rather a new IRS Form SS-4 will be filed to transfer the taxpayer identification number to the surviving entity, Foksha Homes, Inc.

7. Business of Company. The business and all activities, rights, assets and liabilities of the Company shall continue to be carried on after the Conversion by Foksha Homes, Inc. in accordance with the provisions of the Oregon Business Corporation Act, the Articles of Conversion and Bylaws.

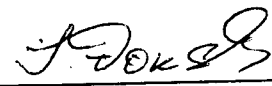
IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Conversion as of the date first set forth above.

FOKSHA HOMES LLC

By

  
Oleg Foksha, Member and Manager

By

  
Igor Foksha, Member and Manager