

FILED
DEC 29 2014
OREGON
SECRETARY OF STATE

ARTICLES OF CONVERSION

OF

RAMS HEAD DESIGNS LLC

REGISTRY NO.

927440-94

1. Name and Type of Business Entity Prior to Conversion

Rams Head Designs LLC, an Oregon limited liability company.

2. Name and Type of Business Entity After Conversion

Rams Head Designs, Inc., an Oregon corporation.

3. Plan of Conversion

Plan of Conversion adopted by the Company is attached hereto as *Exhibit 1*.

4. Additional Information Required for Corporation

4.1 Authorized Shares of Stock

The number of shares which the Corporation will have authority to issue is Five Thousand (5000) shares of voting common stock, and each share shall have no par value.

4.2 Registered Agent

The name and address of the initial registered agent are as follows:

NAME	ADDRESS
James W. Cupps	2060 Vista Avenue SE, Suite 170 Salem, OR 97302

4.3 Notice

The name and address of the person to whom the Corporation Division may mail notices until the principal office of the Corporation has been designated in an annual report is as follows:

NAME	ADDRESS
James W. Cupps	2060 Vista Avenue SE, Suite 170 Salem, OR 97302

RAMS HEAD DESIGNS, INC.



4.4 Incorporator

The name and address of the incorporator is as follows:

NAME	ADDRESS
David V. Hill	2060 Vista Avenue SE, Suite 170 Salem, OR 97302

4.5 Initial Directors

The names and addresses of the persons who are to serve as the initial Board of Directors of the Corporation until the first annual meeting of the Shareholders or until their successors are elected and shall qualify are as follows:

NAME	ADDRESSES
David V. Hill	2060 Vista Avenue SE, Suite 170 Salem, OR 97302
James W. Cupps	2060 Vista Avenue SE, Suite 170 Salem, OR 97302

4.6 Purposes

The object of this Corporation and the enterprise, business pursuit, and occupation in which this Corporation proposes to and will engage are as follows:

- 4.6.1 To engage in the business of the design, manufacture and sale of metal parts, and doing all other things necessary or incidental thereto.
- 4.6.2 To purchase, acquire, lease, own, hold, improve, develop, mortgage, pledge, exchange, invest in, trade in, deal with, sell, convey, assign, or otherwise dispose of any property, whether real or personal or mixed, tangible or intangible, or any legal or equitable interest or estate therein and wherever situated as the Corporation may deem necessary or convenient in the conduct of its business or affairs.
- 4.6.3 To borrow money, to incur indebtedness and to issue notes, bonds, debentures, or other obligations of the Corporation as evidence of such indebtedness. To mortgage, pledge, hypothecate, or convey in trust or otherwise any or all property of the Corporation as security for the payment of any such indebtedness.
- 4.6.4 To purchase or otherwise acquire in whole or in part the business, good will, rights, franchise, licenses, permits, assets, and property of every kind of any person, firm, association, or corporation and to issue, undertake, guarantee, or advance funds on any note, bond, contract, or other obligation, in whole or in part, of any person, firm, association, or corporation.

- 4.6.5 To acquire by purchase, subscription, contract, or otherwise and to hold, own, sell, assign, transfer, exchange, discount, mortgage, pledge, accept, or otherwise negotiate or dispose of and generally to deal in and with all forms of security including but without being limited to shares, stocks, bonds, debentures, notes, drafts, bills of exchange, warrants, mortgages, contracts, chooses in action, obligations, evidence of indebtedness, certificates of deposit, voting trust certificates, other negotiable or transferable instruments, and certificates of interest issues or created by corporations, associations, companies, partnerships, firms, trustees, syndicates, individuals, governments, states, municipalities, and other political and governmental divisions and subdivisions thereof, to make payment therefore in cash or by the issue of the stocks, bonds, notes, debentures, or other obligations or securities, or by any other lawful means of payment whatsoever, to receive, collect and dispose of interest, dividends, interest income thereon of and from any and all securities or evidence of interest therein.
- 4.6.6 To acquire by purchase or otherwise its own outstanding capital stock.
- 4.6.7 To contract with persons, firms, associations, corporations, or governmental units capable of contracting as to matters affecting the business or affairs of this Corporation, and to perform such contracts.
- 4.6.8 To acquire by purchase or otherwise the good will, business property rights, franchises, and assets of every kind, with or without undertaking, either wholly or in part, the liability of any person, firm, association, or corporation, and to acquire any business as a going concern or otherwise:
 - 4.6.8.1 By purchase of the assets thereof, wholly or in part;
 - 4.6.8.2 By acquisition of the shares, or any part thereof; or
 - 4.6.8.3 In any other manner and to pay for the same in cash or in the shares or bonds or other evidence of indebtedness of this Corporation, or otherwise to hold, maintain and operate or in any manner dispose of the whole or any part of the good will, business rights, and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of such business.
- 4.6.9 To buy, contract for, lease, and in any and all other ways acquire, take, hold, and own and to sell, mortgage, pledge, deed in trust, lease, and otherwise dispose of patents, licenses, and processes or rights thereunder, and franchise rights and governmental, state, territorial, county, and municipal grants and concessions of every character, which this Corporation may deem advantageous in the prosecution of its business, or in the maintenance, operation, development, or extension of its properties.
- 4.6.10 From time to time to apply for, purchase, acquire by assignment, transfer, or otherwise exercise, carry out and enjoy any benefit, right, privilege, prerogative, or power conferred by, acquired under, or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right, or privilege, which any governmental agency or corporation or other public body may be empowered to enact, make, or grant, to pay for, aid in, and contribute toward

carrying the same into effect and to appropriate any of this Corporation's shares, bonds, and/or assets to defray the costs, charges, and expenses therefore.

- 4.6.11 To promote or to aid in any manner, financially or otherwise, any person, corporation, or association of which any shares, bonds, notes, debentures, or other securities or evidence of indebtedness are held directly or indirectly by this Corporation, and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes, and other obligations of such other person, corporations, or associations, and to do any other acts, or things designated to protect, preserve, improve, or enhance the value of such shares, bonds, notes, debentures, or other securities or evidences of indebtedness.
- 4.6.12 To carry on any business whatsoever which this Corporation may deem proper or convenient in connection with any of the foregoing purposes, or otherwise, or which may be calculated directly or indirectly to promote the interest of this Corporation, or to enhance the value of its property or business.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise stated, be in no way limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes, and this Corporation shall have all of the powers permitted to corporations under the laws of the state of Oregon.

4.7 Indemnification

The Corporation shall indemnify to the fullest extent permitted by the Oregon Business Corporation Act any person who has been made or threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including any action, suit, or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a Director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a Director or officer, or as a fiduciary of any employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise.

4.8 Liability of Directors

The Directors of the Corporation shall not have any personal liability to the Corporation or its shareholders for monetary damages for conduct as a Director; provided that this article shall not limit or eliminate the liability of a Director for any of the following:

- 4.8.1 Any breach of the Director's duty of loyalty to the Corporation or its shareholders;
- 4.8.2 Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;


4.8.3 Any unlawful distribution made in violation of the Oregon Business Corporation Act or a successor statute (the "Act") or the Articles of Conversion to the extent that the distribution exceeds what could have been distributed without violating either the Act or the Articles of Conversion; or

4.8.4 Any transaction from which the Director derived an improper personal benefit.

5. Effective Date

Pursuant to ORS 60.011(2), these Articles of Conversion shall be effective on December 31, 2014.

RAMS HEAD DESIGNS LLC

By: 
David V. Hill, Member

By: 
James W. Cupps, Member

EXHIBIT 1
PLAN OF CONVERSION

**RAMS HEAD DESIGNS LLC,
AN OREGON LIMITED LIABILITY COMPANY**

PLAN OF CONVERSION

This Plan of Conversion is adopted by *Rams Head Designs LLC*, an Oregon limited liability company, effective as of the close of business on December 31, 2014.

RECITALS:

- A. *Rams Head Designs LLC* is an Oregon limited liability company (the "**Company**").
- B. Effective as of the close of business on December 31, 2014, the Company wishes to convert to become an Oregon corporation, as permitted by the Oregon Business Corporation Act and the Oregon Limited Liability Company Act.
- C. The Company adopts this Plan of Conversion as required by ORS 63.473.

AGREEMENTS:

NOW, THEREFORE, the Company, by the unanimous vote of its members taken on December 29, 2014, does hereby adopt the following Plan of Conversion:

1. Name and Type of Business Before Conversion

Prior to conversion, the name of the business was "Rams Head Designs LLC," and it was an Oregon limited liability company, formed, operated and maintained pursuant to the provisions of the Oregon Limited Liability Company Act.

2. Name and Type of Business After Conversion

After conversion, the name of the Company will be "Rams Head Designs, Inc.," and it will be an Oregon corporation, formed, operated and maintained pursuant to the provisions of the Oregon Business Corporation Act.

3. Terms and Conditions of Conversion

The conversion shall take place upon the filing of Articles of Conversion by the members of the Company. Such Articles of Conversion shall specify that the conversion shall be effective as of the close of business on December 31, 2014 (the "**Effective Date**").

4. Manner of Converting Ownership Interests

As of the Effective Date of the conversion, each one percent (1%) Membership Interest of each member of the Company shall be converted into ten (10) shares of voting common stock in the corporation.

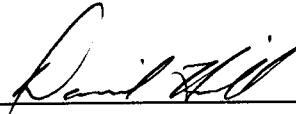
[Signatures on following page]

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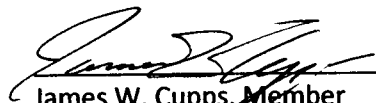
IN WITNESS WHEREOF, this Plan of Conversion has been duly adopted by the Company.

DATED EFFECTIVE: December 31, 2014.

RAMS HEAD DESIGNS LLC:



David H. Hill, Member



James W. Cupps, Member