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REC \$ 15⁰⁰
AUD \$ _____
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NICKI UTSLER
RECORDER
POLK COUNTY, IOWA

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COMPARED


AFFIDAVIT OF CONVERSION

✓ Prepared by and Return To: Frank M. Grenard, Whitfield & Eddy, PLC, 317 6th Ave.,
12th Floor, Des Moines, IA 50309

1. On the 14th day of June, 2001, the attached Articles of Conversion were filed with the Secretary of State of Iowa pursuant to IC 490A.304(3), converting Bishop Farms, an Iowa general partnership, to Bishop Farms, L.C., an Iowa limited liability company.

2. Pursuant to IC 490A.304(6), upon conversion, all property, real, personal and mixed are vested in the limited liability company and are the property of the domestic limited liability company as they were of the converting entity.

FURTHER AFFIANT SAYETH NOT

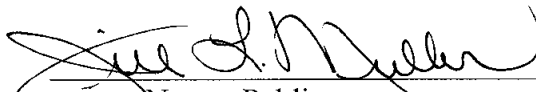


Frank M. Grenard

State of Iowa)
) ss
County of Polk)

Signed and sworn to before me on August 24, 2001 by Frank M. Grenard.





Notary Public

IOWA

No. W00278891
Date: 06/14/2001

SECRETARY OF STATE

490DLC-000245416
BISHOP FARMS, L.C.

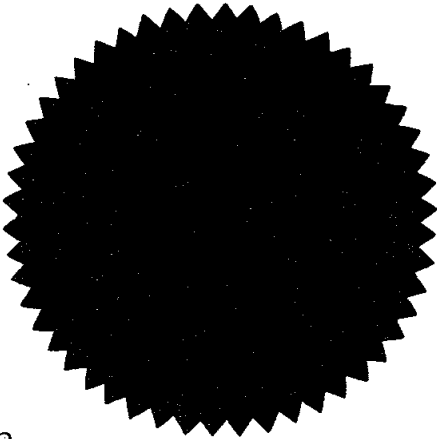
ACKNOWLEDGMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Miscellaneous Filing

The document was filed on June 14, 2001, at 01:40 PM, to be effective as of June 14, 2001, at 01:40 PM.

The amount of \$5.00 was received in full payment of the filing fee.



CHESTER J. CULVER SECRETARY OF STATE



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ARTICLES OF CONVERSION

Of

BISHOP FARMS, L.C.

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RECEIVED STATE
SECRETARY OF STATE
IOWA
01 JUN 14 PM 1:40

TO THE SECRETARY OF STATE OF THE STATE OF IOWA

Pursuant to Section 304 of the Iowa Limited Liability Company Act, the undersigned Limited Liability Company adopts the following articles of conversion pursuant to I.C. 490a.304(3).

- a. On December 30, 1982, Bishop Farms was formed as an Iowa general partnership.
- b. Immediately prior to the filing of these articles of conversion, the entity was named Bishop Farms, an Iowa general partnership.
- c. The limited liability company is named Bishop Farms, L.C.
- d. The conversion shall be effective upon the filing of these articles of conversion with the Secretary of State.
- e. Prior to the filing of these articles of conversion, an operating agreement was approved as required by the partnership agreement of Bishop Farms, an Iowa general partnership.

Bishop Farms, L.C.

David W. Bishop
David W. Bishop, President

Prepared by: George Frampton, Whitfield & Eddy, PLC, 317 6th Ave., 12th Fl., Des Moines, IA 50309. (515) 246-5507

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6-14-01
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