AK Entity #: 10104595
Date Filed: 12/09/2020
State of Alaska, DCCED

FOR DIVISION USE ONLY

THE STATE of ALASKA

Department of Commerce, Community, and Economic Development
Division of Corporations, Business, and Professional Licensing
PO Box 110806, Juneau, AK 99811-0806
(907) 465-2550 • Email: corporations@alaska.gov
Website: corporations.alaska.gov

Domestic Limited Liability Company

2021 Biennial Report

For the period ending December 31, 2020

Web-12/9/2020 11:20:23 AM

Due Date: This report along with its fees are due by January 2, 2021

Fees: If postmarked before February 2, 2021, the fee is $100.00.
If postmarked on or after February 2, 2021 then this report is delinquent and the fee is $137.50.

Entity Name: Pipe and Leaf, LLC

Entity Number: 10104595

Home Country: UNITED STATES

Home State/Prov.: ALASKA

Physical Address: 3546 AIRPORT WAY, FAIRBANKS, AK 99709-4760

Mailing Address: 1244 Viewpointe Dr, Fairbanks, AK 99709-7346

Registered Agent information cannot be changed on this form. Per Alaska Statutes, to update or change the Registered Agent information this entity must submit the Statement of Change form for this entity type along with its filing fee.

Name: Haley Essig

Physical Address: 1104 6TH AVENUE, FAIRBANKS, AK 99701-7346

Mailing Address: 607 OLD STEESE HIGHWAY, STE B #144, FAIRBANKS, AK 99701-7346

Officials: The following is a complete list of officials who will be on record as a result of this filing.

- **Provide all officials and required information. Use only the titles provided.**
- **Mandatory Members:** this entity must have at least one (1) Member. A Member must own a %. In addition, this entity must provide all Members who own 5% or more of the entity. A Member may be an individual or another entity.
- **Manager:** If the entity is manager managed (per its articles or amendment) then there must be at least (1) Manager provided. A Manager may be a Member if the Manager also owns a % of the entity.

Full Legal Name	Complete Mailing Address	% Owned	Manager	Member
Haley Essig	607 OLD STEESE HIGHWAY, ST. B #144, FAIRBANKS, AK 99701	100.00	X	X

If necessary, attach a list of additional officers on a separate 8.5 X 11 sheet of paper.

Purpose: Retail Sales of Marijuana Products

NAICS Code: 453998 - ALL OTHER MISCELLANEOUS STORE RETAILERS (EXCEPT TOBACCO STORES)

New NAICS Code (optional):

This form is for use by the named entity only. Only persons who are authorized by the above Official(s) of the named entity may make changes to it. If you proceed to make changes to this form or any information on it, you will be certifying under penalty of perjury that you are authorized to make those changes, and that everything on the form is true and correct. In addition, persons who file documents with

AMCO Received 10.30.2023

the commissioner that are known to the person to be false in material respects are guilty of a class A misdemeanor. Continuation means you have read this and understand it.

Name: Haley Essig

AMCO Received 10.30.2023

DocuSign Envelope ID: 4173D62D-D0FB-4467-836C-AE5C9C0168E6

JOINDER AGREEMENT
PIPE AND LEAF, LLC

THIS JOINDER AGREEMENT TO THE LIMITED LIABILITY COMPANY AGREEMENT of Pipe and Leaf, LLC (this "Agreement") is executed and delivered this __ day of 10/30/2023 2023 by Haley Essig. The purpose of this Agreement is to make clear that Haley Essig, upon effectuation of the ownership change, is bound and agrees to all terms in the Operating Agreement of Pipe and Leaf, LLC dated as of April 8, 2020, by and among the Members of the Company as defined therein (the "Operating Agreement").

WHEREAS, in connection with the purchase of the additional Member's Interest, Haley Essig must, among other things, continue to be a party to the Operating Agreement.

NOW, THEREFORE, in consideration of the premises, the mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

Haley Essig hereby acknowledges and agrees with the Company that he is a signatory and party to the Operating Agreement as of the date first written above and thus subject to all terms and conditions of the Operating Agreement applicable to each Member of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Agreement on the day and year first set forth above.

ACCEPTED:

Haley Essig

DocuSigned by:

Haley Essig

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Haley Essig – Pipe and Leaf, LLC- Managing Member

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PIPE AND LEAF, LLC
RESOLUTION NUMBER: 0002

RESOLUTION OF PIPE AND LEAF, LLC
TRANSFER OF CONTROLLING MEMBERSHIP INTEREST TO HALEY ESSIG

WHEREAS, upon all member(s) providing their written consent, Section 32 of Pipe and Leaf, LLC Operating Agreement, which authorizes the admission of new members with a vote of the existing Members.

WHEREAS, John Paul Hoff currently owns 100% of the membership interest in Pipe and Leaf, LLC, and seeks to transfer 75% of that interest and manager position to Haley Essig under Section 45 of the Operating Agreement, which allows the transfer of financial interest to an individual with the unanimous consent of the remaining members.

THEREFORE, IT IS RESOLVED BY PIPE AND LEAF, LLC
AND ITS MANAGING MEMBER, JOHN PAUL HOFF AS FOLLOWS:

1. John Paul Hoff will assign 75% of his membership interest in Pipe and Leaf, LLC, to Haley Essig.
2. Haley Essig will obtain 75% membership interest and manager position in Pipe and Leaf, LLC

2. This Resolution shall become effective upon the effectuation of Licenses #17250 and 30593 transfer.

DocuSigned by:
John Paul Hoff
1926B8231139400...
John Paul Hoff - Pipe and Leaf, LLC - Managing Member

DATE: 10/25/2023

DocuSign Envelope ID: 4173D62D-D0FB-4467-836C-AE5C9C0168E6

ASSIGNMENT AGREEMENT AND
CONSENT TO REDEEM MEMBERSHIP INTERESTS
IN PIPE AND LEAF, LLC

WHEREAS, John Paul Hoff is the owner of 100% of the membership interests in Pipe and Leaf, LLC, Alaska Entity No. 10104595, an Alaska limited liability company (the "Company"); and

WHEREAS, the Member of the Company has set forth the rights and responsibilities of the members, and the details about the Company's management, in a written Operating Agreement; and

WHEREAS, John Paul Hoff, in accordance with a Membership Interest Purchase and redemption agreement, desires to convey 75% of his 100% right, title, and membership interest in the Company to Haley Essig, a(n) individual; and

WHEREAS, Haley Essig desires to purchase and redeem 75% of the Membership interest held by John Paul Hoff. The Company has executed any resolutions or votes necessary to provide authority to purchase and redeem these membership interests; and

WHEREAS, John Paul Hoff is agreeable to the assignment of said membership interests in the Company, subject to the terms and provisions of the Operating Agreement;

NOW, THEREFORE, for and in consideration of Ten Dollars ($10.00), and other good and valuable consideration in hand paid, the receipt and sufficiency of which is hereby acknowledged, the assignor, John Paul Hoff, hereby assigns, transfers and conveys 75% of his 100% membership interests in Pipe and Leaf, LLC, Alaska Entity No. 10054107, an Alaska limited liability company to Haley Essig, free and clear of any and all liens, claims, security interests, and encumbrances of any kind or nature whatsoever, together with all of the assignor's rights as a member of the Company to their share of the profits and losses, cash flow, proceeds from sale, and capital gains and losses of or with respect to the Company which they accrue, or be paid, or become payable before and after the date hereof until the dissolution or termination of the Company, subject to the terms and provisions of the Operating Agreement, Haley Essig, as Members of the Company and pursuant to the authority provided to them by the Operating Agreement, hereby accepts on behalf of the Company, said membership interests and rights in the Company, together with all of the rights, duties, responsibilities, and obligations pertaining thereto, subject to the terms and provisions of the Operating Agreement.

Dated this __ day of 10/25/2023, 2023

CONSENTED TO AND ACCEPTED BY Pipe and Leaf, LLC:

DocuSigned by:
John Paul Hoff
1DB8C12B9C4F06...
By: John Paul Hoff, Assignor

Accepted this __ day of 10/30/2023, 2023.

DocuSigned by:
Haley Essig
CE5786A1C84C420...
By: Haley Essig, Assignee