

09 DEC 30 PM 4:26

SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF MERGER

OF

MERIDIAN WLDC, LLC
an Idaho limited liability company

WITH AND INTO

MERIDIAN GATEWAY ASSOCIATES LLC
an Idaho limited liability company

1. The names of the entities proposing to merge (the "Constituent Entities") and the jurisdiction in which such entities are organized are as follows:

<u>Name of Entity</u>	<u>State</u>	<u>Date of Formation</u>
MERIDIAN WLDC, LLC	Idaho	November 20, 2003
MERIDIAN GATEWAY ASSOCIATES LLC	Idaho	June 7, 2005

2. An agreement and plan of merger has been adopted, approved and executed by each of the Constituent Entities (the "Agreement and Plan of Merger").

3. The name and address of the principal executive office of the surviving limited liability company is Meridian Gateway Associates LLC, 416 South 8th Street, Suite 200, Boise, Idaho 83702.

4. The surviving entity is a limited liability company.

5. The merger shall be effective immediately upon the filing of this Statement of Merger in the State of Idaho.

6. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving entity.

7. A copy of the Agreement and Plan of Merger will be furnished on request and without cost to any person holding an interest in any of the Constituent Entities.

IDAHO SECRETARY OF STATE
12/30/2009 05:00
CK: 9531 CT: 1626 BH: 1201240
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W 40119

Executed this 14 day of September 2009.

NON-SURVIVING COMPANY:


MERIDIAN WLDC, LLC,
an Idaho limited liability company

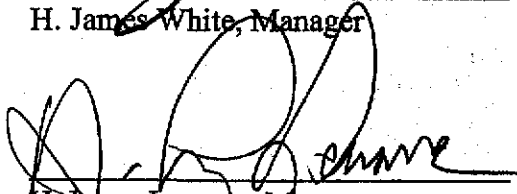
By: WHITE-LEASEURE
DEVELOPMENT COMPANY,
an Idaho corporation
Its: Manager

By: 
H. James White, President

SURVIVING COMPANY:

MERIDIAN GATEWAY ASSOCIATES LLC,
an Idaho limited liability company

By: 
H. James White, Manager

By: 
H. Larry Leaseure, Manager

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into at Boise, Idaho, effective as of September 14, 2009, by and between **MERIDIAN GATEWAY ASSOCIATES LLC**, an Idaho limited liability company (the "**Surviving Company**"), and **MERIDIAN WLDC, LLC**, an Idaho limited liability company (the "**Non-Surviving Company**").

RECITALS

A. Non-Surviving Company and Surviving Company, at times referred to as the "**Business Entities**," desire to merge pursuant to the Idaho Entity Transactions Act and the Idaho Limited Liability Company Act, in accordance with the terms and conditions hereinafter set forth.

B. Non-Surviving Company is duly organized and existing under the laws of the State of Idaho.

C. Surviving Company is duly organized and existing under the laws of the State of Idaho.

NOW, THEREFORE, the Business Entities agree that Non-Surviving Company be merged into the Surviving Company, with the Surviving Company being the surviving limited liability company, pursuant to applicable Idaho law and subject to the following terms and conditions:

1. **Merger of Non-Surviving Company into Surviving Company.** The Non-Surviving Company shall be merged with and into the Surviving Company, whereupon the Non-Surviving Company shall cease to exist and all of the assets and all of the liabilities of the Non-Surviving Company shall by operation of law and this Agreement and Plan of Merger be transferred to and assumed by the Surviving Company.

2. **Articles of Organization of Surviving Company.** The Articles of Organization of the Surviving Company prior to the effective date of this merger shall be the Articles of Organization for the Surviving Company after its effective date.

3. **Operating Agreement of Surviving Company.** The Amended and Restated Operating Agreement of the Surviving Company, in force on the effective date of the merger, shall be the Operating Agreement for the Surviving Company until altered, amended, or repealed.

4. **Disappearing Membership Interests.** H. James White and H. Larry Leasure own all of the issued and outstanding membership interests of the Non-Surviving Company. Collectively, H. James White and H. Larry Leasure own seventy percent (70%) of all of the issued and outstanding membership interests of the Surviving Company. On the effective date of the merger, all issued and outstanding membership interests of the Non-Surviving Company shall be automatically canceled. The membership units of the Surviving Company

shall not be converted, exchanged, or otherwise affected as a result of the merger, and no new membership units shall be issued by reason of this merger.

5. Conditions to Merger. The obligation of the Business Entities to effect the transactions contemplated hereby is subject to satisfaction of the following conditions (any or all of which may be waived:

(a) The members of the Non-Surviving Company shall have approved the merger in accordance with the Idaho Limited Liability Company Act and the constituent documents of the Non-Surviving Company.

(b) The members of the Surviving Company shall have approved the merger in accordance with the Idaho Limited Liability Company Act and the constituent documents of the Surviving Company.

6. Effective Date. As soon as this Agreement and Plan of Merger is duly approved by the members of the Non-Surviving Company and the members of the Surviving Company, Articles of Merger shall be sent for filing to the Secretary of State for the State of Idaho, and the merger shall become effective upon the later of December 31st, 2009 or the date of filing with the Secretary State. The constituent Business Entities shall do all other acts and things as shall be necessary according to the laws of the State of Idaho in order to effectuate the merger.

7. Miscellaneous. This Agreement and Plan of Merger may be terminated and the proposed merger abandoned at any time before the effective date of the merger, and whether before or after approval of this Agreement and Plan of Merger by the members of the Non-Surviving Company or by the members of the Surviving Company.

(Signature Page Follows)

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

NON-SURVIVING COMPANY:

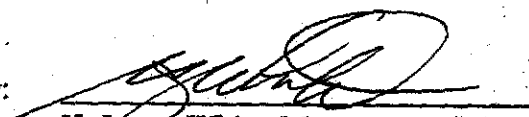
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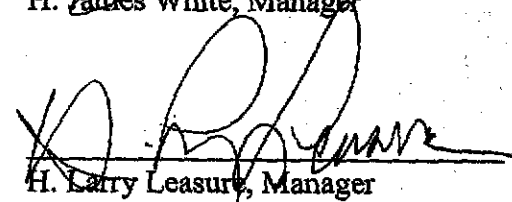
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