

FILED

12 JAN 27 PM 3:36

SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF MERGER

Merging

BIGGER SOLUTIONS, LLC

(an Arkansas limited liability company)

Into

BIGGER SOLUTIONS, LLC

(an Idaho limited liability company)

Pursuant to Section 30-18-205 of the Idaho Entity Transaction Act:

The merging entity, Bigger Solutions LLC, an Arkansas limited liability company (hereinafter "Bigger AR") and the surviving entity, Bigger Solutions, LLC, an Idaho limited liability company (hereinafter "Bigger ID") certify that:

FIRST: The governing statutes of Bigger AR and Bigger ID authorize the merger of Bigger AR into and with Bigger ID (the "Merger"), and each of Bigger AR and Bigger ID has complied with its governing statutes in effecting the Merger.

SECOND: The Merger is not prohibited under the governing statutes of either Bigger ID or Bigger AR.

THIRD: The Merger has been approved as required by Arkansas law, the laws of the merging entity's jurisdiction of organization.

FOURTH: The Merger has been approved as required by Idaho, the governing statutes of the surviving entity.

FIFTH: No amendments to Bigger ID's public organic documents are being made as part of this Merger.

SIXTH: The Plan of Merger is attached hereto.

SEVENTH: The effective date of the Merger is February 1, 2012.

Dated this 19 day of January 2012.

"BIGGER AR"

By:


Sarah Bigger, Sole Member

"BIGGER ID"

By:


Sarah Bigger, Sole Member

IDAHO SECRETARY OF STATE
01/27/2012 05:00
CK: 26045 CT: 20160 BH: 1300119
1 @ 30.00 = 30.00 STMT MERGE # 2

W110402

PLAN OF MERGER

THIS PLAN OF MERGER is entered into this 19 day of January, 2012, by and between BIGGER SOLUTIONS, LLC, an Arkansas limited liability company ("Bigger"), and BIGGER SOLUTIONS, LLC, an Idaho limited liability company ("Bigger ID"), with Bigger and Bigger ID being sometimes collectively referenced herein as the "Constituent Organizations."

WHEREAS:

1. The sole Member of Bigger and the sole Member of Bigger ID have resolved that Bigger, as the merging entity, be merged pursuant to the Arkansas Small Business Entity Tax Pass through Act (hereinafter "Arkansas Entity Act") and the Idaho Entity Transactions Act (hereinafter "Idaho Entity Act") into Bigger ID, a limited liability company existing under the laws of the State of Idaho with Bigger ID, being the "Surviving Organization" in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;
2. Bigger has one Member who owns 100% of the Membership Units of Bigger;
3. Bigger ID has one Member who owns 100% of the Membership Units of Bigger ID;
4. Each of the Constituent Entities are Member managed, and the sole Member of each Constituent Organization has approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Arkansas Entity Act and the Idaho Entity Act that Bigger shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single limited liability company existing under the laws of the State of Idaho to wit, Bigger ID, which shall be the Surviving Organization, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Approval of Sole Member; Filings; Effects of Merger

1.1 Approval of Sole Member of Bigger and Bigger ID. The sole Member of Bigger and Bigger ID has approved the Merger of Bigger into and with Bigger ID, and the consummation of the transactions contemplated by this Plan of Merger upon the terms of and subject to the Idaho Entity Act, the Arkansas Entity Act and all other applicable laws.

1.2 Filing of Statement of Merger; Effective Date. Upon the terms and conditions contained herein on the Effective Date, and in accordance with the governing laws of the Constituent Organizations, Bigger shall be merged with and into Bigger ID, and the separate existence of Bigger shall thereupon cease (the "Merger."). Bigger ID shall be the Surviving Organization. The Merger shall become effective at 8:00 a.m., on February 1, 2012 (the "Effective Date"). The Constituent Organizations shall file the Statement of Merger along with a copy of this Plan of Merger and any other documents necessary to effectuate the Merger with the Secretary of State of Idaho and Arkansas in accordance with the Idaho Entity Act and the Arkansas Entity Act.

1.3 Effect of Merger. On the Effective Date, the separate existence of Bigger shall cease, and Bigger shall be merged with and into Bigger ID, and the Merger shall have the effects set forth in Section 30-18-206 of the Idaho Entity Act and Section 4-32-109 of the Arkansas Entity Act.

2. Name of Surviving Organization; Certificate of Organization

2.1 Name of Surviving Organization. The name of the Surviving Organization from and after the Effective Date shall be **BIGGER SOLUTIONS, LLC**.

2.2 Certificate of Organization. The Certificate of Organization of Bigger ID as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Organization of the Surviving Organization until changed or amended as provided by law.

3. Status and Conversion of Membership Units

3.1 Conversion of Bigger Membership Units. Upon the Effective Date, the Membership Units of Bigger, without further action of the Surviving Organization or Bigger, shall be converted into Membership Units of the Surviving Organization as set forth in the Certificate of Organization.

3.2 No Change to Surviving Organization or its Public Organic Documents. Upon the Effective Date, the sole Member of Bigger shall be the sole Member of the Surviving Organization immediately after the Merger as held immediately prior to the Merger subject to the terms of the Certificate of Organization. No amendments to the Public Organic Documents of the Surviving Organization will be made as a result of this Merger.

4. Miscellaneous


4.1 This Agreement 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 of Merger by the sole Member of Bigger, if the Member of Bigger or of the Surviving Organization duly adopts a resolution abandoning this Agreement of Merger.

4.2 This Plan of Merger shall be binding upon and inure to the benefit of and be enforceable by the parties and their respective permitted successors and assigns. Nothing in this Plan of Merger is intended to confer upon any other person any rights, benefits, or remedies of any nature whatsoever under or by reason of this Plan of Merger.

4.3 The parties to this Plan of Merger certify that they have the necessary authority to approve this Plan of Merger and that approval of this Plan of Merger by the sole Member of each of the Constituent Organizations has been obtained.

IN WITNESS WHEREOF, this Plan of Merger has been duly executed by the authorized parties as of the date first written above.

BIGGER SOLUTIONS, LLC,
an Arkansas limited liability company

By: 
Sarah E. Bigger, Sole Member

BIGGER SOLUTIONS, LLC,
an Idaho limited liability company

By: 
Sarah E. Bigger, Sole Member