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SECRETARY OF STATE
STATE OF IDAHO

PLAN AND STATEMENT OF MERGER

Effective Upon Filing, 2016, Steri-Clean, Inc. (the "Surviving Entity") an Idaho corporation and Steri-Clean, Inc. (the "Merging Entity"), a California corporation agree as follows:

1. BACKGROUND.

1.1. Plan of Merger. The Surviving Entity and Merging Entity have entered into this Plan of Merger ("Plan of Merger") which provides for the merger of the Merging Entity into the Surviving Entity.

1.2. Merging Entity.

1.2.1. Merging Entity. The name of the Merging Entity is Steri-Clean, Inc.

1.2.2. Governing Law. The Merging Entity was incorporated in California and subject to California Law.

1.3. Surviving Entity.

1.3.1. Surviving Entity. The name of the Surviving Entity is Steri-Clean, Inc.

1.3.2. Governing Law. The Surviving Entity was incorporated in Idaho and subject to Idaho law.

1.4. Merging Entity Board and Member Approval. The Board of Directors of the Merging Entity, and the Members of the Merging Entity, have approved the merger with and into the Surviving Entity and the consummation of the transactions contemplated by this Plan of Merger, upon the terms and subject to the conditions set forth in this Plan of Merger, the Idaho Entity Transaction Act ("IETA"), and all other applicable laws, and the respective Articles of Incorporation and Bylaws of the Merging Entity.

1.5. Surviving Entity Board and Member Approval. The Board of Directors of the Surviving Entity, and the Members of the Surviving Entity, respectively, have approved the merger of the Merging Entity with and into the Surviving Entity and the consummation of the transactions contemplated by this Plan of Merger, upon the terms and subject to the conditions set forth in this Plan of Merger, the IETA, and all other applicable laws, the Articles of Incorporation and the Bylaws of the Surviving Entity, as amended.

2. THE MERGER.

2.1. The Merger. Upon the terms and subject to the conditions of this Plan of Merger, at the Effective Time (as defined in Section 2.2), in accordance with the IETA, the Merging Entity shall be merged with and into the Surviving Entity and the separate existence of the

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Merging Entity shall thereupon cease (the "Merger"). The Surviving Entity shall be the surviving corporation in the Merger.

2.2. Effective Time of the Merger. The Merger shall become effective as of 12:01 AM, Mountain Time on the date a copy of this Plan of Merger, and any other documents necessary to effectuate the Merger in accordance with the IETA, are filed with the Secretary of State of the State of Idaho (the "Effective Time").

2.3. Effects of Merger. The Merger shall have the effects set forth in the IETA, and all other applicable laws.

3. SURVIVING CORPORATION.

3.1. Articles of Incorporation. The Articles of Incorporation of the Surviving Entity shall be the Articles of Incorporation attached hereto as Exhibit A, and incorporated herein ("Articles of Incorporation").

3.2. Directors and Officers. At and after the Effective Time, the directors and officers of the Surviving Entity, and the directors of the Merging Entity shall together be the directors and officers of the Surviving Entity, in each case until their respective successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Entity's Articles of Incorporation and Bylaws.

4. MEMBERSHIP.

4.1. Conversion of Merging Entity Membership. Upon the Effective Time, the Merging Entity shall (without further action of the Merging Entity or the Surviving Entity) thereupon be converted into membership in the Surviving Entity, as set forth in the Articles of Incorporation and Bylaws.

4.2. No Change to Surviving Entity. Upon the Effective Time, each member of the Surviving Entity, will hold membership in the Surviving Entity immediately after the Merger as held immediately prior to the Merger, subject to the terms and conditions of the Articles of Incorporation and Bylaws.

5. INTERPRETATION.

5.1. Amendment. This Plan of Merger may be amended by an instrument in writing signed on behalf of each of the parties in accordance with the IETA.

5.2. Notices. All notices and other communications ("Notices") under this Plan of Merger (i) shall be in writing, and (ii) shall be addressed or delivered to the following relevant address or at such other address as shall be given in writing by a party to the other:

If to "Surviving Entity"

Steri-Clean, Inc.
515 N. River St., #D
Hailey, ID 83333

If to "Merging Entity"

Steri-Clean, Inc.
9785 Crescent Center Drive, Suite 302
Rancho Cucamonga, CA 91730

Notices complying with the provisions of this Section shall be deemed to have been delivered (i) upon the date of delivery if delivered in person or by facsimile, or (ii) on the date of the postmark on the return receipt if deposited in the United States Mail, with postage prepaid for certified or registered mail, return receipt requested.

5.3. Interpretation. This Plan of Merger (and the other documents and instruments referenced in this Plan of Merger) (i) constitutes the entire agreement and supersedes all other prior agreements and understandings, both written and oral, among the parties, or any of them, regarding the subject matter of the agreements, (ii) shall not be assigned by operation of law, or otherwise without the prior written consent of the other parties, and (iii) shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Idaho.

5.4. Counterparts. This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

5.5. Parties of Interest. 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, express or implied, 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.

6. CERTIFICATION.


6.1. Merging Entities. By signing below, the President and Secretary of the Merging Entity, certifies that he/she/they are, respectively, the duly elected and acting President and Secretary, and that the necessary number of total votes cast by the Board of Directors and the Members approved this Plan of Merger.

6.2. Foundation. By signing below the President and Secretary of the Surviving Entity certifies that they are, respectively, the duly elected and acting President and Secretary, and that the necessary number of total votes cast by the Board of Directors and Members approved this Plan of Merger.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be duly executed by their authorized officers, as of the date set forth above, effective as of the filing of this Plan of Merger with the Secretary of State for the State of Idaho.

SURVIVING ENTITY


Steri-Clean, Inc.


By: 
Cory Chalmers, President

By: 
Cory Chalmers, Secretary

MERGING ENTITY

Steri-Clean, Inc.

By: 
Cory Chalmers, President

By: 
Cory Chalmers, Secretary

IDAHO SECRETARY OF STATE

01/27/2017 05:00

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