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SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF MERGER

Pursuant to Idaho Code Section 30-18-205, the Gardenia Center, Inc., and The Sandpoint Sunday Service, Incorporated, both Idaho nonprofit corporations, hereby submit the following Statement of Merger, whereby The Sandpoint Sunday Service, Incorporated has been merged into the Gardenia Center, Inc.

1st: The surviving entity in this merger is the Gardenia Center, Inc.

2nd: The Sandpoint Sunday Service, Incorporated is not a surviving entity; its separate corporate existence shall cease as a result of this merger.

3rd: The Plan of Merger is attached to this Statement and is incorporated by this reference.

4th: This merger is effective upon the date and time of filing with the Idaho Secretary of State.

5th: This merger has been approved by the unanimous action of the shareholders and directors of both the corporations that are parties.

6th: Concurrent with the filing of this Statement of Merger, the Gardenia Center, Inc. is filing an amendment to its Articles of Incorporation to provide that the corporation shall no longer have voting members, that, instead, there shall be "Friends of the Center" who shall be offered the opportunity to provide suggestions and opinions, as the board of directors sees fit, but that, pursuant to Idaho Code Section 30-3-66(2), the board shall be self-perpetuating, that is, new members of the board shall be elected to the board by a majority of the existing members..

7th: Except as provided immediately above, there has been no change or amendment to the Articles of Incorporation or any other public organic document of the Surviving Entity.

Dated July 14, 2009.

Gardenia Center, Inc.

By C. Harrison S. Chamber
Its President

The Sandpoint Sunday Service, Incorporated

By: Sally Eyer
Its President

IDAHO SECRETARY OF STATE
07/20/2009 05:00
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STATE OF IDAHO)

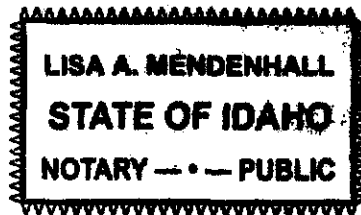
County of Bonner) ss

On July 14, 2009, personally appeared Marilyn Chambers, and, after being sworn on her oath, did state that she is president of the Gardenia Center, Inc., that she has read the foregoing Statement of Merger and knows the contents thereof to be true and correct.

Marilyn S. Chambers
Marilyn Chambers

Sworn and subscribed to on July 14, 2009.

Lisa A. Mendenhall
Notary Public for Idaho
Residing at Sandpoint
Commission Expires 9/26/2010



STATE OF IDAHO)

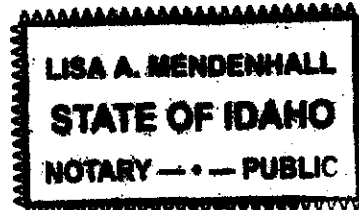
County of Bonner) ss

On July 7, 2009, personally appeared Sally Eyers, and, after being sworn on her oath, did state that she is president of The Sandpoint Sunday Service, Incorporated, that she has read the foregoing Statement of Merger and knows the contents thereof to be true and correct.

Sally Eyers
Sally Eyers

Sworn and subscribed to on July 7, 2009.

Lisa A. Mendenhall
Notary Public for Idaho
Residing at Sandpoint
Commission Expires 9-26-2010



PLAN OF MERGER

Pursuant to Idaho Code Sections 30-3-100 and 30-18-202, the following constitutes a plan of merger for the purpose of merging The Sandpoint Sunday Service, Incorporated, an Idaho nonprofit corporation, into the Gardenia Center, Inc., an Idaho nonprofit corporation ("Surviving Entity"), both of which entities are in good standing.

1st: The Surviving Entity is the Gardenia Center, Inc., an Idaho nonprofit corporation.

2nd: The Disappearing Entity is The Sandpoint Sunday Service, Incorporated, an Idaho nonprofit corporation.

3rd: This merger shall become effective on the date and at the time of filing a Statement of Merger with the Idaho Secretary of State.

4th: Although no shares or other certificates representing membership have been issued by either corporation, the Surviving Entity has approximately 20 members and the Disappearing Entity has approximately 80 members.

5th: As a result of this merger, each member of the Sandpoint Sunday Service, Incorporated shall become a member of the Gardenia Center, Inc., whereupon the Sandpoint Sunday Service, Incorporated shall cease to exist, all of its property shall become the property of the Gardenia Center, Inc. and all of the liabilities of The Sandpoint Sunday Service, Incorporated shall become liabilities of the Gardenia Center, Inc.

6th: After and as a part of this merger, the Articles of Incorporation for the Surviving Entity shall be amended to provided that the corporation shall no longer have voting members, that, instead, there shall be "Friends of the Center" who shall be offered the opportunity to provide suggestions and opinions, as the board of directors sees fit, but that, pursuant to Idaho Code Section 30-3-66(2), the board shall

be self-perpetuating, that is, new members of the board shall be elected to the board by a majority of the existing members.

7th: Except as provided immediately above regarding the elimination of voting members, this merger does not require an amendment to the Articles of Incorporation or any other public organic document of the Surviving Entity.

8th: By their signatures below, the presidents of the respective corporations certify that this Plan of Merger has been approved by their respective boards of directors.

The Gardenia Center, Inc.

By


Its President

The Sandpoint Sunday Service, Incorporated

By


Its President