

FILED

**STATEMENT OF MERGER
OF**

2015 DEC 29 PM 3: 28

MAIANI CONSTRUCTION SERVICES, INC.
(an Idaho corporation)

SECRETARY OF STATE
STATE OF IDAHO

**WITH AND INTO
NORTHWEST ENGINEERING SERVICE, INC. DBA NWESI**
(an Oregon corporation)

Pursuant to Sections 30-22-205 of the Idaho Entity Transactions Act and ORS 60.481 the undersigned corporations hereby adopt the following Statement of Merger for the purpose of merging Maiani Construction Services, Inc., an Idaho corporation (the "**Disappearing Entity**") with and into Northwest Engineering Service, Inc., an Oregon corporation dba NWESI (the "**Surviving Entity**").

1. Plan of Merger. The Plan of Merger is attached to this Statement of Merger and is incorporated herein by reference.

2. Approval. The Plan of Merger was duly approved by all of the directors and shareholders of the Disappearing Entity pursuant to Section 30-29-1104 Idaho General Business Corporation Act, and by all the directors of the Surviving Entity pursuant to ORS 60.491.

3. Mailing Address. Pursuant to Section 30-22-205(8) of the Idaho Entity Transactions Act, the registered agent of the Surviving Entity is set forth pursuant to the foreign registration filing of the Surviving Entity in Idaho.

4. Effective Time. The merger shall become effective January 1, 2016.

(Signatures Follow)

IDAHO SECRETARY OF STATE

12/29/2015 05:00

CK: PREPAID CT: 221028 BH: 1506174

1@ 30.00 = 30.00 STMT MERGE #2

1@ 20.00 = 20.00 EXPEDITE C #3

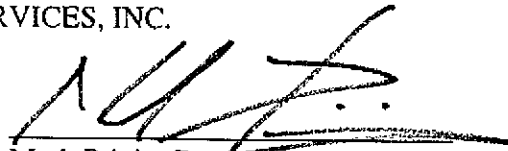
C97903

DATED this 29th day of December, 2015.

DISAPPEARING ENTITY:

MAIANI CONSTRUCTION
SERVICES, INC.

By:



Mark Privitt, President

SURVIVING ENTITY:

NORTHWEST ENGINEERING SERVICE,
INC.

By:

W. Joseph Helm, President

DATED this 29th day of December, 2015.

DISAPPEARING ENTITY:

MAIANI CONSTRUCTION
SERVICES, INC.

By: _____
Mark Privitt, President

SURVIVING ENTITY:

NORTHWEST ENGINEERING SERVICE,
INC.

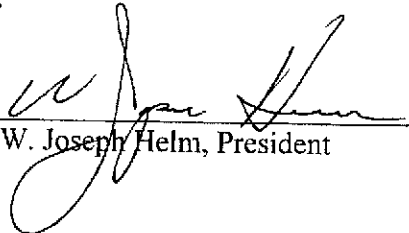
By:  _____
W. Joseph Helm, President

Exhibit A
PLAN OF MERGER

PLAN OF MERGER

MAIANI CONSTRUCTION SERVICES, INC.
(an Idaho corporation)

WITH AND INTO

NORTHWEST ENGINEERING SERVICE, INC. DBA NWESI
(an Oregon corporation)

This Plan of Merger is entered into as of December 29, 2015 by and between Maiani Construction Services, Inc., an Idaho corporation ("**Non-Survivor**") and Northwest Engineering Service, Inc., an Oregon corporation dba NWESI ("**Survivor**").

RECITALS

- A. Non-Survivor and Survivor have determined that it is in each party's best interest for Survivor to assume the operations of Non-Survivor and that this is best effectuated by Non-Survivor merging with and into Survivor upon the terms and conditions provided herein.
- B. Survivor is the owner of 100% of the outstanding capital stock of Non-Survivor.
- C. The board of directors and shareholders of Non-Survivor and the board of directors of Survivor have approved this Plan of Merger and intend that this Plan of Merger reflect their definitive agreement with respect to the terms and conditions upon which the transaction summarized above is to be consummated.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, Survivor and Non-Survivor hereby agree to the following Plan of Merger:

AGREEMENT

- 1. **NAMES OF COMPANIES.** The names of the companies that are merging are set forth above as Non-Survivor and Survivor.
- 2. **STATEMENT OF MERGER.** Upon the Effective Date (defined below), the Non-Survivor shall be merged with and into Survivor, the corporate existence of Survivor shall continue, and the separate existence of Non-Survivor shall cease. Survivor will be the surviving company. Upon the Effective Date, Survivor shall become the vested owner of all the rights and property of Non-Survivor without reversion or impairment and shall be subject to all debts, obligations and liabilities of Non-Survivor.
- 3. **EFFECTIVE DATE.** The merger shall be effective as of January 1, 2016 (the "**Effective Date**")
- 4. **MANNER OF CONVERSION OF INTERESTS.** Upon the Effective Date, any and all ownership interests of Non-Survivor shall be surrendered to Survivor and cancelled. Survivor

shall issue no additional stock or equity securities for such Non-Survivor ownership interests so surrendered.

5. **SURVIVOR'S ARTICLES OF INCORPORATION.** Survivor's Articles of Incorporation, in effect immediately preceding the Effective Date shall be and remain its Articles of Incorporation following the Effective Date, unless or until otherwise amended or repealed as provided by the Oregon Business Corporation Act at a later date.

6. **SURVIVOR'S BYLAWS.** Survivor's Bylaws, in effect immediately preceding the Effective Date shall be and remain its Bylaws following the Effective Date, unless or until otherwise amended or repealed as provided by the Oregon Business Corporation Act at a later date.

7. **SURVIVORS OFFICERS AND DIRECTORS.** The officers and directors of Survivor as of the Effective Date shall be the officers and directors of the Surviving Company until their respective successors are duly elected and qualified.

(SIGNATURES FOLLOW)

NON-SURVIVOR:

MAIANI CONSTRUCTION SERVICES,
INC.

By: 

Mark Privitt, President

SURVIVOR:

NORTHWEST ENGINEERING SERVICE,
INC.

By: _____

W. Joseph Helm, President

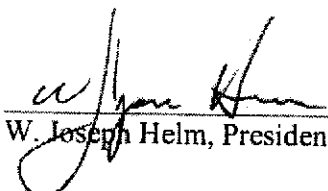
NON-SURVIVOR:

MAIANI CONSTRUCTION SERVICES,
INC.

By: _____
Mark Privitt, President

SURVIVOR:

NORTHWEST ENGINEERING SERVICE,
INC.

By:  _____
W. Joseph Helm, President