

**FILED**

2010 DEC -1 AM 10:28

SECRETARY OF STATE  
STATE OF IDAHO

**STATEMENT OF MERGER**

In accordance with the requirements of Idaho Code § 30-18-205, this statement of merger is executed by B & H Apartments, an Idaho general partnership ("Apartments") and B & H Apartments, LLC, an Idaho limited liability company ("Company").

1. Apartments will not be the surviving entity.
2. The surviving entity shall be B & H Apartments, LLC.
3. This statement of merger shall be effective upon January 1, 2011.
4. This merger was approved by each merging entity in accordance with Title 30, Idaho Code, and the laws and jurisdiction of each entity.
5. No amendment to any public organic document is made to the documentation of Company as the surviving entity.
6. A copy of the plan of merger between the entities is attached hereto and by this reference incorporated herein.

Dated this 27<sup>th</sup> day of oct, 2010.

**B & H APARTMENTS**

**B & H APARTMENTS, LLC**

By:

Jason D. Smith, Partner

By:

*Jason D. Smith*  
Jason D. Smith, Authorized Member

By:

*Lori A. Smith*  
Lori A. Smith, Partner

By:

*Martin D. Light*  
Martin D. Light, Partner

By:

*Lynda Light*  
Lynda Light, Partner

IDAHO SECRETARY OF STATE  
12/01/2010 05:00  
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1 @ 30.00 = 30.00 STMT MERGE # 3

K-890

By:  
George R. Blodgett, Partner

By:  
Susan R. Blodgett, Partner

  
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## **PLAN OF MERGER AND REORGANIZATION**

The following is a Plan of Merger by which B & H Apartments, an Idaho general partnership, shall merge into B & H Apartments, LLC, an Idaho limited liability company.

1. B & H Apartments, LLC shall acquire B & H Apartments and B & H Apartments shall merge into B & H Apartments, LLC, with B & H Apartments, LLC being the surviving entity ("the Merger").
2. The Merger shall be effectuated by a transfer by the partners of B & H Apartments of their interests in B & H Apartments to B & H Apartments, LLC. The Partners of B & H Apartments are:

|  |     |
|--|-----|
| Jason D. Smith and Lori Smith            | 25% |
| Martin D. Light and Lynda Light          | 25% |
| George B. Blodgett and Susan R. Blodgett | 50% |

The former partners of B & H Apartments shall receive an identical percentage interest ownership in B & H Apartments, LLC.

3. All the assets of B & H Apartments will be transferred to and owned by B & H Apartments, LLC and B & H Apartments, LLC will assume all the liabilities of B & H Apartments.
4. All interests in B & H Apartments shall be deemed canceled upon the filing of an appropriate statement of merger with the Idaho Secretary of State and B & H Apartments will thereupon cease to exist.
5. With respect to any real estate records pertaining to B & H Apartments, any third parties may rely upon the statements set forth herein, and any Statement of Merger to be filed with the Idaho Secretary of State and B & H Apartments, LLC, may be referred to as the successor by merger to B & H Apartments.
6. An appropriate Statement of Merger will be filed with the Secretary of State for the State of Idaho.

Dated this 6 day of NOV, 2010.

**B & H APARTMENTS**

**B & H APARTMENTS, LLC**

By: *Jason D. Smith*  
Jason D. Smith, Partner

By: *Jason D. Smith*  
Jason D. Smith, Authorized Member

By: *Lori A. Smith*  
Lori A. Smith, Partner

By: *Martin D. Light*  
Martin D. Light, Partner

By: *Lynda Light*  
Lynda Light, Partner

By: *George B. Blodgett*  
George B. Blodgett, Partner

By: *Susan R. Blodgett*  
Susan R. Blodgett, Partner

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