

STATEMENT OF MERGER

Pursuant to § 30-18-205 of the Idaho Code, A & T Investments L. C., an Idaho limited liability company, and Albright & Thurston, Inc., an Idaho corporation, hereby submit the following Statement of Merger which confirms that A & T Investments L. L. C. has been merged into Albright & Thurston, Inc.

**FIRST:** The surviving entity in this merger is Albright & Thurston, Inc.

**SECOND:** A & T Investments L.L.C. is not a surviving entity; its separate existence shall cease as a result of this merger.

**THIRD:** The Plan of Merger is attached to this Statement and is incorporated by this reference.

**FOURTH:** This merger shall be effective upon filing with the Idaho Secretary of State.

**FIFTH:** This merger has been approved by the unanimous action of (a) the shareholders and directors of Albright & Thurston, Inc. and (b) the members of A & T Investments L. L. C.

**SIXTH:** There has been no change or amendment to the Articles of Incorporation or any other public organic document of the Surviving Entity.

Dated Sept 3, 2014.

A & T Investments L. L. C.

By Jean Albright  
Member

By Robert D. Thurston  
Member

Albright & Thurston, Inc.

By: Robert D. Thurston  
Its President

IDaho SECRETARY OF STATE  
11/14/2014 05:00  
CK:5957 CT:68260 BH:1449433  
1@ 30.00 = 30.00 STMT MERGE #2

094845

STATE OF IDAHO )

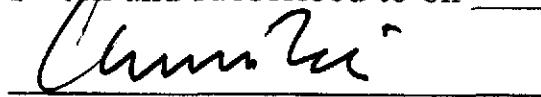
County of Bonner ) ss

On Sept 23, 2014, personally appeared Robert D. Thurston, and, after being sworn on his oath, did state that he is president of Albright & Thurston, Inc., that he has read the foregoing Statement of Merger and knows the contents thereof to be true and correct.



Robert D. Thurston

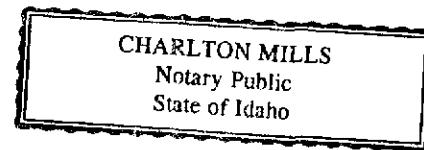
Sworn and subscribed to on Sept 23, 2014.



Notary Public for Idaho

Residing at Sandpoint

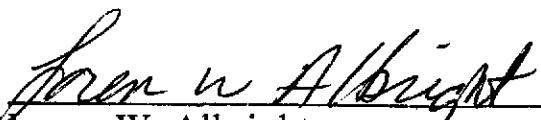
Commission Expires 6-17-15



STATE OF IDAHO )

County of Bonner ) ss

On Sept 3, 2014, personally appeared Loren W. Albright, and, after being sworn on his oath, did state that he is a member of A & T Investments L. L. C., that he has read the foregoing Statement of Merger and knows the contents thereof to be true and correct.



Loren W. Albright

Sworn and subscribed to on Sept 3, 2014.



Notary Public for Idaho

Residing at Sandpoint

Commission Expires 6-17-15



## **PLAN OF MERGER**

Pursuant to § 30-18-202 of the Idaho Code, the following constitutes the Plan of Merger for the purpose of merging A & T Investments L. L. C. into Albright & Thurston, Inc.

**FIRST:** The Surviving Entity is Albright & Thurston, Inc., a corporation formed under the laws of Idaho, currently in good standing, whose Articles of Incorporation were filed with the Idaho Secretary of State on March 25, 1991.

**SECOND:** The Disappearing Entity is A & T Investments L. L. C., a limited liability company formed under the laws of Idaho, currently in good standing, whose Articles of Organization were filed with the Idaho Secretary of State on April 29, 1998.

**THIRD:** The effective date of this merger shall be the date the Statement of Merger in this matter is filed with the Idaho Secretary of State.

**FOURTH:** There are 1,000 shares of stock authorized to be issued by the Surviving Entity, all one class, of which 100 shares are presently issued, outstanding and held by its current shareholders. Of the remaining 900 authorized but currently unissued shares, 100 shares shall be issued to the members of the Disappearing Entity (A & T Investments L. L. C.), pro rata, in exchange for all of the outstanding capital in the Disappearing Entity, whereupon A & T Investments L. L. C. shall cease to exist, all of its property shall become the property of Albright & Thurston, Inc. and all liabilities of A & T Investments L. L. C. shall become liabilities of Albright & Thurston, Inc.

**FIFTH:** This merger does not require an amendment to the Articles of Incorporation or any other public organic document of the Surviving Entity.

**SIXTH:** By their signatures below and pursuant to §§ 30-1-704 and 30-1-821 of the Idaho Code, Robert D. Thurston and Loren W. Albright, being all of the shareholders and directors of Albright & Thurston, Inc., hereby unanimously authorize and direct the appropriate corporate officers to effectuate this merger.

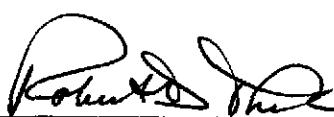
**SEVENTH:** By their signatures below and pursuant to §§ 30-6-407(2)(d) and 30-6-302(1)(b)(ii) of the Idaho Code, Robert D. Thurston and Loren W. Albright, being the only members of A & T Investments L. L. C., a member-managed LLC, hereby unanimously (a) authorize this merger and (b) authorize and direct the LLC members to effectuate the plan stated herein.

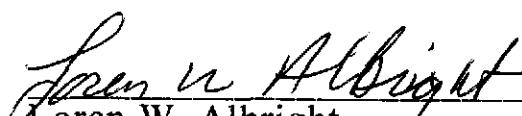
A & T Investments L. L. C.

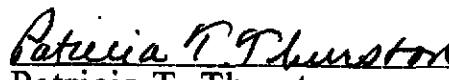
  
\_\_\_\_\_  
Loren W. Albright  
Member

  
\_\_\_\_\_  
Robert D. Thurston  
Member

Albright & Thurston, Inc.

  
\_\_\_\_\_  
Robert D. Thurston  
Shareholder and Director

  
\_\_\_\_\_  
Loren W. Albright  
Shareholder and Director

  
\_\_\_\_\_  
Patricia T. Thurston  
Shareholder