

STATEMENT OF MERGER OF
SPADY FAMILY LIMITED PARTNERSHIP WITH AND INTO

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SECRETARY OF STATE
STATE OF IDAHO

SPADY FAMILY II LIMITED PARTNERSHIP

1. ENTITIES PARTICIPATING IN MERGER

1.1 Name of Merging Partnership. The name of the merging Partnership is SPADY FAMILY LIMITED PARTNERSHIP, an Idaho Limited Partnership (the "Merging Partnership").

1.2 Name of Surviving Partnership. The name of the Surviving Partnership is SPADY FAMILY II LIMITED PARTNERSHIP, a Tennessee Limited Partnership (the "Surviving Partnership").

2. TERMS AND CONDITIONS OF MERGER

Pursuant to the terms and conditions of these Statement of Merger and in accordance with the Plan of Merger which has been approved, adopted, certified, executed and acknowledged by the Partnerships that are parties this merger in accordance with Section 30-18-205 of the Idaho Code and Section 61-1-905 et seq. of the Tennessee Revised Uniform Partnership Act, on the effective date of the merger, as set forth herein, the Merging Partnership shall be merged into the Surviving Partnership in the manner and with the effect provided by the statutes of the State of Idaho and the State of Tennessee. The Surviving Partnership shall continue its existence under the laws of the State of Tennessee, and the separate existence of the Merging Partnership shall cease. All property, rights, privileges, powers, licenses, and franchises of and every contract right possessed by the Merging Partnership, as the same were held and owned prior to the merger, shall vest in the Surviving Partnership subject, however, to all rights of creditors and all liens upon any property of the Merging Partnership which shall be preserved unimpaired. The Surviving Partnership shall be liable for all debts, liabilities and obligations and the rights of creditors of the Merging Partnership in the same manner and to the same extent as if the Surviving Partnership had itself incurred such debts, liabilities and obligations. The Surviving Partnership shall be substituted in any proceeding pending against the Merging Partnership.

3. CERTIFICATE OF LIMITED PARTNERSHIP AND LIMITED PARTNERSHIP AGREEMENT

Effective on the date of the merger, the Certificate of Limited Partnership of the Surviving Limited Partnership shall be amended to change the name of the Limited Partnership and Paragraph 1 of the Certificate of Limited Partnership shall be amended as follows

1. Name. The name of the limited partnership is

SPADY FAMILY LIMITED PARTNERSHIP

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Thereafter, the Certificate of Limited Partnership and Limited Partnership Agreement of the Surviving Partnership, if any, shall continue to be those of the Surviving Partnership from and after consummation of the merger until changed or amended as provided by Tennessee law.

4. ACTIONS BY GENERAL PARTNERS OF MERGING PARTNERSHIP

If at any time the Surviving Partnership shall deem or be advised that any further conveyance, assignment, assurance or other act or instrument is necessary or desirable to better confirm in the Surviving Partnership the title of any property of the Merging Partnership, the proper and former general partners of the Merging Partnership at the request and expense of the Surviving Partnership, will take all such actions and do all things that may be necessary or appropriate to vest or confirm title to such property in the Surviving Partnership or otherwise effectuate the purposes of the Statement of Merger.

5. PLAN OF MERGER

The executed Plan of Merger is on file at the office of the Surviving Partnership at 6131 Shallowford Road, Suite 101, Chattanooga, TN 37421.

6. APPROVAL OF STATEMENT OF MERGER

On September 16, 2009, the General Partners of the Merging Partnership and the General Partners of the Surviving Partnership duly authorized and approved the Plan of Merger and the Statement of Merger in accordance with the state laws of Idaho and Tennessee.

7. ADDRESS FOR SERVICE OF PROCESS

The street and mailing address of the office which may be used for service of process under Section 53-2-1109(2) of the Idaho Code is:

David Ruhling, CPA
6131 Shallowford Road, Suite 101
Chattanooga, Tennessee 37421

8. EFFECTIVE DATE OF MERGER

The effective date of the Merger is when filed with the Secretary of State of Tennessee.

IN WITNESS WHEREOF, the parties have caused their authorized representatives to execute the Statement of Merger as of September 21, 2009.

MERGING PARTNERSHIP:

SPADY FAMILY LIMITED PARTNERSHIP
(An Idaho Limited Partnership)

By: Robert N. Spady
Robert N. Spady General Partner

SURVIVING PARTNERSHIP:

SPADY FAMILY II LIMITED PARTNERSHIP
(A Tennessee Limited Partnership)

By: Robert N. Spady
Robert N. Spady General Partner

STATE OF IDAHO

COUNTY OF LATAH, ss.

On this 21st day of September in the year of 2009, before me, Tamara Hull, notary, personally appeared before me Robert N. Spady and Linda B. Spady known or identified to me (or proved to me on the oath of _____) to be the persons whose names are subscribed to the written instrument being first duly sworn, declared that they executed the foregoing document in such capacity as the general partners of the limited partnership and that the statements contained herein are true

IN WITNESS whereof I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Tamara L. Hull

Notary Public, residing at MOSCOW, ID

My commission expires on 10/25/2010

Signed and adopted September 21, 2009.

