

PLAN OF MERGER

Effective February 1, 2019, Bartend, LLC, an Idaho limited liability company (“**Idaho Bartend**” or the “**Surviving Entity**”) and Bartend, LLC, and Illinois limited liability company (“**Illinois Bartend**” or the “**Merging Entity**”) agree as follows:

1. BACKGROUND.

1.1. **Plan of Merger.** Bartend Idaho and Bartend Illinois have entered into this Plan of Merger (“**Plan of Merger**”) which provides for the merger of the Merging Entity with and into the Surviving Entity.

1.2. Merging Entity.

1.2.1. Merging Entity. The name of the Merging Entity is Bartend, LLC.

1.2.2. Governing Law. The Merging Entity was incorporated in Illinois and subject to Illinois law.

1.3. Surviving Entity.

1.3.1. Surviving Entity. The name of the Surviving Entity is Bartend, LLC.

1.3.2. Governing Law. The Surviving Entity was incorporated in Idaho and subject to Idaho law.

1.4. **Merging Entity Member Approval.** The Members of the Merging Entity have approved the merger with and into the Surviving Entity and the consummation of the transactions contemplated by this Plan of Merger, upon the terms and subject to the conditions set forth in this Plan of Merger, the Idaho Model Entity Transactions Act (“**IETA**”), the Illinois Limited Liability Company Act, all other applicable laws, and the operating agreement of the Merging Entity.

1.5. **Surviving Entity Member Approval.** The Members of the Surviving Entity have approved the merger of the Merging Entity with and into the Surviving Entity and the consummation of the transactions contemplated by this Plan of Merger, upon the terms and subject to the conditions set forth in this Plan of Merger, the IETA, all other applicable laws, and the Operating Agreement of the Surviving Entity.

2. MERGER.

2.1. **The Merger.** Upon the terms and subject to the conditions of this Plan of Merger, at the Effective Time (as defined in Section 2.2), in accordance with the IETA, the Merging

Entity shall be merged with and into the Surviving Entity and the separate existence of the Merging Entity shall thereupon cease (the “**Merger**”). Idaho Bartend shall be the surviving company in the Merger.

2.2. **Effective Time of the Merger.** The Merger shall become effective as of 12:01 AM, Mountain Time on the date a copy of this Plan of Merger, and any other documents necessary to effectuate the Merger in accordance with the IETA, are filed with the Secretary of State of the State of Idaho (the “**Effective Time**”).

2.3. **Effects of Merger.** The Merger shall have the effects set forth in Section 30-22-206 of the IETA, and all other applicable laws.

3. SURVIVING COMPANY.

3.1. **Certificate of Organization.** The Certificate of Organization of the Surviving Entity shall be the Certificate of Organization attached hereto as Exhibit A, and incorporated herein (“**Certificate of Organization**”).

3.2. **Operating Agreement.** At the Effective Time, the operating agreement of Idaho Bartend as in effect immediately prior to the Effective Time shall be the operating agreement (“**Operating Agreement**”) of the Surviving Entity, until when and if thereafter amended in accordance with the terms thereof or as provided by applicable Law.

3.3. **Directors and Officers.** At and after the Effective Time, the directors and officers of the Surviving Entity and the directors and officers of the Merging Entity shall together be the directors and officers of the Surviving Entity, in each case until their respective successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Entity’s Operating Agreement.

4. MEMBERSHIP.

4.1. **Conversion of Merging Entities Membership.** Upon the Effective Time, each member of the Merging Entity shall (without further action of the Merging Entity or the Surviving Entity) thereupon be converted into membership in the Surviving Entity, as set forth in the Operating Agreement.

4.2. **No Change to Idaho Bartend Membership.** Upon the Effective Time, each member of Idaho Bartend, the Surviving Entity, will hold membership in the Surviving Entity immediately after the Merger as held immediately prior to the Merger.

5. INTERPRETATION.

5.1. **Amendment.** This Plan of Merger may be amended by an instrument in writing signed on behalf of each of the parties in accordance with Section 30-22-204 of the IETA.

- 5.2. **Notices.** All notices and other communications (“**Notices**”) under this Plan of Merger (i) shall be in writing, and (ii) shall be addressed or delivered to the following relevant address or at such other address as shall be given in writing by a party to the other:

If to “Idaho Bartend” / “Surviving Entity”: c/o Griffin Johnson, 770 S 13th St., Boise, ID 83707

If to “Illinois Bartend” / Merging Entity”: c/o Griffin Johnson, 11199 W Dreamcatcher St. Boise, ID 83709

Notices complying with the provisions of this Section shall be deemed to have been delivered (i) upon the date of delivery if delivered in person or by facsimile, or (ii) on the date of the postmark on the return receipt if deposited in the United States Mail, with postage prepaid for certified or registered mail, return receipt requested.

- 5.3. **Interpretation.** This Plan of Merger (and the other documents and instruments referenced in this Plan of Merger) (i) constitutes the entire agreement and supersedes all other prior agreements and understandings, both written and oral, among the parties, or any of them, regarding the subject matter of the agreements, (ii) shall not be assigned by operation of law or otherwise without the prior written consent of the other parties, and (iii) shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Idaho.

- 5.4. **Counterparts.** This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

- 5.5. **Parties in Interest.** This Plan of Merger shall be binding upon and inure to the benefit of and be enforceable by the parties and their respective permitted successors and assigns. Nothing in this Plan of Merger, express or implied, is intended to confer upon any other person any rights, benefits or remedies of any nature whatsoever under or by reason of this Plan of Merger.

6. Certification.

- 6.1. **Merging Entity.** By signing below, the President and Secretary of the Merging Entity, certifies that he is the duly elected and acting President and Secretary, and that the necessary number of total votes cast by the Members approved this Plan of Merger.
- 6.2. **Surviving Entity.** By signing below the President and Secretary of Surviving Entity, certifies that he is the duly elected and acting President and Secretary, and that the necessary number of total votes cast by the Members approved this Plan of Merger.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be duly executed by their authorized officers, as of the date set forth above, effective as of the filing of this Plan of Merger with the Secretary of State for the State of Idaho.

MERGING ENTITY

Bartend, LLC



Griffin Johnson, Member 1/28/2019

SURVIVING ENTITY

Bartend, LLC



Griffin Johnson, Member 1/28/2019

FIRST AMENDMENT TO PLAN OF MERGER

Pursuant to the Plan of Merger entered into by the Parties on February 1, 2019, Bartend, LLC, an Idaho limited liability company ("**Idaho Bartend**" or the "**Surviving Entity**") and Bartend, LLC, and Illinois limited liability company ("**Illinois Bartend**" or the "**Merging Entity**") now desire to execute this amendment (the "First Amendment") to the Plan of Merger in order to satisfy the Illinois statutory requirements.

Article seven (7) is now added by the parties and, therefore, provides as follows:

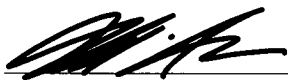
7. Illinois Secretary of State as Agent

- 7.1. **Service of Process Agent.** Pursuant to 805 Illinois Compiled Statutes (the "**Act**"), Chapter 35, Section 11.39(e), the surviving entity, Bartend LLC, an Idaho Limited Liability Company (the "**Company**"), does hereby irrevocably appoint the Illinois Secretary of State as agent of the Company to receive service or process for any proceeding for enforcement of any obligation of any constituent of the Company in the State of Illinois, as well as for the enforcement of any obligation of the Company, including any suit or other proceeding to enforce shareholders' rights to dissent as provided by Section 11.70 of the Act set forth herein.

IN WITNESS WHEREOF, the undersigned have caused this First Amendment to the Plan of Merger to be duly executed by their authorized officers, as of the date set forth below, effective as of the filing of this Plan of Merger with the Secretary of State for the State of Idaho.

MERGING ENTITY

Bartend, LLC



Griffin Johnson, Member

2/5/2019

Date

SURVIVING ENTITY

Bartend, LLC



Griffin Johnson, Member

2/5/2019

Date