

FILED EFFECTIVE

2017 FEB 15 PM 3:25

SECRETARY OF STATE
STATE OF IDAHO**STATEMENT OF MERGER****OF****CONDE-MILWARD INVESTMENTS, L.L.C (Surviving Entity)****AND****CONDE-MILWARD INVESTMENTS, L.L.C, (Disappearing Entity)**

This Statement of Merger is entered into this 17th day of January by and between Conde-Milward Investments, L.L.C, an Idaho limited liability company ("Idaho LLC") and Conde-Milward Investments, L.L.C ("California LLC"), a California limited liability company, as follows:

1. Pursuant to Idaho Code, 30-22-205, the Idaho LLC and the California LLC hereby agree to a merger of the two entities, with the Idaho LLC surviving the merger and the California LLC disappearing. The parties further agree to an exchange of membership units for membership units at the conversion ratio of one (1) membership unit of the Idaho LLC for every unit of the California LLC. The units will be exchanged as soon as possible subsequent to the effective date of the merger.

2. The parties instruct the officers and managers of their respective entities to file Articles of Merger with the Idaho Secretary of State as soon as possible and intend for the merger to be effective upon the filing of such Articles of Merger. Each party represents and warrants that the merger has been approved by proper action of the members, as required under Idaho law.

3. The parties intend for the merger to have the effect specified in the Idaho Limited Liability Act, as appropriate, with the surviving entity, the Idaho LLC, among other things,

IDAHO SECRETARY OF STATE

02/16/2017 05:00

CK:12913952 CT:172099 BH:1569290

1@ 30.00 = 30.00 STMT MERGE #2

1

W.176284

holding all of the assets and business of the California LLC, and assuming all of the liabilities and obligations of the California LLC.

4. The Idaho LLC agrees to keep this Agreement of Merger on file at its principal offices at 2214 East Lookout Drive, Coeur d'Alene, ID 83815, and furnish the same without cost upon the request of any person holding an interest in the Idaho LLC or the California LLC.

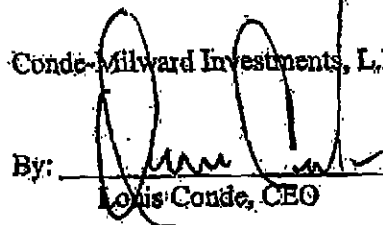
5. The parties hereby authorize the managers of the California LLC and the Idaho LLC to take whatever action is necessary to carry out the purposes and intent of this Agreement.

IN WITNESS WHEREOF, the undersigned entities have hereunto set their hand and seal this 4th day of January, 2017.

Conde-Milward Investments, L.L.C., an Idaho professional limited liability company

By:  - managing member
Karina Randon, Manager

Conde-Milward Investments, L.L.C., a California limited liability company

By: 
Louis Conde, CEO