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SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF MERGER

MERGING

NEAL P. WEBSTER, D.D.S., P.A.,

an Idaho professional association,

WITH AND INTO

CALDWELL ORTHODONTIC ASSOCIATES PLLC

an Idaho professional limited liability company

*Pursuant to Chapter 18, Part 2, Title 30 of the
Idaho Entity Transactions Act*

NEAL P. WEBSTER, D.D.S., P.A., an Idaho professional association ("**Webster**") and CALDWELL ORTHODONTIC ASSOCIATES PLLC an Idaho professional limited liability company ("**Caldwell Orthodontic**"), DO HEREBY CERTIFY as follows:

1. The constituent entities in the conversion (the "**Merger**") are Webster, with its principal place of business at 3611 South 10th Avenue, Caldwell, Idaho 83605 and Caldwell Orthodontic, with its principal place of business at 3611 South 10th Avenue, Caldwell, Idaho 83605.
2. A Plan of Merger (the "**Merger Plan**") has been duly authorized and approved by the sole Shareholder and Director of Webster in accordance with Chapter 18, Part 2, Title 30 of the Idaho Entity Transactions Act ("**IETA**"). The Merger Plan has been duly authorized and approved by the sole Member and Manager of Caldwell Orthodontic in accordance with Chapter 18, Part 2, Title 30 of the IETA.
3. Pursuant to the Merger Plan and in accordance with IETA, Webster is being merged with and into Caldwell Orthodontic, with Caldwell Orthodontic being the surviving professional limited liability company in the Merger (the "**Surviving Entity**").
4. The address of the Surviving Entity where copies of process may be sent by the Idaho Secretary of State is 3611 South 10th Avenue, Caldwell, Idaho 83605.
5. The Merger Plan was submitted to and approved by the sole Member and Manager of Caldwell Orthodontic.

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6. The Merger Plan was submitted to and approved by the sole shareholder and director of Webster.
7. The Merger is effective as of January 1, 2012, upon filing an executed version of this Statement of Merger with the Idaho Secretary of State pursuant to IETA (the "*Effective Time*").
8. At the Effective Time, the Articles of Organization of Caldwell Orthodontic Associates PLLC, as in effect immediately prior to the Effective Time, shall be amended and restated in the form of the Amendment to Certificate of Organization attached hereto as Exhibit A, and shall be the Certificate of Organization of the Surviving Corporation.

IN WITNESS WHEREOF, Webster and Caldwell Orthodontic have caused this Statement of Merger to be executed by their authorized officers this 26th day of December, 2011.

NEAL P. WEBSTER, D.D.S., P.A.

By: Neal P. Webster
Neal P. Webster, President

CALDWELL ORTHODONTIC ASSOCIATES
PLLC

By: Neal P. Webster
Neal P. Webster, Manager