

## **STATEMENT OF MERGER**

This Statement of Merger is made as of November 17, 2021, between The Logistics Guys, Inc., a California corporation (hereinafter "The Logistics Guys CA" or "Disappearing Corporation"), and The Logistics Guys, Inc., an Idaho corporation (hereinafter "The Logistics Guys ID" or "Surviving Corporation"); the corporations together are sometimes referred to below as the "Constituent Corporations.")

The Constituent Corporations agree as follows:

1. **Disappearing Corporations.** The Logistics Guys CA is duly organized, existing and in good standing under the laws of the State of California. It has Two Thousand Five Hundred (2,500) shares of authorized capital common stock; Two Thousand Five Hundred (2,500) shares are issued and outstanding. All outstanding shares are issued to Elijah Rodriguez.

2. **Surviving Corporation.** The Logistics Guys ID is duly organized, existing and in good standing under the laws of the State of Idaho. It has Two Thousand Five Hundred (2,500) shares of authorized Common Voting stock. Two Thousand Five Hundred (2,500) shares of Common Voting stock are owned by Elijah Rodriguez.

3. **The Boards of Directors of the Constituent Corporations.** The Board of Directors have determined it in the best interests of the corporations and their shareholder that Disappearing Corporation be merged with Surviving Corporation in accordance with the laws of the State of Idaho. The Boards have reviewed this Statement of Merger and respectively agreed to adopt on behalf of the respective corporations the Statement of Merger as their Agreement of Merger.

4. **Approval of Merger.** This Merger was approved by The Logistics Guys ID, in accordance with Idaho Corporations Code 30-22-205, and by The Logistics Guys CA in accordance with the laws of the State of California and California Corporations Code §1113, et al.

5. **Merger:** The State of Idaho provides that any two or more domestic or foreign corporations may be merged into one of those corporations. It further provides that an Idaho corporation may merge with one or more domestic or foreign corporations. Pursuant thereto, Disappearing Corporation shall be merged with Surviving Corporation, which shall survive the merger. Disappearing Corporation's separate existence shall cease on the effective date of the merger. On the effective date of the merger Surviving Corporation shall (i) succeed to all of Disappearing Corporation's rights and property; and (ii) be subject to all Disappearing Corporation's liabilities and obligations.

Notwithstanding the above, after the effective date of the merger the Surviving Corporation's proper officers and directors may perform any acts necessary or desirable to vest or confirm this Merger.

6. **Conversion of Shares:** By virtue of the Merger, upon the effective date each share of common stock of Disappearing Corporation outstanding immediately prior to the effective date shall be cancelled without consideration.

7. **Stock Certificates:** The holder of the Disappearing Corporation's outstanding stock certificates must surrender them to the Surviving Corporation in whatever manner it may legally require. On receipt thereof, Surviving Corporation shall cancel said stock certificates. The shareholder of the Disappearing Corporation shall duly complete and execute the transfer provisions on the reverse side of all outstanding stock certificates of Disappearing Corporation.

Pending the surrender and cancellation of stock certificates of Disappearing Corporation the registered owner on Disappearing Corporations books of any outstanding stock certificate shall not be entitled to exercise voting and other rights, and receive any dividends payable, with respect to the shares of Surviving Corporation.

8. **Changes in Articles of Incorporation and Bylaws:** Surviving Corporation's Articles of Incorporation in effect on the effective date shall continue to be its Articles of Incorporation without change as a result of the merger.

Surviving Corporation's Bylaws as in effect on the effective date shall continue to be its Bylaws without change as a result of the merger.

9. **Officers and Directors:** Surviving Corporation's officers and director shall continue and remain as such after the effective date for the full unexpired terms of their respective offices, or until their successors have been duly elected or appointed and qualified.

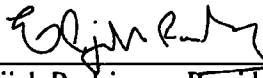
10. **Effective Date:** The effective date of merger shall be at the close of business on the date when this Statement of Merger is duly filed in the office of the Idaho Secretary of State in accordance with Idaho law.

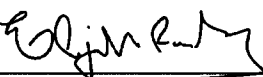
11. **Counterparts:** This Agreement may be executed in any number of counterparts, each of which shall constitute an original instrument.

12. **Controlling Law:** The validity, interpretation, and performance of this Agreement shall be controlled by and construed under the laws of the State of California.

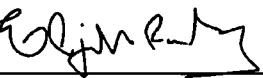
IN WITNESS WHEREOF, the parties hereto have executed this Statement of Merger by their respective duly authorized officers, as of the date first written above.

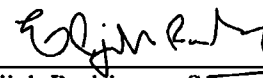
**THE LOGISTICS GUY<sup>S</sup> INC.**  
A California corporation  
as Disappearing Corporation

By:   
Elijah Rodriguez, President

By:   
Elijah Rodriguez, Secretary

**THE LOGISTICS GUY<sup>S</sup> INC.**  
An Idaho corporation  
as Surviving Corporation

By:   
Elijah Rodriguez, President

By:   
Elijah Rodriguez, Secretary