

FILED EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF MERGER

SECURED INVESTMENT CORP., a Wyoming corporation, and COGO CAPITAL, LLC, an Idaho limited liability company, have adopted a *Plan and Agreement of Merger* dated June 19, 2017. In accordance with I.C. § 30-22-205, the Merging Entities certify and state as follows:

1. The name of the merging entity that is not the surviving entity is COGO CAPITAL, LLC, a limited liability company duly formed and existing under the laws of the State of Idaho. [Idaho Secretary of State File No. W117734]
2. The name of the surviving entity is SECURED INVESTMENT CORP., a corporation duly formed and existing under the laws of the State of Wyoming, and qualified to transact business in the State of Idaho. [Idaho Secretary of State File No. C193475]
3. Articles of Merger have been filed simultaneously with the Wyoming Secretary of State and in compliance with W.S. 1977 § 17-16-1102, *et seq.*
4. The Plan and Agreement of Merger was approved by Cogo Capital, LLC in accordance with the Idaho Model Entity Transactions Act, I.C. § 30-22-101, *et seq.*
5. A copy of the *Plan and Agreement of Merger* dated June 19, 2017, between Secured Investment Corp. ("Surviving Entity") and Cogo Capital, LLC ("Merging Entity") is attached as Exhibit A and incorporated herein.
6. This Statement of Merger shall be effective as of 12:00 a.m. Mountain Time on July 1, 2017.

DATED this 19th day of June, 2017.

SECURED INVESTMENT CORP.

By:

Lee Arnold

Chairman/Chief Executive Officer

COGO CAPITAL, LLC

By: Secured Investment Corp., Its
Managing Member

By:

Jaclyn Olsen Arnold

Vice Chairman/Chief Financial Officer

IDAHO SECRETARY OF STATE

06/26/2017 05:00

CK:163004 CT:4260 BH:1590620

10 30.00 = 30.00 STMT MERGE #2

W117734

EXHIBIT A

[Plan and Agreement of Merger, dated June 19, 2017]

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER dated as of June 19, 2017 ("Plan"), is made and entered into by and between SECURED INVESTMENT CORP., a Wyoming corporation ("SIC"), and COGO CAPITAL, LLC, an Idaho limited liability company ("COGO"). SIC and COGO are sometimes collectively referenced herein as the "Merging Entities".

RECITALS

1. Secured Investment Corp. is the sole member and manager of Cogo Capital, LLC. Since its formation, Cogo Capital, LLC has been a wholly owned subsidiary of Secured Investment Corp.
2. The Board of Directors of SIC and the Managing Member of COGO have determined that it is in the best interests of Shareholders for SIC and the Member for COGO to be merged into a single entity.

The parties therefore agree as follows:

1. TERMS AND CONDITIONS OF MERGER

1.1 Merger of Cogo Capital, LLC with and into Secured Investment Corp. Subject to the terms of this Plan, at the Closing (defined below) COGO will be merged with and into SIC, and the separate existence of COGO shall cease. As the surviving entity, SIC will continue its existence under the laws of the State of Wyoming, and upon and after the Merger, SIC will possess all rights, privileges, immunities, powers and obligations, whether of a public or private nature, of each of the Merging Entities. Without limitation:

- (a) All of the right, title and interest of each of the Merging Entities in and to its assets, properties, claims, rights and interests of every kind, nature and description, whether tangible or intangible, real, personal or mixed, contingent or fixed, will be taken by and deemed to be vested in SIC without any further instrument of transfer or assignment or the undertaking or performance of any further act or deed;
- (b) All contacts, agreements, leases, licenses, permits, and authorizations affecting or relating to each of the Merging Entities will continue unimpaired; and
- (c) All debts, liabilities and obligations of each of the Merging Entities, whether known or unknown, fixed or contingent, will accede to SIC.

1.2 Closing Date. The closing of the Merger ("Closing") will take place on Monday, June 19, 2017 at 12:00 p.m. (PT).

1.3 Articles of Merger/Statement of Merger. SIC shall execute and cause Articles of Merger to be filed with the Wyoming Secretary of State. Contemporaneously therewith, SIC and COGO shall execute and cause a Statement of Merger to be filed with the Idaho Secretary of State. The Articles and Statement shall each provide that the Merger is to be effective as of 12:00 a.m. (Mountain Time) on July 1, 2017.

2. **TERMINATION.** This Plan may be terminated by SIC at any time prior to Closing.

3. **APPROVAL.** This Plan has been adopted and approved by the Merging Entities in the following manner:

3.1 Secured Investment Corp. By unanimous written consent of its Board of Directors.

3.2 Cogo Capital, LLC. By unanimous written consent of its sole Member.

4. **ARTICLES OF INCORPORATION AND BYLAWS.** The Articles of Incorporation and Bylaws now in effect for SIC shall remain unchanged and in full effect following the Merger. In addition, the directors and officers of SIC shall continue to serve in their respective capacities until they are replaced as provided in SIC's Articles of Incorporation and Bylaws.

5. **COUNTERPARTS.** This Plan may be executed in counterparts.

This Agreement is executed on the date first written above.

[signatures appear on the following pages]

SURVIVING ENTITY:

SECURED INVESTMENT CORP.

By: _____

Lee Arnold

Chairman/Chief Executive Officer

STATE OF IDAHO)

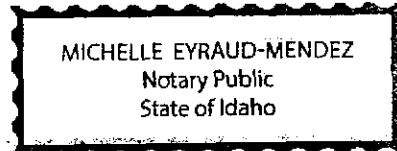
ss.

County of Kootenai)

On this 19 day of June, 2017, before me Michelle Eyraud-Mendez personally appeared Lee Arnold, known or identified to me to be the Chairman and Chief Executive Officer of SECURED INVESTMENT CORP., the corporation that executed the instrument, and acknowledged to me that such corporation executed the same.

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

Michelle Eyraud-Mendez
Notary Public for Idaho
Residing at: Kootenai County
My Commission Expires: 2/21/21



MERGING ENTITY:

COGO CAPITAL, LLC

By: Secured Investment Corp., Its
Managing Member

By:


Jaclyn Olsen Arnold
Vice Chairman/Chief Financial Officer

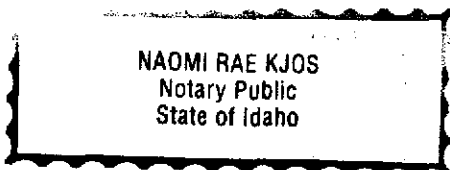
STATE OF IDAHO)


ss.

County of Kootenai)

On this 16th day of June, 2017, before me Naomi Rae Kjos, personally appeared Jaclyn Olsen Arnold, known or identified to me, to be the authorized signature of Secured Investment Corp., the corporation that executed the instrument on behalf of said corporation being known to me to be the Member of COGO CAPITAL, LLC, the limited liability company that executed the instrument and acknowledged to me that such limited liability company executed the same.

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




Notary Public for Idaho
Residing at: Kootenai, Idaho
My Commission Expires: 6/15/21