

**STATEMENT OF MERGER**

Pursuant to § 30-18-205 of the Idaho Code, Featherston Salmon River Properties, LLC, an Idaho limited liability company, and Munsey-Featherston Family Salmon River Retreat, Inc., an Idaho corporation, hereby ~~submit the~~ **SECRETARY OF STATE  
STATE OF IDAHO** following Statement of Merger, which confirms that Munsey-Featherston Family Salmon River Retreat, Inc. has been merged into Featherston Salmon River Properties, LLC.

**FIRST:** The surviving entity in this merger is Featherston Salmon River Properties, LLC.

**SECOND:** Munsey-Featherston Family Salmon River Retreat, Inc. is not a surviving entity; its separate corporate existence shall cease as a result of this merger.

**THIRD:** The Plan of Merger is attached to this Statement and is incorporated by this reference.

**FOURTH:** This merger shall be effective upon filing with the Idaho Secretary of State.

**FIFTH:** This merger has been approved by the unanimous action of (a) the shareholders and directors of Munsey-Featherston Family Salmon River Retreat, Inc. and (b) the members of Featherston Salmon River Properties, LLC.

**SIXTH:** There has been no change or amendment to the Certificate of Organization or any other public organic document of the Surviving Entity.

Dated \_\_\_\_\_, 2015.

Featherston Salmon River Properties, LLC

By \_\_\_\_\_  
Carolyn Featherston, Member

By \_\_\_\_\_  
John Featherstone, Member

By *Daniel P. Featherston*  
Daniel P. Featherston, Member

Munsey-Featherston Family Salmon River Retreat, Inc.

By: *Daniel P. Featherston*  
Its President

IDAHO SECRETARY OF STATE

06/01/2015 05:00

CK:29448 CT:90943 BH:1477919  
1@ 30.00 = 30.00 STMT MERGE #2

W151397

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Dated \_\_\_\_\_, 2015.

Featherston Salmon River  
Properties, LLC

Munsey-Featherston Family  
Salmon River Retreat, Inc.

By Carolyn P. Featherston By: \_\_\_\_\_  
Carolyn Featherston, Member Its President

By \_\_\_\_\_  
John Featherstone, Member

By \_\_\_\_\_  
Daniel P. Featherston, Member

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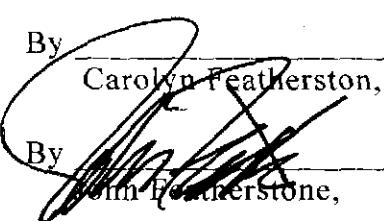
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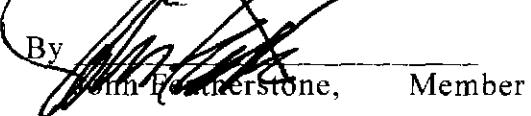
Dated 5/18, 2015.

Featherston Salmon River  
Properties, LLC

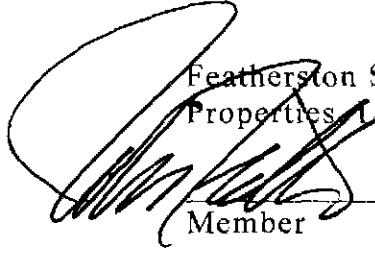
Munsey-Featherston Family  
Salmon River Retreat, Inc.

By   
Carolyn Featherston, Member

By: \_\_\_\_\_  
Its President

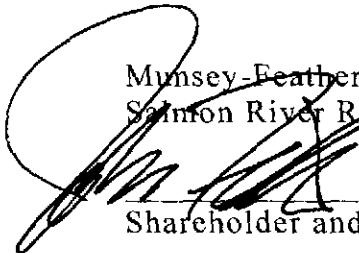
By   
Tom Featherston, Member

By \_\_\_\_\_  
Daniel P. Featherston, Member



Featherston Salmon River  
Properties, LLC

Member



Munsey-Featherston Family  
Salmon River Retreat, Inc.

Shareholder and Director

5/18/15

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Member

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Shareholder and Director

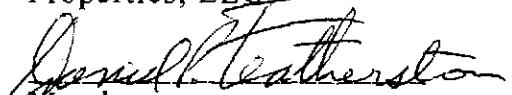
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Member

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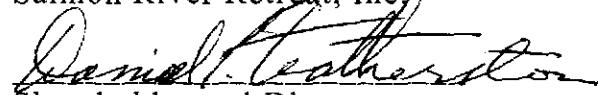
Shareholder and Director

Featherston Salmon River  
Properties, LLC

  
Member

Member

Munsey-Featherston Family  
Salmon River Retreat, Inc.

  
Shareholder and Director

Shareholder and Director

Member

Shareholder and Director

Featherston Salmon River  
Properties, LLC

Munsey-Featherston Family  
Salmon River Retreat, Inc.

Member

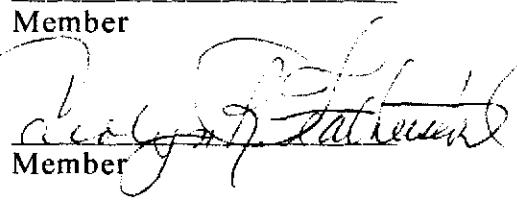
Shareholder and Director

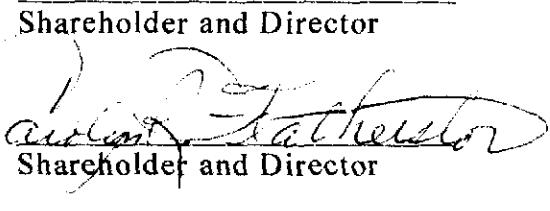
Member

Member

Shareholder and Director

Shareholder and Director

  
Carol Munsey-Featherston

  
Carol Munsey-Featherston

Shareholder and Director

Shareholder and Director

STATE OF IDAHO )

County of Bonner ) ss

On \_\_\_\_\_, 2015, personally appeared \_\_\_\_\_, and, after being sworn on his oath, did state that he is president of Munsey-Featherston Family Salmon River Retreat, Inc., that he has read the foregoing Statement of Merger and knows the contents thereof to be true and correct.

\_\_\_\_\_  
Sworn and subscribed to on \_\_\_\_\_, 2015.

Notary Public for Idaho

Residing at Sandpoint

Commission Expires \_\_\_\_\_

STATE OF California)

County of Tuolumne) ss

On May 18, 2015, personally appeared John Featherstone and, after being sworn on his oath, did state that he is a member of Featherston Salmon River Properties, LLC, that he has read the foregoing Statement of Merger and knows the contents thereof to be true and correct.

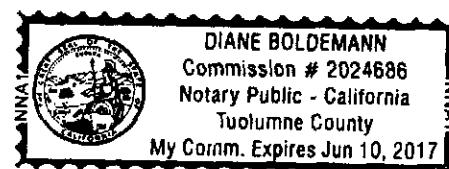
Diane Bolde

\_\_\_\_\_  
Sworn and subscribed to on May 18, 2015.

Notary Public for California

Residing at Sonora, CA

Commission Expires Jun 10, 2017



STATE OF \_\_\_\_\_ )

County of \_\_\_\_\_ ) ss

On \_\_\_\_\_, 2015, personally appeared \_\_\_\_\_, and, after being sworn on his oath, did state that he is a member of Featherston Salmon River Properties, LLC, that he has read the foregoing Statement of Merger and knows the contents thereof to be true and correct.

\_\_\_\_\_  
Sworn and subscribed to on \_\_\_\_\_, 2015.

Notary Public for Idaho

Residing at Sandpoint

Commission Expires \_\_\_\_\_

STATE OF \_\_\_\_\_ )

County of \_\_\_\_\_ ) ss

On \_\_\_\_\_, 2015, personally appeared \_\_\_\_\_, and, after being sworn on his oath, did state that he is a member of Featherston Salmon River Properties, LLC, that he has read the foregoing Statement of Merger and knows the contents thereof to be true and correct.

\_\_\_\_\_  
Sworn and subscribed to on \_\_\_\_\_, 2015.

Notary Public for Idaho

Residing at Sandpoint

Commission Expires \_\_\_\_\_



## **PLAN OF MERGER**

Pursuant to § 30-18-202 of the Idaho Code, the following constitutes the Plan of Merger for the purpose of merging Munsey-Featherston Family Salmon River Retreat, Inc., into Featherston Salmon River Properties, LLC.

**FIRST:** The Surviving Entity is Featherston Salmon River Properties, LLC a limited liability company formed under the laws of Idaho, currently in good standing, whose Certificate of Organization was filed with the Idaho Secretary of State on May \_\_\_\_\_, 2015.

**SECOND:** The Disappearing Entity is Munsey-Featherston Family Salmon River Retreat, Inc., a corporation formed under the laws of Idaho, currently in good standing, whose Articles of Incorporation were filed with the Idaho Secretary of State on January 3, 2002.

**THIRD:** The effective date of this merger shall be the date the Statement of Merger in this matter is filed with the Idaho Secretary of State.

**FOURTH:** Both the Surviving Entity and the Disappearing Entity are currently owned equally by the same three persons, and, after the merger contemplated herein, the Surviving Entity shall continue to be owned equally by the same three persons. Thus, the shareholders of the Disappearing Entity shall receive no new ownership units in the Surviving Entity, and, upon tender of all of their shares in the Disappearing Entity, said Munsey-Featherston Family Salmon River Retreat, Inc. shall cease to exist, all of its property shall become the property of Featherston Salmon River Properties, LLC, and all liabilities of Munsey-Featherston Family Salmon River Retreat, Inc. shall become liabilities of Featherston Salmon River Properties, LLC.

**FIFTH:** This merger does not require an amendment to the Certificate of Organization or any other public organic document of the Surviving Entity.

**SIXTH:** By their signatures below and pursuant to §§ 30-1-704 and 30-1-821 of the Idaho Code, undersigned, being all of the shareholders and directors of Munsey-Featherston Family Salmon River Retreat, Inc., hereby unanimously authorize and direct the appropriate corporate officers to effectuate this merger.

**SEVENTH:** By their signatures below and pursuant to §§ 30-6-407(2)(d) and 30-6-302(1)(b)(ii) of the Idaho Code, the members of Featherston Salmon River Properties, LLC, a member-managed LLC, hereby unanimously (a) authorize this merger and (b) authorize and direct the LLC members to effectuate the plan stated herein.