

FILED EFFECTIVE

STATEMENT OF MERGER

2014 MAR 25 AM 11:47

OF

SECRETARY OF STATE
STATE OF IDAHO

**BLOOM CAPITAL CORPORATION,
an Idaho corporation**

WITH AND INTO

**NOVEL PROJECTS, INC.,
an Idaho corporation**

**TO THE SECRETARY OF STATE
STATE OF IDAHO**

Pursuant to the provisions of Title 30, Chapter 18 of the Idaho Code, the Idaho Entity Transactions Act (the "Act"), the domestic business corporations herein named do hereby submit this Statement of Merger (the "Statement of Merger").

1. The name, jurisdiction of organization and type of entity of the merging entity that is not the surviving entity is:

Name	Jurisdiction of Organization	Type of Entity
Bloom Capital Corporation	Idaho	For Profit Corporation

2. The name, jurisdiction of organization and type of entity of the surviving entity is:

Name	Jurisdiction of Organization	Type of Entity
Novel Projects, Inc.	Idaho	For Profit Corporation

3. The merger was approved by each domestic merging entity in accordance with the Act.

4. The merger shall become effective upon the date and time of filing of this Statement of Merger (the "Effective Time"). At the Effective Time, the Articles of Incorporation of the surviving entity shall be amended and restated in their entirety as set forth on Exhibit A hereto.

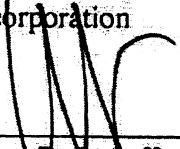
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IDAHO SECRETARY OF STATE
03/25/2014 05:00
CK: 635923 CT: 84697 BH: 1417020
1 @ 30.00 = 30.00 STMT MERGE # 2

C201474

DATED: March 25, 2014

Bloom Capital Corporation
an Idaho corporation

By: 
Name: Gene D. Levoff
Title: President, Secretary and Treasurer

Novel Projects, Inc.,
an Idaho corporation

By: _____
Name: Aaron Stanton
Title: Chief Executive Officer

DATED: March 25, 2014

Bloom Capital Corporation
an Idaho corporation

By: _____
Name: Gene D. Levoff
Title: President, Secretary and Treasurer

Novel Projects, Inc.,
an Idaho corporation

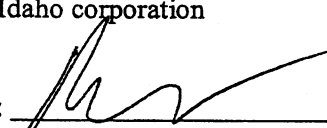
By:  _____
Name: Aaron Stanton
Title: Chief Executive Officer

Exhibit A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NOVEL PROJECTS, INC.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NOVEL PROJECTS, INC.**

Effective as of March 25, 2014, the Articles of Incorporation of Novel Projects, Inc. are amended and restated in their entirety as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is Novel Projects, Inc.

**ARTICLE II
PURPOSE AND EXISTENCE**

The corporation shall have perpetual existence, and the purpose for which the corporation is formed is to engage in such activities or businesses as may be authorized or permitted under the Idaho Business Corporation Act.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the registered office of the corporation in the State of Idaho is 921 S. Orchard St., Suite G, Boise, Idaho 83705; and the name of its registered agent such address is CT Corporation System.

**ARTICLE IV
CAPITALIZATION**

The corporation has the authority to issue 1,000 shares, no par value per share, all of which shall be common voting shares.

**ARTICLE V
BOARD OF DIRECTORS**

Section 5.1 All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its Board of Directors.

Section 5.2 The number of directors constituting the Board of Directors shall be determined in the manner specified in the Bylaws.

**ARTICLE VI
AMENDMENT OF BYLAWS**

The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the corporation. The shareholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the corporation.

**ARTICLE VII
AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the shareholders of this corporation are granted subject to this reservation.

**ARTICLE VIII
LIMITATION ON LIABILITY**

To the full extent permitted by Idaho law as presently or hereafter in effect, no director of the corporation shall be personally liable to the corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the corporation. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

**ARTICLE IX
INDEMNIFICATION**

Each person who is or was or had agreed to become a director, officer, employee or agent of the corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the corporation to the full extent permitted by Idaho law as presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article IX. No amendment to or repeal of this Article IX shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

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