

STATEMENT OF MERGER

Pursuant to the provisions of Idaho Code Section 30-22-205, the undersigned hereby submit the following Statement of Merger for filing for the purpose of merging **BARNES ENTERPRISES INC (OF SPOKANE), a Washington corporation** ("Disappearing Entity") into and with **BARNES ENTERPRISES INC, an Idaho corporation** ("Surviving Entity").

I. Merging Entities

NAME OF SURVIVING ENTITY	TYPE OF ENTITY	STATE FILE NUMBER	JURISDICTION
BARNES ENTERPRISES INC	CORPORATION	ID 0003421242	Idaho
NAME OF DISAPPEARING ENTITY	TYPE OF ENTITY	STATE FILE NUMBER	JURISDICTION
BARNES ENTERPRISES INC (OF SPOKANE)	CORPORATION	WA 602 000 765	Washington

II. Surviving Entity

The Surviving Entity is organized and existing under the laws of the State of Idaho.

III. Effective Date of Merger

The merger shall be effective upon the filing of the Statement of Merger with the Idaho Secretary of State.

IV. Articles of Incorporation

The Surviving Entity's Articles of Incorporation was filed effective February 3, 2019 with the Idaho Secretary of State and a copy of such is attached, hereto.

V. Amendments

No Amendments were provided for in the Plan of Merger to the Surviving Entity's public organic documents or private organic rules.

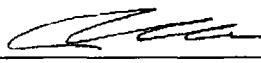
VI. Approval of Merger

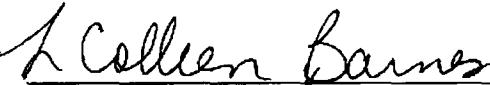
The Plan of Merger was approved by unanimous written consent of the shareholders of both the Surviving Entity and the Disappearing Entity.

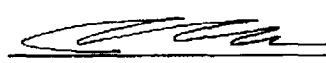
DATED this 4 day of February, 2019.

BARNES ENTERPRISES INC, an Idaho corporation

BARNES ENTERPRISES INC (OF SPOKANE), a Washington corporation


JOHN BARNES


L. COLLEEN BARNES


JOHN BARNES


L. COLLEEN BARNES