

STATEMENT OF MERGER

Merging

10 DEC -2 PM 3:48

JAYKER MAGIC VALLEY WHOLESALE NURSERY INC.

(an Idaho corporation)

SECRETARY OF STATE  
STATE OF IDAHO

Into

JAYKER TREASURE VALLEY WHOLESALE NURSERY INC.

(an Idaho corporation)

Pursuant to Section 30-18-205 of the Idaho Entity Transactions Act:

JAYKER MAGIC VALLEY WHOLESALE NURSERY INC., an Idaho corporation ("Jayker Magic Valley"), and JAYKER TREASURE VALLEY WHOLESALE NURSERY INC., an Idaho corporation ("Jayker Treasure Valley"), do hereby certify that:

**FIRST:** Jayker Magic Valley and Jayker Treasure Valley entered into an Plan and Agreement of Merger, effective as of December 31, 2010 (the "Plan of Merger"), which provides for the merger (the "Merger") of Jayker Magic Valley with and into Jayker Treasure Valley, which will be the Surviving Corporation.

**SECOND:** Jayker Magic Valley has outstanding 100,000 shares of Common Stock, all of which were voted in favor of the Plan of Merger. There were no votes cast against the Plan of Merger. As such, the Plan of Merger was duly approved by the Shareholders of Jayker Magic Valley.

**THIRD:** Jayker Treasure Valley has issued 1,000,000 shares of Common Stock, all of which were voted in favor of the Plan of Merger. There were no votes cast against the Plan of Merger. As such, the Plan of Merger was duly approved by the Shareholders of Jayker Treasure Valley.

**FOURTH:** The effective date of the Statement of Merger and Plan of Merger is December 31, 2010.

DATED the 2 day of December, 2010.

JAYKER MAGIC VALLEY  
WHOLESALE NURSERY INC.

By:

Douglas K. Carnahan  
Douglas K. Carnahan  
President and Co-Chair of the Board

By:

Meredith A. Carnahan  
Meredith A. Carnahan  
Co-Chair of the Board

JAYKER TREASURE VALLEY  
WHOLESALE NURSERY INC.

By:

Douglas K. Carnahan  
Douglas K. Carnahan  
President and Co-Chair of the Board

By:

Meredith A. Carnahan  
Meredith A. Carnahan  
Co-Chair of the Board

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**FIRST:** Jayker Magic Valley and Jayker Treasure Valley entered into an Plan and Agreement of Merger, effective as of December 31, 2010 (the "Plan of Merger"), which provides for the merger (the "Merger") of Jayker Magic Valley with and into Jayker Treasure Valley, which will be the Surviving Corporation.

**SECOND:** Jayker Magic Valley has outstanding 100,000 shares of Common Stock, all of which were voted in favor of the Plan of Merger. There were no votes cast against the Plan of Merger. As such, the Plan of Merger was duly approved by the Shareholders of Jayker Magic Valley.

**THIRD:** Jayker Treasure Valley has issued 1,000,000 shares of Common Stock, all of which were voted in favor of the Plan of Merger. There were no votes cast against the Plan of Merger. As such, the Plan of Merger was duly approved by the Shareholders of Jayker Treasure Valley.

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DATED the 2 day of December, 2010.

JAYKER MAGIC VALLEY  
WHOLESALE NURSERY INC.

JAYKER TREASURE VALLEY  
WHOLESALE NURSERY INC.

By: Douglas K. Carnahan  
Douglas K. Carnahan  
President and Co-Chair of the Board

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Douglas K. Carnahan  
President and Co-Chair of the Board

By: Meredith A. Carnahan  
Meredith A. Carnahan  
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