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SECRETARY OF STATE
STATE OF IDAHO

STATEMENT (ARTICLES) OF MERGER

This Statement (Articles) of Merger is between Boondocks Fun Center – Meridian, LLC, an Idaho limited liability company and Boondocks Fun Center – Draper, LLC, an Utah limited liability company and is intended to comply with (i) Idaho Code Section 30-18-205 and be the statement of merger required thereby and (ii) Utah Code Section 48-2c-1409 and be the articles of merger required thereby.

1. **Parties to the Merger.** Boondocks Fun Center – Meridian, LLC, an Idaho limited liability company and Boondocks Fun Center – Draper, LLC, an Utah limited liability company.
2. **Name of the Company that is not the Surviving Company.** Boondocks Fun Center – Meridian, LLC, an Idaho limited liability company.
3. **Name of the Surviving Company.** Boondocks Fun Center – Draper, LLC, an Utah limited liability company.
4. **Effective Date of the Merger.** December 31, 2008.
5. **Approval of the Merger.** The merger has been approved by Boondocks Fun Center – Meridian, LLC in accordance with part 2, chapter 18, title 30, Idaho Code. The merger has been approved by Boondocks Fun Center – Draper, LLC in accordance with the laws of the state of Utah.
6. **Mailing Address for Process.** The mailing address to which the Idaho Secretary of State may send any process served on the Idaho Secretary of State pursuant to Idaho Code Section 30-18-206(5) is Boondocks Fun Center - Draper, LLC, 660 East Franklin, Suite 270, Meridian, Idaho 83642.
7. **Plan of Merger.** A copy of the Plan of Merger is attached hereto as Exhibit A. The Plan of Merger was duly authorized and approved by each entity that is a party to the merger in accordance with Utah Code Section 48-2c-1408.

IN WITNESS WHEREOF, this Statement (Articles) of Merger is hereby executed effective as of December 31, 2008.

Boondocks Fun Center – Meridian, LLC,
an Idaho limited liability company

BY: Select Investment and
Management Co., an Utah corporation
ITS: Manager

BY: 
Randy L. Fullmer, President

Boondocks Fun Center – Draper, LLC,
an Utah limited liability company

BY: Select Investment and
Management Co., an Utah corporation
ITS: Manager

BY: 
Randy L. Fullmer, President

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EXHIBIT A

PLAN OF MERGER

This Plan of Merger is made as of December 22, 2008, by and between Boondocks Fun Center – Meridian, LLC, an Idaho limited liability company ("**Boondocks Meridian**") and Boondocks Fun Center – Draper, LLC, an Utah limited liability company ("**Boondocks Draper**"). Boondocks Meridian and Boondocks Draper are sometimes collectively referred to herein as "**Constituent Companies**."

WHEREAS, Select Investment and Management Co., an Utah corporation, Fun Center Partners, a California general partnership and Smith Hall Industries, Inc., an Oregon Corporation are all the members of the Constituent Companies (collectively, "**Members**").

WHEREAS, Select Investment and Management Co., an Utah corporation, is the manager of the Constituent Companies.

WHEREAS, the Members desire that the Constituent Companies merge into a single limited liability company.

WHEREAS, Boondocks Meridian desires to merge the Constituent Companies into a single limited liability company.

WHEREAS, Boondocks Draper desires to merge the Constituent Companies into a single limited liability company.

NOW THEREFORE, the Members of the Constituent Companies do hereby adopt the plan of merger set forth in this Plan of Merger and hereby evidence their desire that the Constituent Companies be merged into a single limited liability company in accordance with the applicable provisions of the laws of the states of Utah and Idaho and on the following terms, conditions and other provisions:

ARTICLE I

MERGER AND SUCCESSION

Boondocks Meridian shall be merged with and into Boondocks Draper ("**Merger**") effective on December 31, 2008 ("**Effective Date**"). On the Effective Date, Boondocks Draper shall continue its limited liability company existence and be the limited liability company surviving the merger and the separate limited liability company existence of Boondocks Meridian shall cease and terminate.

ARTICLE II

EFFECT OF MERGER

On the Effective Date, the rights, privileges, immunities, powers and franchises, both of a public as well as a private nature, of each of the Constituent Companies shall be vested in and possessed by Boondocks Draper, subject to all of the restrictions, disabilities and duties of or upon each of the Constituent Companies; and all the singular rights, privileges, immunities, powers and franchises of each of the Constituent Companies, and all property, real, personal and mixed, of each of the Constituent Companies on whatever account, and all things in action or belonging to each of the Constituent Companies, shall be transferred and vested in Boondocks Draper; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest, thereafter shall be the property of Boondocks Draper, and the title to any real estate vested by deed or otherwise in either of the Constituent Companies shall not revert or be in any way impaired by reason of the Merger; *provided, however*, that the liabilities of the Constituent Companies and of their members, managers, directors and officers shall not be affected and all rights of creditors and all liens upon any property of the Constituent Companies shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against either of the Constituent Companies may be prosecuted to judgment as if the Merger had not been consummated, and all debts, liabilities and duties of or upon the Constituent Companies shall attach to Boondocks Draper and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Boondocks Draper.

ARTICLE III

CONVERSION OF INTERESTS

The members of Boondocks Meridian are also the members of Boondocks Draper. The respective members of Boondocks Meridian have the same membership interests in Boondocks Meridian as they do in Boondocks Draper. On the Effective Date, each issued and outstanding interest in Boondocks Meridian shall be cancelled and the members of Boondocks Meridian shall surrender to Boondocks Meridian all their membership certificates, if any, for cancellation and such membership certificates shall be cancelled as soon as practicable after the Effective Date.

ARTICLE IV

ARTICLES OF ORGANIZATION AND AMENDED AND RESTATED OPERATING AGREEMENT

The Articles of Organization and Amended and Restated Operating Agreement of Boondocks Draper in effect immediately prior to the Effective Date shall continue to be the Articles of Organization and Amended and Restated Operating Agreement of Boondocks Draper until thereafter amended as provided by law and in accordance with the provisions thereof.

ARTICLE V

MANAGER

The manager of Boondocks Draper immediately prior to the Effective Date shall continue to be the manager of Boondocks Draper on and after the Effective Date until thereafter changed in accordance with the provisions of the Amended and Restated Operating Agreement of Boondocks Draper.

ARTICLE VI

AMENDMENT OR ABANDONMENT

This Plan of Merger may be amended or abandoned at any time before the Effective Date by the unanimous approval of all the Members.

IN WITNESS WHEREOF, this Plan of Merger, having first been duly approved by the Members is hereby executed by the Constituent Companies.

Boondocks Fun Center – Meridian, LLC,
an Idaho limited liability company

BY: Select Investment and Management Co., an Utah corporation
ITS: Manager

BY: _____
Randy L. Fullmer, its President

Boondocks Fun Center – Draper, LLC,
an Utah limited liability company

BY: Select Investment and Management Co., an Utah corporation
ITS: Manager

BY: _____
Randy L. Fullmer, its President