

STATEMENT OF MERGER

of

Varsity Contractors, Inc.

with and into

Kellermeyer Bergensons Services, LLC

Pursuant to Section 30-29-1105 of the Idaho Business Corporation Act, the undersigned hereby submits the following Statement of Merger for filing for the purpose of merging Varsity Contractors, Inc., an Idaho corporation ("Subsidiary"), with and into Kellermeyer Bergensons Services, LLC, a Delaware limited liability company ("Parent"). The merger of Subsidiary with and into Parent is referred to herein as the "Merger".

FIRST: The name and state of domicile of each of the constituent entities in the Merger are as follows:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction of Formation</u>
Kellermeyer Bergensons Services, LLC	Limited liability company	Delaware
Varsity Contractors, Inc.	Corporation	Idaho

SECOND: The Merger was duly approved by the members of Parent in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: Parent is the sole shareholder of Subsidiary and holds 100% of the issued and outstanding capital stock of Subsidiary. Pursuant to Section 30-29-1105 of the Idaho Business Corporation Act, the approval of the board of directors and shareholders of Subsidiary is not required for the Merger.

FOURTH: By virtue of the Merger, (i) Subsidiary shall be merged with and into Parent, (ii) the separate corporate existence of Subsidiary shall cease, and (iii) Parent shall be the surviving entity in the Merger and shall continue its existence under the laws of the State of Delaware.

FIFTH: These Statement of Merger and the Merger shall become effective at 12:01 a.m., Eastern Daylight Time, on November 1, 2020 (the "Effective Time").

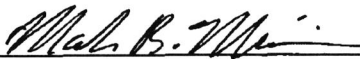
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Parent has caused this Statement of Merger to be signed by its Managing Member on this 23rd day of October, 2020.

PARENT:

**KELLERMEYER BERGENSONS SERVICES,
LLC**, a Delaware limited liability company

**BY KKBS GROUP HOLDINGS LLC, ITS
MANAGING MEMBER:**

By: 
Name: Mark Minasian
Title: Chief Executive Officer