

2010 SEP 29 PM 2:44
SECRETARY OF STATE
STATE OF IDAHO

**STATEMENT OF MERGER OF
ON THE SPOT CARPET CLEANING AND RESTORATION OF MAGIC VALLEY,
INC.
INTO
ON THE SPOT CARPET CLEANING & RESTORATION, INC**

Pursuant to IC § 30-18-201, *et seq*, the corporations described herein, desiring to effect a merger, set forth the following facts:

ARTICLE I

The name of the corporation surviving the merger is **ON THE SPOT CARPET CLEANING & RESTORATION, INC.** The name of the surviving corporation has not been changed as a result of the merger. The surviving corporation is a domestic corporation, incorporated in Idaho on July 3, 2001.

ARTICLE II

The name of the nonsurviving corporation is **ON THE SPOT CARPET CLEANING AND RESTORATION OF MAGIC VALLEY, INC.** The state of domicile of the nonsurviving corporation is Idaho. The date of incorporation of the nonsurviving corporation is August 26, 2004.

ARTICLE III

The merger shall be effective on October 1, 2010.

ARTICLE IV

The merger will require the Amendment of the Articles of Incorporation of **ON THE SPOT CARPET CLEANING & RESTORATION, INC.**, to increase its authorized shares from 10,000 shares to 100,000 shares.

ARTICLE V

The Plan of Merger, containing the information required by IC § 30-18-202, has been approved and adopted by the above named corporation in record form.

ARTICLE VI

The merger was approved by unanimous vote of the surviving corporation **ON THE SPOT CARPET CLEANING & RESTORATION, INC.**, on September 23, 2010, in accordance with IC § 30-18-201, *et seq*.

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ARTICLE VII


The merger was approved by unanimous vote of the nonsurviving corporation **ON THE SPOT CARPET CLEANING AND RESTORATION OF MAGIC VALLEY, INC.**, on September 23, 2010, in accordance with Idaho Code § 30-18-201, *et seq.*

ARTICLE VIII


The shares of stock of the surviving corporation to be issued to the Shareholders of the nonsurviving corporation in exchange for the shares of the nonsurviving corporation shall be determined by the corporate accountant based on the final financial statements of each entity for the period ending September 30, 2010.

In Witness Whereof, the undersigned being the president of the surviving corporation, executes this Statement of Merger and verifies, subject to the penalties of perjury, that the statements contained are true this 29 day of September, 2010.

ON THE SPOT CARPET CLEANING & RESTORATION, INC.

By: 
Derek Preece, President

ON THE SPOT CARPET CLEANING AND RESTORATION OF MAGIC VALLEY, INC.

By: 
Danna Preece, President

PLAN OF MERGER

Agreement made effective this 1st day of October, 2010, between **ON THE SPOT CARPET CLEANING & RESTORATION, INC.**, a corporation organized and existing under the laws of the State of Idaho, having its principal office at 457 N 80 W, Blackfoot, Idaho 83221, and **ON THE SPOT CARPET CLEANING AND RESTORATION OF MAGIC VALLEY, INC.**, a corporation organized and existing under the laws of the State of Idaho, having its principal office at 235 W Highway 30, Burley, Idaho 83318.

RECITALS

1. The total number of shares which **ON THE SPOT CARPET CLEANING & RESTORATION, INC.**, is authorized to issue is 10,000 no par value shares. The number of shares issued and outstanding are 10,000, and the number of shares authorized but not issued are none. The shareholders anticipate to amending the Articles of Incorporation to increase the number of authorized shares to 100,000.
2. The total number of shares which **ON THE SPOT CARPET CLEANING AND RESTORATION OF MAGIC VALLEY, INC.**, is authorized to issue is 9,000 shares of par value of \$1 per share. The number of shares issued and outstanding are 9,000, and the number of shares authorized but not issued are none.
3. The boards of directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that **ON THE SPOT CARPET CLEANING AND RESTORATION OF MAGIC VALLEY, INC.** be merged into **ON THE SPOT CARPET CLEANING & RESTORATION, INC.**, in accordance with the provisions of IC § 30-18-201, *et seq.*

SECTION I. MERGER

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

ON THE SPOT CARPET CLEANING AND RESTORATION OF MAGIC VALLEY, INC., shall merge with and into **ON THE SPOT CARPET CLEANING & RESTORATION, INC.**, which shall be the surviving corporation.

SECTION II. TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the nonsurviving corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the nonsurviving corporation without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the nonsurviving corporation, and neither the rights of creditors nor any liens on the property of the nonsurviving corporation shall be impaired by the merger.

SECTION III. EXCHANGE OF SHARES

The manner and basis of exchange of the shares of the nonsurviving corporation into shares of the surviving corporation is as follows:

1. The number of authorized shares of **ON THE SPOT CARPET CLEANING & RESTORATION, INC.**, shall be increased to 100,000 shares by amending its Articles of Incorporation.
2. The number of shares of **ON THE SPOT CARPET CLEANING & RESTORATION, INC.**, to be issued for each share of **ON THE SPOT CARPET CLEANING AND RESTORATION OF MAGIC VALLEY, INC.**, to be converted shall be determined by the corporate accountant as of the close of business on September 30, 2010, utilizing generally accepted accounting practices.
3. After the effective date of the merger, each holder of certificates for shares of **ON THE SPOT CARPET CLEANING AND RESTORATION OF MAGIC VALLEY, INC.**, shall surrender them to **ON THE SPOT CARPET CLEANING & RESTORATION, INC.**, or to its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefore certification for shares to which such holder is entitled.
4. Holders of certificates of shares of the nonsurviving corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares in the surviving corporation.

SECTION IV. ARTICLES OF INCORPORATION

The articles of incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

SECTION V. BYLAWS

The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

SECTION VI. DIRECTORS AND OFFICERS

The directors and officers of the surviving corporation on the effective date of the merger shall be:

Director	Derek Preece
Director	Darrin Preece
President	Derek Preece
Secretary	Jessica Preece
Treasurer	Darrin Preece

SECTION VII. LIMITATIONS ON BUSINESS ACTIVITIES

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

SECTION VIII. APPROVAL OF SHAREHOLDERS

This agreement of merger has been submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meetings to be held at such time as the boards of directors of the constituent corporations may agree.

SECTION IX. EFFECTIVE DATE

The effective date of this merger shall be October 1, 2010, or such other date as determined by the Secretary of State of Idaho.

**SECTION X.
ABANDONMENT OF MERGER**

This agreement of merger may be abandoned by action of the board of directors of either the surviving or the nonsurviving corporation at any time prior to the effective date on the happening of either of the following events:

1. If the merger is not approved by the shareholders of either the surviving or the nonsurviving corporation on or before September 25, 2010.
2. If, in the judgment of the board of directors of either the surviving or the nonsurviving corporation, the merger would be impracticable due to the number of dissenting shareholders asserting appraisal rights under applicable state law.

**SECTION XI
EXECUTION OF AGREEMENT**

This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, respectively, pursuant to the authorization of their respective boards of directors to be effective on the date first written above.

ON THE SPOT CARPET CLEANING &
RESTORATION, INC.

By: _____

Derek Preece, President

ON THE SPOT CARPET CLEANING AND
RESTORATION OF MAGIC VALLEY, INC.

By: _____

Darrin Preece, President