

FILED EFFECTIVE

STATEMENT OF MERGER

10 APR 26 PM 3:42

COME NOW The managers and members of **Big Smoke, LLC**, an Idaho limited liability company, and **Big Smoke North, LLC**, an Idaho limited liability company, and pursuant to the provisions of Idaho Code § 30-18-205, submit this Statement of Merger and state as follows:

A. Plan of Merger:

1. A Plan of Merger was adopted by the managers and members of each of the constituent limited liability companies.
2. The name of the surviving limited liability company shall be **Big Smoke, LLC**.
3. The Articles of Organization of **Big Smoke, LLC** in effect on the effective date of merger shall be the Articles of Organization of the surviving limited liability company.
4. The members of the surviving limited liability company, **Big Smoke, LLC**, have adopted an Amended and Restated Operating Agreement dated as of the effective date of merger.
5. All powers, objects, franchises, rights and immunities of **Big Smoke, LLC** shall be unaffected and unimpaired by the merger.
6. The merger was not abandoned by either of the constituent limited liability companies, and all conditions concerning said merger have been met.
7. On the effective date of the merger, all property of every kind and character of the constituent limited liability companies, and all their debts, shall be vested in **Big Smoke, LLC**.

B. Membership Interests: The issued and outstanding units of membership interest of each limited liability company are:

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1. Big Smoke, LLC: 100 units
2. Big Smoke North, LLC: 100 units


C. Shareholder approval:

1. The number of units of membership interest of Big Smoke, LLC entitled to vote is 100. On April 15, 2010 a special meeting of the members of Big Smoke, LLC was held to vote on approval of the merger, and the total number of votes cast in favor of the merger plan was 100 shares. There were no shares voted against said merger. The number of votes cast was sufficient for shareholder approval of the merger.

2. The number of units of membership interest of Big Smoke North, LLC entitled to vote is 100. On April 15, 2010 a special meeting of the members of Big Smoke North, LLC was held to vote on approval of the merger, and the total number of votes cast in favor of the merger plan was 100 shares. There were no shares voted against said merger. The number of votes cast was sufficient for shareholder approval of the merger.


BIG SMOKE, LLC:

By:


Hal Baird, Manager and Member

BIG SMOKE NORTH, LLC:

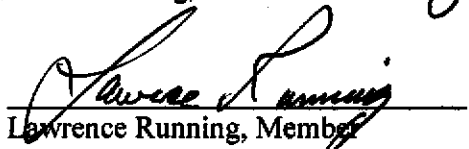
By:


Hal Baird, Manager and Member

By:


Dixie Running, Member

By:


Lawrence Running, Member