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**PLAN OF MERGER**SECRETARY OF STATE  
STATE OF IDAHO

*For the Merger of PEG Consulting, LLC, a Utah limited liability company into PEG Consulting, LLC, an Idaho limited liability company*

This Plan of Merger is made as of June 15, 2018, by and between PEG Consulting, LLC, a Utah limited liability company ("Target Company") and PEG Consulting, LLC, an Idaho limited liability company ("Acquiring Company"). The Target Company and the Acquiring Company are sometimes collectively referred to herein as "Constituent Companies."

**WHEREAS**, Casey Moyer is the sole member and manager of the Target Company and the sole member and manager of the Acquiring Company ("Constituent Companies Member");

**WHEREAS**, the Constituent Companies Member desires that the Constituent Companies merge into a single limited liability company, pursuant to Idaho Code Sections 30-22-201 through 30-22-206 and Utah Code Sections 48-3a-10-1021 through 48-3a-10-1026;

**NOW THEREFORE**, in consideration of the recitals described above, and the mutual terms, covenants and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which the parties hereby acknowledge, the Constituent Companies Member and 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 State of Idaho and the State of Utah, and on the following terms, conditions, and other provisions:

**ARTICLE I  
MERGER AND SUCCESSION**

The Target Company shall be merged with and into the Acquiring Company ("Merger") effective on June 15, 2018 ("Effective Date"). On the Effective Date, the Acquiring Company shall continue its limited liability company existence and be the limited liability company surviving the Merger. On the Effective Date, the separate limited liability company existence of the Target Company shall cease and terminate.

**ARTICLE II  
APPROVAL OF MERGER**

The Merger has been approved by the Constituent Companies and the Constituent Companies Member in accordance with Part 2, Chapter 22, Title 30, Idaho Code and Section 1023, Part 10, Chapter 3a, Title 48, Utah Code, respectively.

IDAHO SECRETARY OF STATE

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### **ARTICLE III 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 the Target Company shall be vested in and possessed by the Acquiring Company, subject to all of the restrictions, disabilities, and duties of or upon the Target Company; and all the singular rights, privileges, immunities, powers, and franchises of the Target Company, and all property, real, personal, and mixed, of the Target Company on whatever account, and all things in action or belonging to the Target Company, shall be transferred and vested in the Acquiring Company; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest, thereafter shall be the property of the Acquiring Company, and the title to any real estate vested by deed or otherwise in the Target Company shall not revert or be in any way impaired by reason of the Merger; *provided, however*, that the liabilities of the Target Company and of its members, managers, directors, and officers shall not be affected and all rights of creditors and all liens upon any property of the Target Company shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against the Target Company may be prosecuted to judgment as if the Merger had not been consummated, and all debts, liabilities, and duties of or upon the Target Company shall attach to the Acquiring Company and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by the Acquiring Company.

### **ARTICLE IV ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT**

The Certificate of Organization of the Acquiring Company in effect immediately prior to the Effective Date shall continue to be the Certificate of Organization of the Acquiring Company. The Second Amended Operating Agreement of the Acquiring Company dated as of January 1, 2013 in effect immediately prior to the Effective Date, shall continue to be the operating agreement of the Acquiring Company. There are no proposed amendments to the public organic record or the private organic rules of the Acquiring Company.

### **ARTICLE V CONVERSION OF INTERESTS**

On the Effective Date, each issued and outstanding interest in the Target Company shall be cancelled and the member of the Target Company shall surrender to the Target Company all of its membership certificates, if any, for cancellation and such membership certificates shall be cancelled as soon as practicable after the Effective Date. After the Merger, the Constituent Companies Member shall be the sole member of the Acquiring Company and shall hold one hundred percent (100%) of the issued and outstanding membership interests in the Acquiring Company.

**ARTICLE VI  
STATEMENT OF MERGER**

This Plan of Merger is intended to comply with Idaho Code Section 30-18-205 and Utah Code Section 48-3a-10-1025 and be the statement of merger required thereby.

**ARTICLE VII  
AMENDMENT OR ABANDONMENT**

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

**ARTICLE VIII  
COUNTERPART EXECUTION**

This Plan of Merger may be executed in counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument. Delivery of an executed counterpart of a signature page to this Plan of Merger via facsimile transmission or electronic mail shall be as effective as delivery of an executed original.

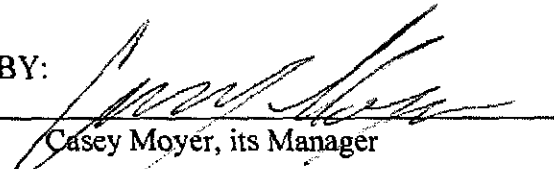
*[end of text, signature page to follow]*

IN WITNESS WHEREOF, this Plan of Merger, having first been duly authorized and approved as set forth in Article II, is hereby executed and adopted by the Constituent Companies and the Constituent Company Member.

**CONSTITUENT COMPANIES**


PEG CONSULTING, LLC  
a Utah limited liability company

BY:

  
Casey Moyer, its Manager

PEG CONSULTING, LLC,  
an Idaho limited liability company

BY:

  
Casey Moyer, its Manager

**CONSTITUENT COMPANIES MEMBER**

  
Casey Moyer