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**-FILED-**

File #:

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## **AGREEMENT AND STATEMENT OF MERGER**

This agreement and statement of merger (this "Agreement and Statement of Merger") is entered into as of this September 21, 2018, by and between Edwin B. Reeser, A Professional Law Corporation ("California Target"), and Edwin Reeser & Associates, Inc., an Idaho corporation ("Idaho Buyer").

California Target, and Idaho Buyer hereby agree that at the Effective Time (as defined in this Agreement and Statement of Merger), California Target and Idaho Buyer shall merge into a single corporation on the following terms and conditions (the "Merger"):

### **ARTICLE 1**

#### **MERGER**

At the Effective Time (as defined below), California Target shall be merged with and into Idaho Buyer. Idaho Buyer shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation"). At the Effective Time, the separate corporate existence of California Target shall cease, and Surviving Corporation shall succeed to the properties, rights, privileges, powers, immunities, and franchises of California Target. All rights of creditors and debts and liabilities of California Target shall be preserved unimpaired, and assumed by Idaho Buyer as the Surviving Corporation.

### **ARTICLE 2**

#### **EFFECTIVE DATE**

The Merger provided for in this Agreement and Statement of Merger shall become effective on the close of business on September 30, 2018, (the "Effective Time") following the filing in the office of the Idaho Secretary of State of an executed copy of this Agreement with all requisite accompanying certificates.

### **ARTICLE 3**

#### **ARTICLES OF INCORPORATION; BYLAWS; BOARD OF DIRECTORS; OFFICERS**

1. Idaho Buyer's articles of incorporation in effect immediately before the Effective Time shall remain the articles of incorporation of Idaho Buyer as the Surviving Corporation without change or amendment until they are duly altered, amended, or repealed.

2. Idaho Buyer's bylaws in effect immediately before the Effective Time shall remain the bylaws of the Surviving Corporation without change or amendment until they are duly altered, amended, or repealed.

3. At the Effective Time, the directors and officers of Idaho Buyer in office immediately before the Effective Time shall be the directors and officers of Surviving Corporation, and shall continue as directors and officers of Surviving Corporation until such time as their successors have been elected and qualified as provided for in the articles of incorporation and bylaws of Idaho Buyer as the Surviving Corporation.

## **ARTICLE 4**

### **CONVERSION OF SHARES**

In and by virtue of the Merger, the shares of stock of California Target outstanding at the Effective Time shall be converted as follows:

1. At the Effective Time, each outstanding share of California Target's common stock, no par value shall, by virtue of the Merger and without any further action on the part of California Target or its sole shareholder, or Idaho Buyer as the Surviving Corporation, or the Idaho Buyer's sole shareholder, be converted into one share of common stock, no par value, of the Idaho Buyer as Surviving Corporation;

2. From and after the Effective Time, no transfer of California Target Common Stock outstanding before the Effective Time shall be made on the record books of Target.

## **ARTICLE 5**

### **TERMINATION**

This Agreement and Statement of Merger may be terminated at any time before the Effective Time (whether before or after approval) by action of the shareholders of Idaho Buyer or by the mutual consent and action of the boards of directors of California Target and Idaho Buyer. This Agreement and Statement of Merger shall automatically be void and of no further force and effect if, before the Effective Time, this Agreement and Statement of Merger between California Target and Idaho Buyer, is terminated in accordance with the terms of this Agreement and Statement of Merger.

## **ARTICLE 6**

### **CHOICE OF LAW**

The validity, interpretation, and performance of this Agreement and Statement of Merger shall be controlled by and construed under the laws of the State of Idaho.

## ARTICLE 7

### COUNTERPARTS AND OFFICER'S CERTIFICATES


This Agreement and Statement of Merger may be executed in two or more counterparts, each of which shall be considered an original, but all of which together shall constitute the same instrument. Executed counterparts of this agreement may be delivered by facsimile transmission or by delivery of a scanned counterpart in portable document format (PDF) by e-mail, in either case with delivery confirmed. On such confirmed delivery, the signatures in the facsimile or PDF data file shall be deemed to have the same force and effect as if the manually signed counterpart had been delivered to the other party in person.

The Officer's Certificates attached hereto are a part of this Agreement and Statement of Merger and their terms and representations incorporated herein.

IN WITNESS WHEREOF, the parties to this Agreement have duly executed it on the day and year first above written.

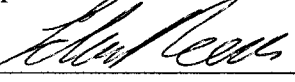
IDAHO BUYER:

Edwin Reeser & Associates, Inc.  
an Idaho corporation

By:   
Edwin Reeser, President

CALIFORNIA TARGET:

Edwin B. Reeser, A Professional Law  
Corporation.

By:   
Edwin Reeser, President


## **OFFICERS' CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER**

Edwin Reeser certifies the following:

1. He is the Sole Shareholder, Sole Director, President and the Secretary, of Edwin Reeser & Associates, Inc., an Idaho corporation.
2. The agreement of merger in the form attached was duly and unanimously approved by the board of directors and shareholders of the corporation, and in accord with applicable Idaho law.
3. The total number of outstanding shares of the corporation is 100. The number of shares voted in favor of the agreement of merger was 100%, and thus equaled or exceeded the vote required. The number of shares of common stock required to approve the agreement of merger was more than 50 percent.

He further declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of his own knowledge.

Dated: September 21, 2018



Edwin Reeser  
President and Secretary


## **OFFICERS' CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER**

Edwin Reeser certifies the following:

1. He is the Sole Shareholder, Sole Director, President and the Secretary, of Edwin B. Reeser, A Professional Law Corporation.
2. The agreement of merger in the form attached was duly and unanimously approved by the board of directors and shareholders of the corporation, and in accord with applicable California law.
3. The total number of outstanding shares of the corporation is 100. The number of shares voted in favor of the agreement of merger was 100%, and thus equaled or exceeded the vote required. The number of shares of common stock required to approve the agreement of merger was more than 50 percent.

He further declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of her own knowledge.

Dated: September 21, 2018

  
Edwin Reeser,  
President and Secretary