

11 MAR -9 AM 11:33

Statement of MergerSECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of I.C. §30-18-205, the undersigned corporations have approved a Plan of Merger for the purpose of combining the undersigned corporations:

1. Archibald Insurance Center, Inc. is an Idaho corporation organized and existing pursuant to the laws of the State of Idaho, and is the surviving corporation under the Plan of Merger.

2. Egan, Metcalf & Leavitt Insurance Agency, Inc. is an Idaho corporation organized and existing pursuant to the laws of the State of Idaho, and is not the surviving corporation under the Plan of Merger.

3. The attached plan of merger was approved by the stockholders of each of the undersigned corporations in the manner prescribed by I.C. §30-18-203.

4. As to each of the undersigned corporations, the number of shares outstanding, and the total number of shares voting for and against the Plan of Merger, respectively, are as follows:


<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Voted For</u>	<u>Voted Against</u>
Archibald Insurance Center, Inc.	10,000	10,000	0
Egan, Metcalf & Leavitt Insurance Agency, Inc.	1,000	1,000	0

5. The manner of the adoption of the plan of merger and the vote by which it was adopted constitute full legal compliance with the provisions of I.C. §30-18-203 and with the articles of incorporation and bylaws of the undersigned corporations.

6. The merger shall be effective upon the filing of this Statement of Merger.

IN WITNESS WHEREOF, this Statement of Merger is executed by an officer of Archibald Insurance Center, Inc., and by an officer of Egan, Metcalf & Leavitt Insurance Agency, Inc. on the dates set forth below.

Archibald Insurance Center, Inc.



Mark G. Kenney, Secretary

Date: 3/8/11

IDAHO SECRETARY OF STATE
03/09/2011 05:00
CK: 45285 CT: 131469 BH: 1263427
1 @ 30.00 = 30.00 STMT MERGE # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 78207

Egan, Metcalf & Leavitt Insurance Agency, Inc.



Mark G. Kenney, Secretary

Date: 3/8/11

PLAN OF MERGER

Part A--The Parties.

This Plan of Merger (the "Plan"), effective as of the date of filing with the Idaho Secretary of State, involves the following corporations and persons. Equity positions shown below are as of February 28, 2011, or prior to the effective date of the Plan. The persons and corporations listed below are hereinafter sometimes jointly referred to as the "Parties."

I. Archibald Insurance Center, Inc., an Idaho corporation which sells insurance and insurance-related products and services to the public, hereinafter referred to as "AIC";

II. Egan, Metcalf & Leavitt Insurance Agency, Inc., an Idaho corporation which sells insurance and insurance-related products and services to the public, hereinafter referred to as "Egan";

III. Leavitt Group Enterprises, Inc., a Nevada corporation which in the business of providing accounting, management, marketing, data processing, data processing training, systems design and implementation, agency financing, and legal services for insurance agencies, hereinafter referred to as "LGE";

IV. D. Gary Archibald, an individual residing in the state of Idaho, hereinafter referred to as "Archibald";

V. Jason Neilson, an individual residing in the state of Idaho, hereinafter referred to as "Neilson"; and

VI. Porter Talbot, an individual residing in the state of Idaho, hereinafter referred to as "Talbot."

Part B--Plan of Merger

The name of the subsidiary corporation to be merged is Egan. The surviving corporation is AIC.

With regard to the shares of AIC, LGE owns sixty-four percent (64%) of the shares of AIC; Archibald owns twenty-five percent (25%) of the shares of AIC; Neilson owns six percent (6%) of the shares of AIC; and Talbot owns five percent (5%) of the shares of AIC.

With regard to the shares of Egan, LGE owns one hundred percent (100%) of the shares of Egan.

As a part of this Plan of Merger, LGE shall surrender Egan stock certificates #1, #4, and #5 in the aggregate amount of one thousand (1,000) shares, and the interests and equities represented by those shares of the subsidiary corporation's stock shall be subsumed into and evidenced by the surviving corporation issuing a new stock certificate in the amount of four thousand five hundred and sixty-nine (4,569) shares.

Part C--Outstanding Shares of Subsidiary Corporations

The only shares of Egan which are issued and outstanding are one thousand (1,000) shares of common stock. All one thousand (1,000) shares of such stock shall be subsumed into and evidenced by shares of the surviving corporation as set forth in Part B, above.

Part D—Tax-Free Reorganization

The parties intend to utilize a Type A Reorganization, described in the Internal Revenue Code in Section 368(1)(A), to complete the reorganization as tax-free. In sum:

- a. A Type A Reorganization is a merger or consolidation effected under the laws of a state, a territory, the District of Columbia, or the U.S.
- b. In order to have a wholly or partially tax-free reorganization, there must be a "plan" of reorganization (Code Sec. 354). Although there is no statutory requirement for a formal written plan, the regulations require that a copy of the plan be filed with the returns of all corporate parties to a reorganization. The parties intend that this Plan of Merger serve as the written plan under Section 354.