

PLAN AND STATEMENT OF MERGER

Effective December 21, 2021, KETCHUM CAPITAL, LLC, an Idaho limited liability company ("Ketchum Capital ID" or the "Surviving Entity"), and KETCHUM CAPITAL, LLC, a California limited liability company ("Ketchum Capital CA" or the "Merging Entity"), agree as follows:

I. **Plan of Merger:** Ketchum Capital ID and Ketchum Capital CA entered into that certain Plan of Merger ("Plan of Merger") which provides for the merger of Ketchum Capital CA into Ketchum Capital ID. Exhibit A to Plan of Merger is attached hereto as Exhibit A."

II. Merging Entity.

a) **Merging Entity.** The name of the Merging Entity is Ketchum Capital, LLC, a California limited liability company.

b) **Governing Law.** The Merging Entity was incorporated in California as a limited liability company subject to California law when it's Certificate of Organization was filed July 20, 2010.

III. Surviving Entity.

a) **Surviving Entity.** The name of the Surviving Entity is Ketchum Capital, LLC, an Idaho limited liability company.

b) **Governing Law.** The Surviving Entity was incorporated in Idaho as a limited liability company subject to the Idaho law when it's Certificate of Organization were filed November 24, 2021.

c) **Registered Agent.** The Surviving Entity's registered agent is Michelle Englert whose address is 117 Sunnyside Blvd., Ketchum, ID 83340.

d) **Address.** The Surviving Entity's principal place of business is 117 Sunnyside Blvd., Ketchum, ID 83340.

IV. **Merging Entity Manager and Member Approval.** The Managers and Members of Ketchum Capital, LLC, a California limited liability company have approved the merger with and into Ketchum Capital, LLC, an Idaho limited liability company and the consummation of the transactions contemplated by the Plan of Merger, upon the terms and subject to the conditions set forth in the Plan of Merger, the Idaho Entity Transactions Act ("IETA"), the California Limited Liability Company Act ("CALL CA") and all other applicable laws, and the Certificate of Organization and Operating Agreement of Ketchum Capital, LLC, a California limited liability company.

V. **Surviving Entity Manager and Member Approval.** The Managers and Members of Ketchum Capital, LLC, an Idaho limited liability company, have approved the merger of Ketchum Capital, LLC, a California limited liability company with and into Ketchum Capital, LLC, an Idaho limited liability company and the consummation of the transactions contemplated by the Plan of Merger, upon the terms and subject to the conditions set forth in the Plan of Merger, the IETA, the CALLCA, all other applicable laws of the Certificate of Organization and Operating Agreement of Ketchum Capital, LLC, an Idaho limited liability company.

VI. **The Merger.** Upon the terms and subject to the conditions of the Plan of Merger, at the Effective Time (as defined in Section VII), in accordance with the IETA and CALLCA, the Merging Entity shall be merged with and into the Surviving Entity and the separate existence of the Merging Entity shall thereupon cease (the "Merger"). Ketchum Capital, LLC, an Idaho limited liability company, shall be the surviving limited liability company in the Merger.

VII. **Effective Time of the Merger.** The Merger shall become effective as of 12:01 AM, Mountain Standard Time on whichever is the later date a copy of this Plan of Merger, and any other documents necessary to effectuate the Merger in accordance with the IETA and CALLCA, are filed with the Secretary of State of the State of Idaho and the Secretary of State with the State of California (the "Effective Time").

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be duly executed by their authorized officers, as of the date set forth above, effective as of the filing of this Plan of Merger with the Secretary of State for the State of Idaho.

SURVIVING ENTITY:

KETCHUM CAPITAL, LLC,
An Idaho limited liability company

By: Karl P. Englert, Manager
KARL P. ENGLERT, Manager

By: Michelle Englert, Manager
MICHELLE ENGLERT, Manager

MERGING ENTITY:

KETCHUM CAPITAL, LLC,
A California limited liability company

By: Karl P. Englert, Manager
KARL P. ENGLERT, Manager

By: Michelle Englert, Manager
MICHELLE ENGLERT, Manager

EXHIBIT A TO PLAN OF MERGER

The Merging Entity has only one class of Membership Units.

The Surviving Entity has only one class of Membership Units

Each Membership Unit of the Merging Entity shall be exchanged for one Unit of the Surviving Entity