

**FILED EFFECTIVE**

**2017 NOV 15 PM 2:44**

**SECRETARY OF STATE  
STATE OF IDAHO**

**Statement of Merger  
of  
BiMBy Power Company, LLC  
(an Idaho limited liability company)  
and  
BiMBy Power Company, LLC  
(a Nevada limited liability company)  
with and into  
BiMBy Power Corporation  
(a Delaware corporation)**

Pursuant to the provisions of the Idaho Statutes, Title 30, Chapter 22, thereof, the domestic limited liability company, the foreign limited liability company and the foreign corporation herein named do hereby submit the following Statement of Merger.

FIRST: Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging BiMBy Power Company, LLC, an Idaho limited liability company ("BiMBy Idaho"), and BiMBy Power Company, LLC, a Nevada limited liability company ("BiMBy Nevada"), with and into BiMBy Power Corporation, a Delaware corporation ("Acquiror"), as adopted by the written action of (i) the members of BiMBy Idaho on November 14, 2017, (ii) the members of BiMBy Nevada on November 14, 2017 and (iii) the Board of Directors of the Acquiror on November 14, 2017.

SECOND: The designation, number of outstanding units and the number of votes entitled to be cast by the voting group entitled to vote on the Agreement and Plan of Merger for BiMBy Idaho are as follows:

- A. Designation of voting group: three members.
- B. Number of outstanding units of voting group: 2,400,000.
- C. Number of votes of voting group entitled to be cast on the Agreement and Plan of Merger: 2,400,000.

THIRD: The designation, number of outstanding units and the number of votes entitled to be cast by the voting group entitled to vote on the Agreement and Plan of Merger for BiMBy Nevada are as follows:

- D. Designation of voting group: three members.
- E. Number of outstanding units of voting group: 1,000,000.
- F. Number of votes of voting group entitled to be cast on the Agreement and Plan of Merger: 1,000,000.

IDAHO SECRETARY OF STATE

**11/15/2017 05:00**

CK:PREPAID CT:221028 BH:1612188

1@ 30.00 = 30.00 STMT MERGE #2

1@ 20.00 = 20.00 EXPEDITE C #3

W150939

FOURTH: The Acquiror was incorporated on October 25, 2017 in the State of Delaware solely for the purposes of effecting the Agreement and Plan of Merger and has engaged in no other business activities, and the approval by the Board of Directors for the Agreement and Plan of Merger was sufficient for the approval thereof by the Acquiror.


FIFTH: The merger of BiMBy Idaho and BiMBy Nevada with and into the Acquiror is permitted by the laws of the jurisdiction of organization of (i) the Acquiror and (ii) BiMBy Nevada and has been authorized in compliance with such laws.

SIXTH: Acquiror will continue its existence as the surviving corporation under its present name of "BiMBy Power Corporation" pursuant to the provisions of the laws of the jurisdiction of its organization.

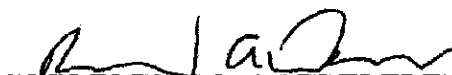
SEVENTH: The merger of BiMBy Idaho and BiMBy Nevada with and into the Acquiror shall be effective at 5:00 PM Eastern Time on November 15, 2017.

Executed on this 14th day of November, 2017.

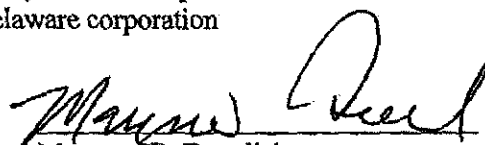
**BiMBy Power Company, LLC**  
an Idaho limited liability company

By:   
Name: Raymond A. Donelick  
Title: Manager

**BiMBy Power Company, LLC**  
a Nevada limited liability company

By:   
Name: Raymond A. Donelick  
Title: Manager

**BiMBy Power Corporation**  
a Delaware corporation

By:   
Name: Margaret B. Donelick  
Title: Chief Executive Officer