

PLAN OF MERGER

Pursuant to Idaho Code § 30-22-201 *et. Seq.*, this Plan of Merger is between VERITY'S CAPITAL, LLC, an Idaho Limited Liability Company ("Merging Entity"), and VERITY'S GROUP, LLC, an Idaho Limited Liability Company ("Surviving Entity").

RECITALS

WHEREAS, the parties intend that the Merging Entity will merge with and into the Surviving Entity, with the Surviving Entity as the surviving company on the terms and subject to the conditions of this Plan of Merger.

WHEREAS, the members of the Merging Entity have (a) determined it is in the best interests of the Merging Entity and its members for the Merging Entity to enter into this Plan of Merger, and (b) approved the Merging Entity's execution, delivery, and performance of this Plan of Merger, and consummating the transactions contemplated hereby (including the consummation of the merger upon the terms and subject to the conditions in this Plan of Merger).

WHEREAS, the members of the Surviving Entity have (a) determined it is in the best interests of the Surviving Entity and its members for the Surviving Entity to enter into this Plan of Merger, and (b) approved the Surviving Entity's execution, delivery, and performance of this Plan of Merger, and consummating the transactions contemplated hereby (including the consummation of the merger upon the terms and subject to the conditions set forth in this Plan of Merger).

In consideration of the mutual covenants and agreements in this Plan of Merger, the Merging Entity and the Surviving Entity agree:

1. VERITY'S CAPITAL, LLC, the Merging Entity, agrees to merge into VERITY'S GROUP, LLC, the Surviving Entity.
2. The name and place of the organization to each of the parties to the merger are:
 - a. VERITY'S CAPITAL, LLC, organized under the laws of the State of Idaho with its principal place of business at 228 N. LAKEVIEW DR, COEUR DALENE, ID 83814.

- b. VERITY'S GROUP, LLC, organized under the laws of the State of Idaho, with its principal place of business at 228 N. LAKEVIEW DR, COEUR DALENE, ID 83814.
3. The name of the Surviving Entity is VERITY'S GROUP, LLC, which is organized under the laws of the State of Idaho.
4. The terms and conditions of the merger were advised, authorized, and approved by the members of VERITY'S CAPITAL, LLC by unanimous consent and by the members of VERITY'S GROUP, LLC by unanimous consent.
5. No amendment to the Certificate of Organization of the Surviving Entity, VERITY'S GROUP, LLC, is required on account of the merger.
6. The manner and basis of converting the outstanding interest of each partner in VERITY'S CAPITAL, LLC into the membership interests of VERITY'S GROUP, LLC are as follows:
 - a. VERITY'S CAPITAL, LLC will transfer all of its assets and liabilities to VERITY'S GROUP, LLC.
 - b. Each member of VERITY'S CAPITAL, LLC shall receive a membership interest in VERITY'S GROUP, LLC in the same proportion of the member's interest in VERITY'S CAPITAL, LLC.
 - c. Thereafter, VERITY'S CAPITAL, LLC shall be terminated.
 - d. Each member's total percentage ownership interest in the capital of VERITY'S GROUP, LLC and each member's total percentage interest in the profit and losses of VERITY'S GROUP, LLC shall remain the same after the merger as each member had in VERITY'S CAPITAL, LLC as a member.
7. The Plan of Merger becomes effective upon the filing of Statement of Merger. At the time the Plan of Merger takes effect, VERITY'S CAPITAL, LLC ceases to exist.

8. Title to all real estate and other property owned by VERITY'S CAPITAL, LLC is vested in VERITY'S GROUP, LLC at the time the merger takes effect.
9. VERITY'S GROUP, LLC has all of the liabilities of VERITY'S CAPITAL, LLC after the merger.
10. This Plan of Merger has been submitted to the members of the Merging Entity and the Surviving Entity for their approval in a manner provided by their respective organizations documents and Idaho law. This Plan of Merger has received the unanimous approval of the members of the Merging Entity and the Surviving Entity.
11. This Plan of Merger may be executed in one or more counterparts, each of which is deemed an original and all of which together are one and the same.

[Signatures on next page]

[Signature Page of the Plan of Merger of VERITY'S CAPITAL, LLC with and into VERITY'S GROUP, LLC]

MERGING ENTITY

**VERITY'S CAPITAL, LLC, an Idaho
Limited Liability Company**

By: Stacie Nelson
Stacie A. Nelson, Member

09 / 22 / 2023
Date

By: LLC
Anthony A. Adams, Member

09 / 27 / 2023
Date

By: Shelly Adams
Shelly G. Adams, Member

09 / 27 / 2023
Date

SURVIVING ENTITY

**VERITY'S GROUP, LLC, an Idaho
Limited Liability Company**

By: Stacie Nelson
Stacie A. Nelson, Member

09 / 22 / 2023
Date