

FILED

**STATEMENT OF MERGER
OF
WESTSIDE ESTATES GENERAL PARTNERSHIP
WITH AND INTO
WEISER WESTSIDE ESTATES, LLC**

2014 OCT 17 PM 2:45

SECRETARY OF STATE
STATE OF IDAHOEffective 10/20/14

Pursuant to the provisions of Idaho Code §30-18-101 *et. seq.*, the undersigned hereby submit the following Statement of Merger for filing for the purpose of merging WESTSIDE ESTATES, an Idaho general partnership, with and into WEISER WESTSIDE ESTATES, LLC, an Idaho limited liability company.

1. The name and jurisdiction of formation of each constituent business entity that is merging is as follows:

<u>Name</u>	<u>Type of Entity</u>	<u>State of Formation</u>
WESTSIDE ESTATES	General Partnership	Idaho
WEISER WESTSIDE ESTATES, LLC	Limited Liability Company	Idaho

2. WEISER WESTSIDE ESTATES, LLC will be the surviving entity resulting from the merger and will operate under its current name "WEISER WESTSIDE ESTATES, LLC".

3. The Certificate of Organization of WEISER WESTSIDE ESTATES, LLC, as of the effective date of the merger, shall be the Certificate of Organization of the Surviving Corporation.

4. The merger shall be effective as of the filing of this Statement of Merger with the Idaho Secretary of State.

5. The Plan of Merger providing for the merger of WESTSIDE ESTATES with and into WEISER WESTSIDE ESTATES, LLC is attached hereto as Exhibit A. The executed Plan of

W142549

Merger is on file at the principal place of business of WEISER WESTSIDE ESTATES, LLC, located at 1809 East 11th Street, Weiser, ID 83672.

6. In accordance with Idaho Code § 30-18-205, WESTSIDE ESTATES and WEISER WESTSIDE ESTATES, LLC have approved the Plan of Merger by obtaining the approval of all general partners and members their respective entities. The Plan of Merger was approved by WESTSIDE ESTATES by unanimous written consent on 10/17/14. The Plan of Merger was approved by WEISER WESTSIDE ESTATES, LLC by unanimous written consent on 10/17/14.

7. This Statement 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.

8. Dated: 10/17/14, 2014

[Signatures on next page]

[Signature Page of the Statement of Merger of WESTSIDE ESTATES with and into WEISER WESTSIDE ESTATES, LLC]

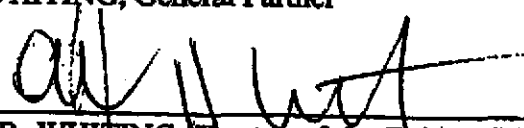
IN WITNESS WHEREOF, each party has caused this Statement of Merger to be signed in its name and on behalf of its authorized person, and its seal to be hereunder affixed as of the date set forth above. Each authorized person acknowledges this Statement of Merger to be the act and deed of the general partnership and the limited liability company on whose behalf the authorized person has executed this Statement of Merger and, under the penalties of perjury, certifies that the matters and facts set forth herein are true in all material respects to the best of that person's knowledge, information and belief.

WESTSIDE ESTATES GENERAL PARTNERSHIP

PARTNERS:

JAMES S. WHITING, General Partner

ROBERT WHITING, General Partner



CHARLES R. WHITING, Trustee of the Enid B. Whiting Marital Trust, General Partner

WEISER WESTSIDE ESTATES, LLC

MEMBERS:

JAMES S. WHITING, Member

ROBERT WHITING, Member



CHARLES R. WHITING, Trustee of the Enid B. Whiting Marital Trust, Member

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WESTSIDE ESTATES GENERAL PARTNERSHIP

PARTNERS:

JAMES S. WHITING, General Partner



ROBERT WHITING, General Partner

CHARLES R. WHITING, Trustee of the Enid B. Whiting Marital Trust, General Partner

WEISER WESTSIDE ESTATES, LLC

MEMBERS:

JAMES S. WHITING, Member



ROBERT WHITING, Member

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WESTSIDE ESTATES GENERAL PARTNERSHIP

PARTNERS:

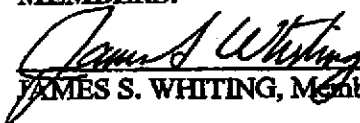

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MEMBERS:


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EXHIBIT A – PLAN OF MERGER

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OF
WESTSIDE ESTATES GENERAL PARTNERSHIP
WITH AND INTO
WEISER WESTSIDE ESTATES, LLC**

2014 OCT 17 PM 2:45

SECRETARY OF STATE
STATE OF IDAHOEffective 10/20/14

Pursuant to Idaho Code 53-3-901A and 30-18-201 et seq, WESTSIDE ESTATES GENERAL PARTNERSHIP and WEISER WESTSIDE ESTATES, LLC hereby certify that:

1. WESTSIDE ESTATES GENERAL PARTNERSHIP agrees to merge into WEISER WESTSIDE ESTATES, LLC.

2. The name and place of the organization to each of the parties to the merger are:

1. WESTSIDE ESTATES GENERAL PARTNERSHIP, organized under the laws of the State of Idaho with its principal place of business at 1809 East 11th Street, Weiser, Idaho 83672.
2. WEISER WESTSIDE ESTATES, LLC, organized under the laws of the State of Idaho, with its principal place of business at 1809 East 11th Street, Weiser, Idaho 83672.

3. The name of the successor is WEISER WESTSIDE ESTATES, LLC, which is organized under the laws of the State of Idaho.

4. The principal office of WEISER WESTSIDE ESTATES, LLC is 1809 East 11th Street, Weiser, Idaho 83672.

5. The terms and conditions of the merger were advised, authorized and approved by the partners of WESTSIDE ESTATES GENERAL PARTNERSHIP by unanimous consent and by the members of WEISER WESTSIDE ESTATES, LLC by unanimous consent.

6. No amendment to the Certificate of Organization of the successor, WEISER WESTSIDE ESTATES, LLC, is required on account of the merger.

7. The manner and basis of converting the outstanding interest of each partner in WESTSIDE ESTATES GENERAL PARTNERSHIP into the membership interests of the successor WEISER WESTSIDE ESTATES, LLC are as follows: WESTSIDE ESTATES GENERAL PARTNERSHIP will transfer all of its assets and liabilities to WEISER WESTSIDE ESTATES, LLC.

In addition, each partner of WESTSIDE ESTATES GENERAL PARTNERSHIP shall receive a membership interest in WEISER WESTSIDE ESTATES, LLC in the same proportion of the partner's interest in WESTSIDE ESTATES GENERAL PARTNERSHIP.

Thereafter, WESTSIDE ESTATES GENERAL PARTNERSHIP shall be terminated.

Each member's total percentage ownership interest in the capital of WEISER WESTSIDE ESTATES, LLC and each member's total percentage interest in the profit and losses of WEISER WESTSIDE ESTATES, LLC shall remain the same after the merger as each member had in WESTSIDE ESTATES GENERAL PARTNERSHIP as a partner.

8. The Plan of Merger becomes effective upon the filing of Statement of Merger. At the time the Plan of Merger takes effect, WESTSIDE ESTATES GENERAL PARTNERSHIP ceases to exist.

9. Title to all real estate and other property owned by WESTSIDE ESTATES GENERAL PARTNERSHIP is vested in WEISER WESTSIDE ESTATES, LLC at the time the merger takes effect.

10. WEISER WESTSIDE ESTATES, LLC has all of the liabilities of WESTSIDE ESTATES GENERAL PARTNERSHIP after the merger.

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.

12. Dated: 10/17, 2014.

IN WITNESS WHEREOF, each party has caused this Plan of Merger to be signed in its name and on behalf of its authorized person, and its sealed to be hereunder affixed as of the date set forth above. Each authorized person acknowledges this Plan of Merger to be the act and deed of the general partnership and the limited liability company on whose behalf the authorized person has executed this Plan of Merger and, under the penalties of perjury, certifies that the matters and facts set forth herein are true in all material respects to the best of that person's knowledge, information and belief.

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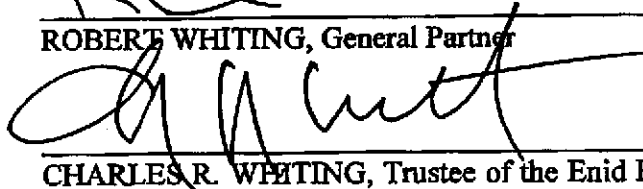
WESTSIDE ESTATES GENERAL PARTNERSHIP

PARTNERS:

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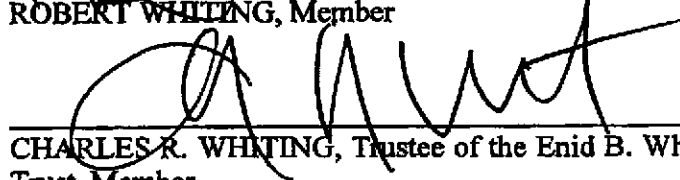
WEISER WESTSIDE ESTATES, LLC

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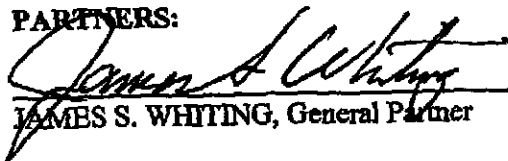


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