

09 JUN 17 AM 8:25

STATEMENT OF MERGER

SECRETARY OF STATE
STATE OF IDAHO

1. Skyview West, LC and Facer Property, LLC Merged into W-4 Real Estate Limited Partnership. Skyview West, LC and Facer Property, LLC are merged into W-4 Real Estate Limited Partnership. This merger was duly approved by W-4 Real Estate Limited Partnership in accordance with the Idaho Entity Transaction Act, Chapter 18, Title 30 of the Idaho Code. The owners of Skyview West, LC, Facer Property, LLC and W-4 Real Estate Limited Partnership unanimously approved and consented to the merger and waived any formalities required by the companies' respective operating agreements and redemption agreements.

2. W-4 Real Estate Limited Partnership Merged in W-4 Dairy Limited Partnership. W-4 Real Estate Limited Partnership is merged into W-4 Dairy Limited Partnership. This merger was unanimously approved by W-4 Real Estate Limited Partnership in accordance with the Idaho Entity Transaction Act, Chapter 18, Title 30 of the Idaho Code. The owners of W-4 Real Estate Limited Partnership and W-4 Dairy Limited Partnership unanimously approved and consented to the merger and waived any formalities required by the companies' respective operating agreements and redemption agreements.

3. Surviving Entity. "W-4 DAIRY LIMITED PARTNERSHIP" shall be the name of the surviving entity. W-4 DAIRY LIMITED PARTNERSHIP shall remain as an Idaho limited partnership.

4. Partnership Interest in Surviving Entity. B & M Dairy Management L.C. is the general partner of W-4 Dairy Limited Partnership, owning a Two Percent (2%) general partner interest in the partnership. The Marilyn Whitesides Revocable Trust, as a limited partner, shall own the forty-nine (49%) of W-4 Dairy Limited Partnership and the Brent Whitesides Revocable Trust, as Limited partner shall own the forty-nine percent of W-4 Dairy Limited Partnership.

5. Assets and Obligation of Merging Entity. As of the effective date, the separate existence of Skyview West, LC, Facer Property, LLC and W-4 Real Estate Limited Partnership shall cease and all of the property, rights, privileges, immunities and franchises of Skyview West, LC, Facer Property, LLC or W-4 Real Estate Limited Partnership and all of the property, real, personal and mixed, and all of the debts due on whatever account of Skyview West, LC, Facer Property, LLC or W-4 Real Estate Limited Partnership and the title to all real estate vested in Skyview West, LC, Facer Property, LLC and W-4 Real Estate Limited Partnership shall not revert or be in any way impaired by reason of the merger, but shall be vested in W-4 Dairy Limited Partnership. W-4 Dairy Limited Partnership is responsible and liable for all the liabilities and obligations, including the rights and obligations under the agreements of Skyview West, LC, Facer Property, LLC and W-4 Real Estate Limited Partnership. A claim by or against or a pending proceeding by or against Skyview West, LC, Facer Property, LLC and W-4 Real Estate Limited Partnership shall be deemed to be a claim by or against W-4 Dairy Limited Partnership.

SECRETARY OF STATE
06/17/2009 05:00
CK: 1254 CT: 233790 DH: 1175801
1 @ 38.00 = 38.00 STMT MERGE # 5

L3422

Property, LLC or W-4 Real Estate Limited Partnership may be prosecuted as if the merger had not taken place, or W-4 Dairy Limited Partnership may be substituted in place of Skyview West, LC, Facer Property, LLC or W-4 Real Estate Limited Partnership. Neither the rights of creditors nor any liens upon the property of Skyview West, LC, Facer Property, LLC or W-4 Real Estate Limited Partnership are impaired by the merger.

6. Amendments to Surviving Entity. The Certificate of Limited Partnership of W-4 Dairy Limited Partnership shall be amended to list Brent Whitesides as the company's Registered Agent. The Registered Agent's new address shall be 116 North River Island Road, Rupert, Idaho 83350-8450.

W-4 DAIRY LIMITED PARTNERSHIP

By: Brent Whitesides
Authorized Agent

31 Oct 2008
Date

W-4 REAL ESTATE LIMITED PARTNERSHIP

By: Brent Whitesides
Authorized Agent

31 Oct 2008
Date

FACER PROPERTY, LC,

By: Brent Whitesides
Authorized Agent

31 Oct 2008
Date

SKYVIEW WEST, LCWEST, LC,

By: Brent Whitesides
Authorized Agent

31 Oct 2008
Date