

## STATEMENT OF INTEREST EXCHANGE

The undersigned limited liability companies, under the applicable provisions of the Idaho Model Entity Transactions Act, I.C. §§ 30-22-101 through 30-22-110 and 30-22-301 through 30-22-306 (the "Act"), do hereby certify the following with respect to the Unit Exchange Agreement ("Interest Exchange") entered into between the constituent limited liability companies and their respective members:

1. The names, jurisdictions of organization, and type of the acquired entities are as follows:

<b>Name</b>	<b>State of Organization</b>	<b>Entity Type</b>
JK Equipment, LLC	Idaho	Limited Liability Company
Black Canyon Bliss, LLC	Idaho	Limited Liability Company
Kimberly Nurseries, LLC	Idaho	Limited Liability Company
Todays Nursery, LLC	Idaho	Limited Liability Company
Tri City Nursery South, LLC	Idaho	Limited Liability Company
Tree Source, LLC	Idaho	Limited Liability Company
Tri City Nursery, LLC	Idaho	Limited Liability Company
Trees Northwest, LLC	Idaho	Limited Liability Company
Power Enterprises, LLC	Idaho	Limited Liability Company

2. The name, jurisdiction of organization, and type of the acquiring entity is as follows:

<b>Name</b>	<b>State of Organization</b>	<b>Entity Type</b>
JK Potatoes, LLC	Idaho	Limited Liability Company

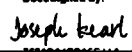
3. That the above named limited liability companies have entered into the Interest Exchange, and that JK Potatoes, LLC, JK Equipment, LLC, Black Canyon Bliss, LLC, Kimberly Nurseries, LLC, Todays Nursery, LLC, Tri City Nursery South, LLC, Tree Source, LLC, Tri City Nursery, LLC, Trees Northwest, LLC, and Power Enterprises, LLC have all approved the interest Exchange in accordance with the Act by having all of their members unanimously vote for approval of the Interest Exchange effective on December 30, 2020, directing their respective designated member/manager to sign this Statement of Interest Exchange.

4. That the effective date of this Interest Exchange shall be January 1, 2021.

DATED as of the dates set forth next to the Acquiring Entity and the Acquired Entities signatures below.

**ACQUIRING ENTITY:**

JK POTATOES, LLC

By:   
Joseph Kearl, Designated Member

**ACQUIRED ENTITIES:**

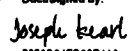
JK EQUIPMENT, LLC

By:   
Joseph Kearl, Designated Member

BLACK CANYON BLISS, LLC  
BY RODNEY JENTZSCH REVOCABLE TRUST

By:   
Darek Jentzsch, Designated Trustee

KIMBERLY NURSERIES, LLC

By:   
Joseph Kearl, Designated Member

TODAYS NURSERY, LLC

By:   
Joseph Kearl, Designated Member

TRI CITY NURSERY SOUTH, LLC

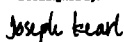
By:   
Joseph Kearl, Designated Member

TREE SOURCE, LLC

By:   
Joseph Kearl, Designated Member

**ACQUIRED ENTITIES (Continued):**

TRI CITY NURSERY, LLC

By: DocuSigned by:  
  
75780046B85E4A0  
Joseph Kearn, Designated Member

TREES NORTHWEST, LLC

By: DocuSigned by:  
  
75780046B85E4A0  
Joseph Kearn, Designated Member

POWER ENTERPRISES, LLC

By: DocuSigned by:  
  
75780046B85E4A0  
Joseph Kearn, Designated Member