

STATEMENT OF MERGER OF  
COMPANY OF FOOLS, INC. AND  
SUN VALLEY CENTER FOR THE ARTS, INC.

2012 DEC 13 AM 8:57  
SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to the Section 30-18-205 of the Idaho Entity Transactions Act and Section 30-3-100A of the Idaho Nonprofit Corporation Act, COMPANY OF FOOLS, INC., an Idaho nonprofit corporation, and SUN VALLEY CENTER FOR THE ARTS, INC., an Idaho nonprofit corporation, adopt the following Statement of Merger for the purpose of merging the two corporations. The surviving corporation is SUN VALLEY CENTER FOR THE ARTS, INC. (the "Surviving Corporation").

**I. MERGING ENTITIES**

**A. Non-Surviving Entity:** Company of Fools, Inc., an Idaho nonprofit corporation, is a merging entity and is not the surviving entity, and shall cease to exist at the time of merger pursuant to Section 30-18-206(1)(b) of the Idaho Entities Transaction Act and Section 30-3-100A of the Idaho Nonprofit Corporation Act.

**B. Surviving Entity:** Sun Valley Center for the Arts, Inc., an Idaho nonprofit corporation, is a merging entity and is the Surviving Corporation.

**II. EFFECTIVE DATE**

This Statement of Merger is effective upon filing with the Idaho Secretary of State.

**III. APPROVALS**

The merger effected by this Statement of Merger was duly authorized and approved by the merging entities, as required by the Idaho Entities Transaction Act and the Idaho Nonprofit Corporation Act.

**IV. AMENDMENTS TO PUBLIC ORGANIC DOCUMENTS**

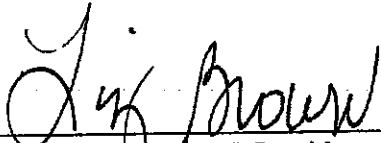
The Surviving Corporation is an existing Idaho nonprofit corporation. The public organic documents of the Surviving Corporation are amended and restated as part of the Plan of Merger and Transfer Agreement between the entities, and are provided herewith for filing with the Idaho Secretary of State.

IDAHO SECRETARY OF STATE  
12/13/2012 05:00  
CK: 2703 CT: 268799 BH: 1351221  
1 @ 30.00 = 30.00 STMT MERGE # 2

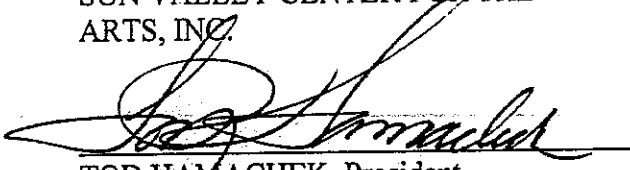
C43557

DATED effective this 1<sup>st</sup> day of NOVEMBER, 2012.

COMPANY OF FOOLS, INC.

  
\_\_\_\_\_  
ELIZABETH BROWN, President

SUN VALLEY CENTER FOR THE  
ARTS, INC.

  
\_\_\_\_\_  
TOD HAMACHEK, President