

STATEMENT OF MERGER
OF
OMNI AERO, INC.
AND
OMNI AERO, INC.

2015 DEC 18 PM 3: 06

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Idaho Code §30-22-205, *et seq.*, OMNI AERO, INC., a corporation formed and existing under the laws of the State of Idaho, and OMNI AERO, INC., a corporation formed and existing under the laws of the State of California (the "Constituent Corporations"), have adopted a Plan and Agreement of Merger pursuant to Idaho Code §30-22-202, which has been approved pursuant to Idaho Code §30-22-203, and hereby file this Statement of Merger for the purpose of merging the two corporations.

1. Surviving Corporation: The surviving corporation shall be OMNI AERO, INC., an Idaho corporation (the "Surviving Corporation"). OMNI AERO, INC., a corporation formed and existing under the laws of the State of California, shall not survive the merger.
2. Approval: This merger was approved by the Directors and Stockholders of the Surviving Corporation pursuant to Idaho Code Title 30, Chapter 22, Part 2 (§30-22-201, *et seq.*). This merger was approved by the Directors and Stockholders of OMNI AERO, Inc., a California corporation, pursuant to Chapter 11 (§ 1100 *et seq.*) of the California Corporations Code.
3. Manner of Converting Interests: All interests in the non-surviving corporation shall be converted into similar interests in the surviving corporation.
4. Intent: This merger transaction is intended to meet the requirements of Internal Revenue Code Section 368(a)(1)(F) as a mere change in place of organization.
5. Effective Time and Date: This merger shall be effective on the 1st day of January, 2016.

DATED effective the 1st day of January, 2016.

OMNI AERO, INC.
AN IDAHO CORPORATION


Charles C. Jones, President

OMNI AERO, INC.
A CALIFORNIA CORPORATION


Charles C. Jones, President

IDAHO SECRETARY OF STATE
12/18/2015 05:00

CK:57653 CT:21288 BH:1504926
1@ 30.00 = 30.00 STMT MERGE #3

C208167