

**FILED EFFECTIVE**

2006 NOV 15 PM 4:22

SECRETARY OF STATE  
STATE OF IDAHO

## Articles of Merger

pursuant to the provisions of I.C. §30-1-1101, the undersigned corporations have adopted the following Articles of Merger for the purpose of combining the undersigned corporations:

1. Jensen-Leavitt Insurance Agency, Inc. is an Idaho corporation organized and existing pursuant to the laws of the State of Idaho, and is the Subsidiary Corporation.
2. Fuhriman-Leavitt Insurance Agency, Inc., is an Idaho corporation organized and existing pursuant to the laws of the State of Idaho, and is the Surviving Corporation.
3. The attached plan of merger was approved by the stockholders of each of the undersigned corporations in the manner prescribed by I.C. §30-1-1103.

7. As to each of the undersigned corporations, the number of shares outstanding, and the total number of shares voting for and against the plan of merger, respectively, are as follows:

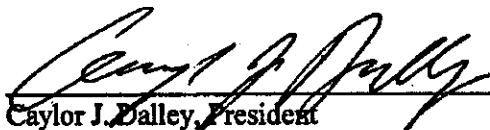
<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Voted For</u>	<u>Voted Against</u>
Jensen-Leavitt Insurance Agency, Inc.	632	632	0
Fuhriman-Leavitt Insurance Agency, Inc.	1,000	1,000	0

8. The manner of the adoption of the plan of merger and the vote by which it was adopted constitute full legal compliance with the provisions of I.C. §30-1-1103 and with the articles of incorporation and bylaws of the undersigned corporations.

6. The effective date of the merger is November 1, 2006.

IN WITNESS WHEREOF, these Articles of Merger are executed by an officer of Jensen-Leavitt Insurance Agency, Inc., and by an officer of Fuhriman-Leavitt Insurance Agency, Inc. on the dates set forth below.

Jensen-Leavitt Insurance Agency, Inc.

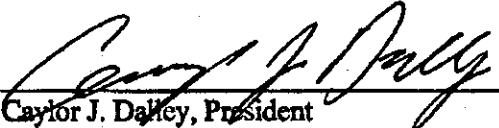
  
Caylor J. Dalley, President

Date: 11/1/06

IDAHO SECRETARY OF STATE  
11/15/2006 05:00  
CK: 12075 CT: 184432 BH: 1013882  
1 @ 30.00 = 30.00 MERGER # 2

C112107

Fuhrman-Leavitt Insurance Agency, Inc.

  
Caylor J. Dalley, President

Date: 11/1/08

## **PLAN OF MERGER**

### **Part A--The Parties.**

This Plan of Merger (the "Plan"), effective November 1, 2006, involves the following corporations and persons. Equity positions shown below are as of October 31, 2006, or prior to the effective date of the Plan. The persons and corporations listed below are hereinafter sometimes jointly referred to as the "Parties."

I. Jensen-Leavitt Insurance Agency, Inc., an Idaho corporation which sells insurance and insurance-related products and services to the public, which shall be the Subsidiary Corporation, hereinafter referred to as "Jensen";

II. Fuhriman-Leavitt Insurance Agency, Inc., an Idaho corporation which sells insurance and insurance-related products and services to the public, which shall be the Surviving Corporation, hereinafter referred to as "Fuhriman";

III. Leavitt Group Enterprises, Inc., a Nevada corporation which in the business of providing accounting, management, marketing, data processing, data processing training, systems design and implementation, agency financing, and legal services for insurance agencies, hereinafter referred to as "LGE";

IV. Terrall B. Fuhriman, an individual residing in the State of Idaho, hereinafter referred to as "Terry Fuhriman";

V. Jared Fuhriman, an individual residing in the State of Idaho, hereinafter referred to as "Jared Fuhriman"; and

VI. James Buck, an individual residing in the State of Idaho, hereinafter referred to as "Buck."

### **Part B--Plan of Merger**

Fuhriman owns ninety-five percent (95%) of the issued and outstanding shares of Jensen, and Buck owns five percent (5%) of the issued and outstanding shares of Jensen. In addition, Jensen owns three hundred and sixty-eight (368) shares of treasury stock of Jensen, representing thirty-six and eight-tenths percent (36.8%) of the authorized shares of Jensen.

LGE owns sixty percent (60%) of the shares of Fuhriman, Terry Fuhriman owns thirty percent (30%) of the shares of Fuhriman, and Jared Fuhriman owns the remaining ten percent (10%) of the shares of Fuhriman.

As a part of this Plan of Merger, the shareholders shall surrender, and redeem, their stock certificates as follows:

(a) Fuhriman shall surrender Jensen stock certificate #1 in the amount of six hundred (600) shares, and the interests and equities represented by those shares of the subsidiary corporation's stock shall be subsumed into and evidenced by the surviving corporation issuing new stock certificates to the shareholders of Fuhriman, and to Fuhriman, as described in the remaining subparagraphs of this Part B.

(b) Jensen shall surrender Jensen stock certificate #4 in the amount of three hundred and sixty-eight (368) shares of treasury stock, and the interests and equities represented by those shares of the subsidiary corporation's stock shall be subsumed into and evidenced by the surviving corporation issuing new stock certificate #8 to Fuhriman in the amount of one hundred and eighty-four (184) shares, to be held by Fuhriman as treasury stock.

(c) LGE shall surrender Fuhriman stock certificate #1 in the amount of six hundred (600) shares, and the interests and equities represented by those shares of the subsidiary corporation's stock shall be subsumed into and evidenced by the surviving corporation issuing new stock certificate #9 in the amount of four hundred eighty-three and eighty-nine hundredths (483.89) shares.

(d) Terry Fuhriman shall surrender Fuhriman stock certificate #2 in the amount of three hundred (300) shares, and the interests and equities represented by those shares of the surviving corporation's stock shall be subsumed into and evidenced by the surviving corporation issuing new stock certificate #10 in the amount of two hundred forty-two and thirty-five hundredths (242.35) shares.

(e) Jared Fuhriman shall surrender Fuhriman stock certificate #6 in the amount of fifty (50) shares, and stock certificate #7 in the amount of fifty (50) shares, and the interests and equities represented by those shares of the surviving corporation's stock shall be subsumed into and evidenced by the surviving corporation issuing new stock certificate #11 in the amount of eighty and seven hundred and eighty-five thousandths (80.785) shares.

(f) Buck shall surrender Jensen stock certificate #3 in the amount of thirty-two (32) shares, and the interests and equities represented by those shares of the subsidiary corporation's stock shall be subsumed into and evidenced by the surviving corporation issuing new stock certificate #12 in the amount of eight and nine hundred and seventy-five thousandths (8.975) shares.

#### Part C—Outstanding Shares of Subsidiary Corporation

The only shares of Jensen which are issued and outstanding are one thousand (1,000) shares of common stock. All one thousand (1,000) shares of such stock shall be subsumed into and evidenced by shares of the surviving corporation as set forth in Part B, above.

#### Part D—Tax-Free Reorganization

The parties intend to utilize a Type A Reorganization, described in the Internal Revenue Code in Section 368(1)(A), to complete the reorganization as tax-free. In sum:

- a. A Type A Reorganization is a merger or consolidation effected under the laws of a state, a territory, the District of Columbia, or the U.S.
- b. In order to have a wholly or partially tax-free reorganization, there must be a "plan" of reorganization (Code Sec. 354). Although there is no statutory requirement for a formal written plan, the regulations require that a copy of the plan be filed with the returns of all corporate parties to a reorganization. The parties intend that this Plan of Merger serve as the written plan under Section 354.