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PLAN OF MERGER

Plan of merger ("Plan") dated as of December 29, 2015, by and among Better Business Bureau of Alaska, Oregon and Western Washington, a Washington non-profit corporation ("Surviving Corporation"), Better Business Bureau Serving the Snake River Region, Inc. an Idaho non-profit corporation ("Boise") and [Better Business Bureau Serving Eastern Washington, Northern Idaho & Montana], a Washington non-profit corporation ("Spokane"). Surviving and Merged Corporation are sometimes singly referred to in this Agreement as "Party" and collectively referred to as "Parties." Boise and Spokane are sometimes collectively referred to as "Merged Corporations." Surviving and Merged Corporation are sometimes singularly referred to in this Plan as "Party" and collectively referred to as "Parties."

RECITALS:

- A. Surviving Corporation is a non-profit corporation in good standing under Washington law, having members.
- B. Boise is a non-profit corporation in good standing under Idaho law, having members.
- C. Spokane is a non-profit corporation in good standing under Washington law, having members. The members have no right to vote on this Plan.
- D. The boards of directors of the Surviving Corporation and the Merged Corporations consider the merger of the Merged Corporations into the Surviving Corporation, pursuant to Idaho and Washington law, to be in the best interests of their respective members, subject to and in accordance with the provisions of this Plan set forth below.

AGREEMENT:

Section 1. MERGER OF PARTIES

1.1 Merger. On the Merger Effective Date, as defined in Section 1.2 below, Merged Corporations shall be merged into the Surviving Corporation, the separate existence of the Merged Corporations shall cease, and only the Surviving Corporation shall survive.

1.2 Effective Date. The merger of the Parties shall become effective upon the Merger Effective Date. "Merger Effective Date" means the later of the following dates and times: (i) 12:01 A.M. Mountain Time (i) 12:01 A.M. Mountain Time, January 1, 2016; or (ii) upon the filing of articles of merger or the equivalent pursuant to Idaho and Washington law.

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Section 2. ARTICLES AND BYLAWS

2.1 Articles of Incorporation. The articles of incorporation of the Surviving Corporation, as amended as of the date immediately preceding the Merger Effective Date shall upon the Effective Date, be the articles of incorporation of the Surviving Corporation until amended as provided by law.

2.2 Bylaws. The by-laws of the Surviving Corporation, as amended as of the date immediately preceding the Merger Effective Date shall upon the Merger Effective Date, be the by-laws of the Surviving Corporation until amended as provided by law.

2.3 Name. The name of the Surviving Corporation shall be "Better Business Bureau Northwest." The articles of the incorporation shall be amended or deemed amended accordingly.

Section 3. MANNER AND BASIS OF CONVERTING MEMBERSHIPS

3.1 Conversion of Memberships. On the Effective Date:

3.1.1 Each membership in the Merged Corporations that is in effect and in good standing immediately prior to the Merger Effective Date, shall automatically be converted into membership in the Surviving Corporation.

3.1.2 Each membership in the Merged Corporations that is revoked, cancelled, surrendered or otherwise terminated prior to the Merger Effective Date, shall cease to exist in every respect.

3.2 Certificates for Membership. Each outstanding and valid certificate, if any, that, prior to the Merger Effective Date, represented membership in the Merged Corporations, shall on and after the Merger Effective Date, represent membership in the Surviving Corporation. If the Surviving Corporation issues membership certificates, then each holder of a membership in the Merged Corporations which is converted in the merger into a membership in the Surviving Corporation, upon surrender of the certificate therefor to the Surviving Corporation, shall be entitled to receive a certificate evidencing the membership in the Surviving Corporation into which the former membership is converted on the Merger Effective Date.

Section 4. TERMS OF MERGER

4.1 Succession. The Surviving Corporation shall succeed to all right, title and interest of the Merged Corporations in all property, real, personal and otherwise.

4.2 Debts. The lien and rights of all creditors in and to the assets of the Merged Corporations shall remain unimpaired by the merger.

4.3 Corporate Authorization. All approvals, consents and other authorizations of every character, duly given by the Merged Corporations shall continue to be effective after the merger, unless and until modified or repealed in accordance with Washington or Idaho law as applicable; provided, however, that no modification or repeal shall have any retroactive effect.

4.4 Bookkeeping. As of the Merger Effective Date, the assets, liabilities, reserves and other accounts of the Merged Corporations shall be entered in the books of the Surviving Corporation, subject to any adjustments or apportionments which may be appropriate, all in accordance with generally accepted accounting principles or such other method of accounting consistently applied as the Surviving Corporation employs.

4.5 Directors and Officers.

4.5.1 The directors of the Surviving Corporation as of the Merger Effective Date shall be the individuals identified on Exhibit "1" of this Plan with individuals serving as Chair and Vice Chair identified in Exhibit "1".

4.5.2 The officers of the Surviving Corporation as of the Merger Effective Date shall be the individuals identified on Exhibit "2" of this Plan, each serving in the offices designated in Exhibit "2."

Section 5. CONDITIONS

The obligations of each Party to effect the merger is subject to the satisfaction or waiver of each of the following conditions:

5.1 Approval by Boards. This Plan shall have been duly approved by the board of directors of each Party in accordance with Idaho and Washington law.

5.2 Approval by Members. This Plan shall have been approved by the requisite number of members in the applicable Members entitled to vote thereon, if any, in accordance with applicable law.

Section 6. TERMINATION

6.1 Failure of Membership Approval. This Plan shall automatically terminate in the event it is required by law, articles of incorporation or bylaws to be brought to a vote by members and is not adopted by the requisite number of members of the applicable Party(ies), entitled by law to vote thereon, if any, at a meeting called for such purpose or otherwise in accordance with applicable law.

6.2 Other Termination. This Plan may be terminated and the merger abandoned at any time prior to the Merger Effective Date, whether before or after submission to or approval by the members of either of the Parties:

6.2.1 By mutual agreement of the boards of directors of the Parties;

6.2.2 By the board of directors of any Party if any condition of its performance has not been satisfied or waived on or before the Merger Effective Date;

6.2.3 By the board of directors of any Party if the Merger Effective Date shall not have occurred on or prior to January 1, 2016 plus nine months, other than by reason of breach of the

agreement of merger by the terminating Party.

Section 7. MISCELLANEOUS PROVISIONS

7.1 Effectiveness of Merger. The merger of the Merged Corporations into the Surviving Corporation shall be effective when the following conditions have been fulfilled:

7.1.1 This Plan is adopted on behalf of the Parties in accordance with Idaho and Washington law, and any applicable provisions of the articles of incorporation or bylaws.

7.1.2 Certificates of merger or equivalents (together with this Plan attached as an exhibit if permitted or required by law), setting for the information required by Idaho and Washington law and in the forms required by Idaho and Washington law are filed in the office of the Secretaries of State or local equivalents of the States of Idaho and Washington.

7.3 Amendment. This Plan may be amended at any time prior to the Merger Effective Date, whether before or after the meetings of the members of the respective Parties with approval of the respective boards of directors of the Parties. Any changes, modifications, amendments, additions, or supplements to this Plan must be in writing, and signed by all Parties.

7.4 Counterparts. This Plan may be executed in one or more counterparts, with the same effect as if all signatures were contained in a single original document. Photostatic, fax and pdf copies of this Agreement or counterparts shall have the same effect as originals.

7.5 Captions. Captions and paragraph headings used herein are for convenience only and are not a part of this Plan and shall not be used in construing it.

7.6 Not an Integrated Agreement. This Plan does not contain the entire understanding and agreement among the parties with respect to the subject matter of this Agreement, and does not supersede the agreement of merger between the parties.


7.7 Governing Law. This Plan shall be governed by and construed in accordance with Idaho and Washington law as applicable, subject to the provisions of Washington law governing the Surviving Corporation.

[Signatures on the following page]

IN WITNESS WHEREOF, the Parties have executed and delivered this Plan as of the date first set forth above.

**BETTER BUSINESS BUREAU OF ALASKA,
OREGON, AND WESTERN WASHINGTON**

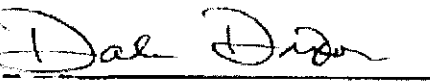
ATTEST:

By: 
Tyler Andrew
Title: President/CEO


Secretary

× **BETTER BUSINESS BUREAU SERVING
THE SNAKE RIVER REGION, INC.**

ATTEST:

By: 
Dale Dixon
Title: President/CEO


Secretary

**BETTER BUSINESS BUREAU
SERVING EASTERN WASHINGTON,
NORTHERN IDAHO & MONTANA**

ATTEST:

By: 
Eleanor Sprinkle
Title: President/CEO



Secretary

EXHIBIT "1"

List of Directors of Surviving Corporation with Chair, Vice Chair Designated

Ari Zabell
Chris Washko, Secretary
Dan Smerken
Dennis Bloom
Fred Chown
Gretchen Marks
Jason Ramsey
Jim Burbridge, Vice Chair
John Manolides, Chair
Lon Wilson
Matt Maury, Treasurer
Richard Plainfield

EXHIBIT "2"

List of Names and Offices of the Officers of the Surviving Corporation

Tyler Andrew, President & CEO
Heather Tuttle, Vice President of Finance & HR
Jacqueline Sill, Vice President of Operations
David Quinlan, Vice President of Marketing
Julie Witt, Sr. Director of Information Systems