

STATEMENT OF MERGER

To the Idaho Secretary of State
450 North 4th Street, Boise, Idaho

THIS STATEMENT OF MERGER is effective as of the 30th day of September, 2022, involving Edwards Brothers & Associates, Inc., an Idaho corporation ("Surviving Corporation"), and Edwards Brothers & Associates, Inc., a California corporation ("Disappearing Corporation") which is being merged into Surviving Corporation ("Merger"), and is intended to comply with Idaho Code Sections 30-22-201 through 30-22-206 and California Corporations Code Sections 1100 through 1113.

1. PLAN OF MERGER.

The Board of Directors of the Surviving Corporation and the Disappearing Corporation each determined the Merger to be in the best interests of Surviving Corporation and Disappearing Corporation. A copy of the Plan and Agreement of Merger dated even date herewith ("Plan of Merger") shall be kept on file at the principal place of business of the Surviving Corporation, which is 12175 Lake Shore Drive, Nampa, ID 83686. A copy of the Plan of Merger will be furnished by the Surviving Corporation to any shareholder of the Surviving Corporation and Disappearing Corporation upon written request from such shareholder.

2. ARTICLES OF INCORPORATION.

The Articles of Incorporation of the Surviving Corporation attached hereto and filed with the Idaho Secretary of State shall be the Articles of Incorporation of the Surviving Corporation.

3. SHAREHOLDER APPROVAL REQUIRED.

Pursuant to Idaho Code Section 30-22-203 and California Code Section 1-1-1201, the Merger requires shareholder approval by the shareholders of both the Surviving Corporation and the Disappearing Corporation. The shareholders of each of the Surviving Corporation and the Disappearing Corporation unanimously approved, adopted and acknowledged the Merger.

4. EFFECTIVE DATE OF MERGER.

The Effective Date of the Merger shall be the later of September 30, 2022 or the date this Statement of Merger is filed with the Idaho Secretary of State.


[Signature Page to Follow]

IN WITNESS WHEREOF, each of the Disappearing Corporation and Surviving Corporation hereto has executed this Statement of Merger effective as of the day and year first set forth above.

DISAPPEARING CORPORATION:

Edwards Brothers & Associates, Inc.,
a California corporation


By:


John D. Edwards,
President and Chief Executive Officer

SURVIVING CORPORATION:

Edwards Brothers & Associates, Inc.,
an Idaho corporation

By:


John D. Edwards,
President and Chief Executive Officer