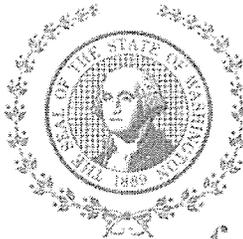


UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

ECOVA, INC.

WA Profit Corporation  
UBI: 601-668-881  
Filing Date: February 6, 2012

Merging Entities:

603-167-006      BRIDGE ACQUISITION CORP., INC.



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

FILED  
SECRETARY OF STATE

JAN 31 2012

ARTICLES OF MERGER  
OF  
BRIDGE ACQUISITION CORP., INC.  
AND  
MRDB HOLDINGS, LP

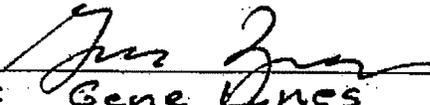
STATE OF WASHINGTON

Pursuant to RCW 23B.11.090 of the Washington Business Corporation Act, Bridge Acquisition Corp., Inc. as the corporation surviving the merger hereby adopts the following Articles of Merger.

1. **Merging Entities.** The names of the entities involved in the merger are BRIDGE ACQUISITION CORP., INC., a Washington corporation, and MRDB HOLDINGS, LP, a Texas limited partnership.
2. **Plan of Merger.** The Plan of Merger is attached as Exhibit A to these Articles and is incorporated hereby by reference.
3. **Shareholder Approval.** The merger was duly approved by the shareholder of Bridge Acquisition Corp., Inc. pursuant to RCW 23B.11.030
4. **Approval by Partners.** The merger was duly approved by the partners of MRDB Holdings, LP, pursuant to Sections 10.001 and 10.009 of the Texas Business Organizations Code.
5. **Effective Date.** Pursuant to the Plan of Merger, the merger shall become effective as of 11:59 p.m. on January 31, 2012.

DATED this 4<sup>th</sup> day of January, 2012.

BRIDGE ACQUISITION CORP., INC.

  
By: Gene Dines  
Its: Treasurer

**EXHIBIT A**  
**PLAN OF MERGER**

**PLAN OF MERGER**  
**Between**  
**BRIDGE ACQUISITION CORP., INC.**  
**and**  
**MRDB HOLDINGS, LP**

This Plan of Merger is entered into by and between Bridge Acquisition Corp., Inc., a Washington corporation (the "Company"), and MRDB Holdings, LP, a Texas limited partnership ("Target"), and shall be effective as of 11:59 p.m. on January 31, 2012.

1. Target shall be merged into the Company, the Company shall be the surviving corporation and its name shall remain Bridge Acquisition Corp., Inc.

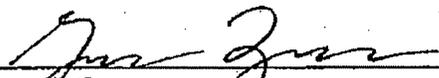
2. Upon the effective date of the merger, the separate existence of Target shall cease and the Company shall become the owner of all the rights and property of Target and shall be subject to all its debts and liabilities.

3. Subject to adjustment as provided in that certain Merger Agreement by and among Ecova, Inc., a Washington corporation, the Company, Target and the Partners' Representative dated January 4<sup>th</sup>, 2012, as of the effective time of the merger, by virtue of the merger and without the need for any further action on the part of the shareholders of the Company, the partnership interests of the Target outstanding shall be converted into and represent the right to receive an amount of cash determined in accordance with the Merger Agreement. The Articles of Incorporation and Bylaws of the Company immediately prior to the merger shall remain the Articles of Incorporation and Bylaws of the Company as the surviving corporation. The Company's officers and directors shall continue as the officers and directors, respectively, of the surviving corporation.

4. The directors of the Company or the general partner of the Target may, in their discretion, abandon this merger, subject to the rights of third parties, without further action or approval by their respective shareholders, at any time before the merger has been completed.

DATED this 4<sup>th</sup> day of January, 2012.

BRIDGE ACQUISITION CORP., INC.

  
By: Gene Lynes  
Its: Treasurer



## Office of the Secretary of State

February 01, 2012

Capitol Services Inc  
P O Box 1831  
Austin, TX 78767 USA

RE:  
Bridge Acquisition Corp., Inc. ( File Number: 801524900 )

-----  
It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division

Enclosure



## Office of the Secretary of State

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

MRDB Holdings LP  
Domestic Limited Partnership (LP)  
[File Number: 800515900]

Into

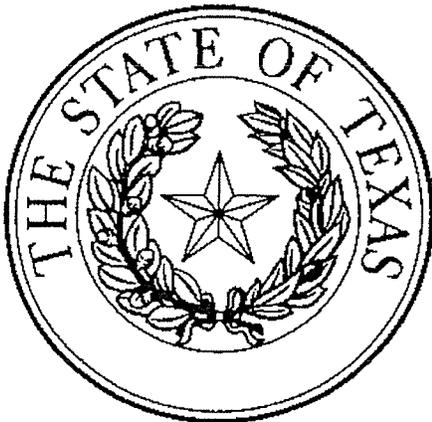
Bridge Acquisition Corp., Inc.  
Foreign For-Profit Corporation  
Washington, USA  
[File Number: 801524900]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 01/31/2012

Effective: 01/31/2012



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

*Come visit us on the internet at <http://www.sos.state.tx.us/>*

**Form 622**  
**(Revised 05/11)**  
Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709  
**Filing Fee: see instructions**



**Certificate of Merger  
Combination Merger  
Business Organizations Code**

This space reserved for office use.

**FILED**  
**In the Office of the  
Secretary of State of Texas**  
**JAN 31 2012**  
**Corporations Section**

**Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

**Party 1**

MRDB Holdings LP

*Name of Organization*

The organization is a limited partnership It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

Texas

The file number, if any, is 800515900

*State*

*Country*

*Texas Secretary of State file number*

Its principal place of business is 12700 Park Central Dr Suite 200 Dallas TX  
*Address* *City* *State*

The organization will survive the merger.  The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

*Name as Amended*

**Party 2**

Bridge Acquisition Corp., Inc.

*Name of Organization*

The organization is a corporation It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

Washington

The file number, if any, is \_\_\_\_\_

*State*

*Country*

*Texas Secretary of State file number*

Its principal place of business is 1313 N. Atlantic Street Spokane WA  
*Address* *City* *State*

The organization will survive the merger.  The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

*Name as Amended*

**Party 3**

*Name of Organization*

The organization is a \_\_\_\_\_ It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

The file number, if any, is \_\_\_\_\_  
*State Country Texas Secretary of State file number*

Its principal place of business is \_\_\_\_\_  
*Address City State*

The organization will survive the merger.  The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

*Name as Amended*

### Plan of Merger

The plan of merger is attached.

*If the plan of merger is not attached, the following statements must be completed.*

### Alternative Statements

In lieu of providing the plan of merger, each domestic filing entity certifies that:

1. A signed plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.

2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

*Complete item 3B if the merger effected changes to the certificate of formation of a surviving filing entity.*

3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.

3B.  The plan of merger effected changes or amendments to the certificate of formation of:

*Name of filing entity effecting amendments*

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

*Amendment Text Area*

### 4. Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

n/a			
<i>Name of New Organization 1</i>		<i>Jurisdiction</i>	<i>Entity Type (See instructions)</i>
<i>Principal Place of Business Address</i>		<i>City</i>	<i>State Zip Code</i>
<i>Name of New Organization 2</i>		<i>Jurisdiction</i>	<i>Entity Type (See instructions)</i>
<i>Principal Place of Business Address</i>		<i>City</i>	<i>State Zip Code</i>
<i>Name of New Organization 3</i>		<i>Jurisdiction</i>	<i>Entity Type (See instructions)</i>
<i>Principal Place of Business Address</i>		<i>City</i>	<i>State Zip</i>

**Approval of the Plan of Merger**

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

The approval of the owners or members of \_\_\_\_\_  
*Name of domestic entity*  
 was not required by the provisions of the BOC.

**Effectiveness of Filing** (Select either A, B, or C.)

A.  This document becomes effective when the document is accepted and filed by the secretary of state.

B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: January 31, 2012 11:59 p.m.

C.  This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

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**Tax Certificate**

Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.

In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: January 31, 2012

MRDB HOLDINGS LP

Merging Entity Name



Signature of authorized person (see instructions)

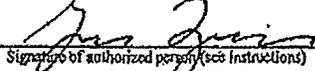
Matthew Berke

Printed or typed name of authorized person

CEO of MRDB Holdings GP LLC

BRIDGE ACQUISITION CORP., INC.

Merging Entity Name



Signature of authorized person (see instructions)

Gene Lynes

Printed or typed name of authorized person

Treasurer

Merging Entity Name

Signature of authorized person (see instructions)

Printed or typed name of authorized person

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TEXAS COMPTROLLER *of* PUBLIC ACCOUNTS

WWW.WINDOW.STATE.TX.US



January 9, 2012

MRDB HOLDINGS LP  
12700 PARK CENTRAL DR STE 200  
DALLAS TX 75251-1504

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS  
COUNTY OF TRAVIS

I, Susan Combs, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY that according to the records of this office

MRDB HOLDINGS LP

has filed all required reports for taxes administered by the Comptroller under Title 2, Tax Code, and taxes reported due on those reports have been paid. This certificate must be filed with the Texas Secretary of State to legally end the entity's existence in Texas. This certificate is valid for the purpose of dissolution, merger, conversion, or withdrawal through December 31<sup>st</sup>, 2012.

GIVEN UNDER MY HAND AND  
SEAL OF OFFICE in the City of  
Austin, this 9 day of  
January, 2012 A.D.

A handwritten signature in black ink that reads "Susan Combs". The signature is written in a cursive, flowing style.

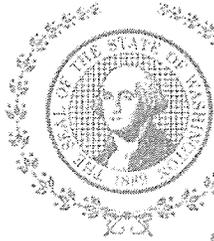
SUSAN COMBS  
Comptroller of Public Accounts

Taxpayer number: 17529385910  
File number: 0800515900

NOTE: Failure by Texas entities to legally end existense with the Texas Secretary of State on or before the expiration of this certificate, will result in additional franchise tax responsibilities. Texas entities not registered with The Secretary of State and all out of state entities are responsible for franchise tax through the last date of business in this state.

UNITED STATES OF AMERICA

The State of Washington



Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

ECOVA, INC.

WA Profit Corporation

UBI: 601-668-881

Filing Date: January 23, 2012

Merging Entities:

Not Qualified in WA PRENOVA, INC.



Given under my hand and the Seal of the State of Washington at Olympia the State Capital

Handwritten signature of Sam Reed in cursive script.

Sam Reed, Secretary of State

[MRDB Letterhead]

February \_\_, 2012

VIA ELECTRONIC TRANSMISSION  
AND U.S. MAIL

COMPANY NAME

ADDRESS

Attn: NAME

EMAIL

Fax: NUMBER

**Re: Change in Control under Contract**

Dear Sir and Madam:

We are pleased to announce that MRDB Holdings LP, a Texas limited partnership d/b/a LPB Energy Management ("**LPB**") agreed to become part of, Ecova, Inc., a Washington corporation ("**Ecova**"). Ecova is the total energy and sustainability management company whose sole purpose is to see more, save more, and sustain more for its clients. We believe the combination of our resources and experience will substantially enhance our capabilities and strengthen our ability to deliver industry leading services to our customers.

This letter is to notify you that LPB has merged with and into Bridge Acquisition Corp., Inc., a Washington corporation ("**Subsidiary**"), a wholly-owned subsidiary of Ecova, and Subsidiary has subsequently merged with and into Ecova, effective February 3, 2012 (collectively, the "**Merger**").

As a client/vendor of LPB, you have contract(s), together with all amendments, work orders, change orders and other documents related to or issued under those contracts (collectively, the "**Contract**"), that will be transferred to Ecova. By virtue of the Merger and under operation of law, Ecova will become a party to the Contract.

Please direct any further correspondence to Ecova at the following address: Ecova, Inc., 1313 N. Atlantic Street, Suite 1000, Spokane, WA 99201; facsimile: (502) 321-0828.

Please contact the undersigned should you have any questions, and thank you for your cooperation.

Very truly yours,

MRDB Holdings LP d/b/a LPB Energy  
Management

By: \_\_\_\_\_  
Matthew Berke