

FILED

00 JAN -7 AM

STATE OF IDAHO

IDAHO SECRETARY OF STATE  
1/7/2000 09:00  
112 CT: 69600 279528  
30.00 MERGER # 2

C106813

ARTICLES OF MERGER

JAIDA, CORPORATION, an Idaho corporation, submits these ARTICLES OF MERGER for filing pursuant I.C. Section 30-1-1101, et seq., and states:

I. The shareholders of DB PROPERTIES, INC., an Idaho corporation, and the shareholders of JAIDA, CORPORATION, an Idaho corporation, have approved a Plan of Merger, merging DB PROPERTIES, INC., into JAIDA, CORPORATION, and further providing that JAIDA, CORPORATION shall be the surviving corporation of the merger.

II. The Plan of Merger is as set forth below:

In consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties agree in accordance with the law of the State of Idaho that DB PROPERTIES, INC., shall be, at the Effective Date as defined below, merged into a single corporation existing under the laws of the State of Idaho, to wit, JAIDA, CORPORATION, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings: Filings: Effects of Merger

1.1. DB PROPERTIES, INC., Stockholders' Meeting. DB PROPERTIES, INC., shall call a meeting of its stockholders to be held in accordance with its bylaws, adopted pursuant to the law of the State of Idaho at the earliest practicable date, upon due notice thereof to its stockholders, or in the absence thereof, with lawful consent to act in lieu of notice, to consider and vote upon, among other matters, adoption of this Agreement.

1.2. Filing of Articles of Merger: Effective Date. If (a) the Plan of Merger agreement is adopted by the stockholders of DB PROPERTIES, INC., in accordance with the laws of the State of Idaho, and; (b) the agreement is adopted by the stockholders of DB PROPERTIES, INC., in accordance with the Idaho General Business Corporations Act, and (c) the agreement is not terminated or abandoned as permitted below, then Articles of Merger shall be filed and recorded in accordance with the Idaho General Business Corporations Act. The Merger shall become on the day of such filing in Idaho, which date and time are herein referred to as the "Effective Date.

1.3. Certain Effects of Merger. On the Effective Date, the separate existence of DB PROPERTIES, INC., shall cease, and DB PROPERTIES, INC., shall be merged into JAIDA, CORPORATION which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as

well as of a private nature, and be subject to all the restrictions, disabilities, and duties of DB PROPERTIES, INC., and all the rights, privileges, powers, and franchises of DB PROPERTIES, INC., and all property, real, personal, and mixed, and all debts due to DB PROPERTIES, INC., on whatever account, as well for stock subscriptions and all other things and/or causes in or of action or belonging to DB PROPERTIES, INC., shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation as if they were of DB PROPERTIES, INC., and the title to any real estate vested by deed or otherwise, under the laws of Idaho or any other jurisdiction, in DB PROPERTIES, INC., shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of DB PROPERTIES, INC., shall be preserved unimpaired, and all debts, liabilities, and duties of DB PROPERTIES, INC., shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of DB PROPERTIES, INC., or the corresponding officers of the Surviving Corporation, may, in the name of DB PROPERTIES, INC., execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all DB PROPERTIES, INC.'s property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1. Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be JAIDA, CORPORATION.

2.2. Certificate of Incorporation. The Certificate of Incorporation of JAIDA, CORPORATION as in effect on the date hereof shall, from and after the Effective Date, be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law; except that any Article setting forth the Corporate Name shall be amended consistently with Section 2. 1 hereof.

2.3. Bylaws. The Bylaws of JAIDA, CORPORATION as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities. The manner and basis of converting the shares of the capital stock of DB PROPERTIES, INC., and the nature and amount of

securities of DB PROPERTIES, INC., which the holders of shares of DB PROPERTIES, INC., Common Stock are to receive in exchange for such shares are as follows:

3.1. DB PROPERTIES, INC., Common Stock. Each one share of DB PROPERTIES, INC., Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of JAIDA, CORPORATION Common Stock, and outstanding certificates representing shares of DB PROPERTIES, INC., Common Stock shall thereafter represent shares of JAIDA, CORPORATION Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2. JAIDA, CORPORATION Common Stock Held by DB PROPERTIES, INC. All issued and outstanding shares of JAIDA, CORPORATION Common Stock held by DB PROPERTIES, INC., immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

4. Miscellaneous

4.1. This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of DB PROPERTIES, INC., if the Board of Directors of DB PROPERTIES, INC., or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of the merger.

4.2. For the convenience of the parties and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument. In compliance with the Idaho General Business Corporations Act, this Agreement shall be executed in not less than two (2) duplicated originals, both copies of which shall be submitted for filing with the Idaho Secretary of State.

III. The shareholders of both corporations have unanimously approved the Plan of Merger.

A. The number of outstanding shares of DB PROPERTIES, INC., and the number of votes entitled to be cast regarding the plan of merger was 100. The number of votes cast in favor of the plan of merger was 100. The number of votes cast in opposition to the plan of merger was 0.

B. The number of outstanding shares of JAIDA, CORPORATION and the number of votes entitled to be cast regarding the plan of merger was 100 and the number of votes cast in favor of the plan of merger was 100. The number of votes cast in opposition to the plan of merger was 0.

IV. Effective date. The merger is effective upon the filing of these Articles of Merger.

DATED this 30<sup>th</sup> day of December, 1999.

JAIDA, CORPORATION

Ray Markham  
Ray Markham, President

ATTEST:

Ray Markham  
Ray Markham, Secretary

SEAL: