

# State of Idaho

## Department of State.

### CERTIFICATE OF MERGER OR CONSOLIDATION

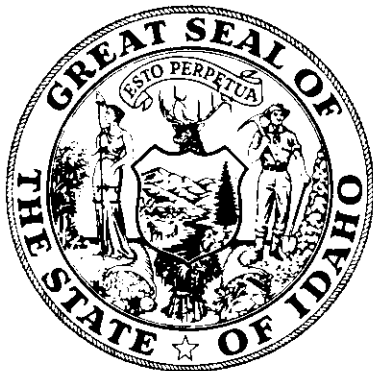
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of ARTCO, INC.

into ART PORTER, INC., changing its name to ARTCO, INC.,

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of Merger.

Dated July 18, 19 85.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF MERGER

RECEIVED  
SEC. OF STATE

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ARTICLES OF MERGER, executed as of June 29, 1985, between  
ART PORTER, INC., (herein "First Party"), an Idaho corporation,  
and ARTCO, INC., (herein "Second Party"), an Idaho corporation,  
both corporations with principal registered office at 1  
Stationery Place, Rexburg, Madison County, Idaho, 83440, both  
corporations together sometimes herein collectively called the  
"Constituent Corporations".

WHEREAS, First Party is a corporation organized and  
existing under the laws of the State of Idaho, having been  
incorporated on August 25, 1966, with authorized capital stock  
of five hundred (500) common shares with a par value of One  
Hundred and 00/100 Dollars (\$100.00) per share, of which three  
hundred fifty-three (353) shares are issued and outstanding; and

WHEREAS, Second Party is a corporation organized and  
existing under the laws of the State of Idaho, having been  
incorporated on September 21, 1970, with authorized capital  
stock of two thousand five hundred (2,500) common shares with a  
par value of Ten and 00/100 Dollars (\$10.00) per share, of which  
three hundred (300) shares are issued and outstanding; and

WHEREAS, there is common ownership of the outstanding  
shares of capital stock of the Constituent Corporations in that  
all of the three hundred (300) issued and outstanding shares of  
Second Party and three hundred fifty-two (352) of the three  
hundred fifty-three (353) issued and outstanding shares of First  
Party are owned by one and the same shareholder, and the other

one (1) issued and outstanding share of First Party is owned by Second Party; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it is advisable that these corporations merge as they have common business interests, customers, employees, and business locations, and such merger will allow certain economies and continuity of operation; and

WHEREAS, the Boards of Directors of the Constituent Corporations have duly approved and authorized the form and terms of these Articles of Merger; and

WHEREAS, the shareholders of the Constituent Corporations have duly approved and authorized the form and terms of these Articles of Merger; and

WHEREAS, the laws of the State of Idaho permit such a merger, and the Constituent Corporations desire to merge pursuant to Section 30-1-71 of Idaho Code and Internal Revenue Code Section 368(a)(1)(A);

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, it is agreed that Second Party shall be and it hereby is merged into First Party, and First Party shall be the "Surviving Corporation", and other terms and conditions of the merger and mode of carrying it into effect are and shall be as follows:

1. The name of the Surviving Corporation shall be "Artco, Inc.", and Article First of the Articles of Incorporation of Art Porter, Inc., is hereby amended to read: "The name of this

corporation is Artco, Inc.".

2. The principal place of business and the registered office of the Surviving Corporation subsequent to the merger shall continue to be Rexburg, County of Madison, State of Idaho, 83440.

3. The nature of the business and the objects and purposes to be transacted, promoted, and carried on by the Surviving Corporation are to engage in any commercial, industrial, or business enterprise calculated or designed to be profitable to the Surviving Corporation in conformity with the laws of the State of Idaho, and as otherwise provided by the original Articles of Incorporation of the Surviving Corporation, as fully and to the same extent as a natural person might or could do in any part of the world.

4. The By-Laws of the Surviving Corporation as they shall exist upon the effective date of the merger shall be and remain and continue to be the By-Laws of the Surviving Corporation until the same be amended or repealed as therein provided.

5. For all purposes of the laws of the State of Idaho, these Articles of Merger and the merger herein provided for shall become effective as of July 1, 1985.

6. It is acknowledged that all issued and outstanding shares of both of the Constituent Corporations were voted for this plan of merger, and none of such shares were voted against such plan.

7. The manner and basis of converting the shares of the

Second Party into shares of First Party as Surviving Corporation shall be that immediately upon the effective date of the merger, the three hundred (300) issued and outstanding shares of common stock of Second Party shall be converted into a total of forty-three (43) shares of common stock of the First Party. All stock certificates of Second Party shall be surrendered to the corporate Secretary of First Party, duly endorsed for transfer, in exchange for which a new certificate representing the number of full shares of common stock of First Party shall be issued.

8. Immediately upon the effective date of the merger, each share of stock of the surviving corporation outstanding in the hands of the shareholder shall remain in the status quo.

9. Immediately upon the effective date of the merger, ownership of the one (1) share of stock of First Party theretofore owned by Second Party shall vest in First Party as treasury stock and shall be thereupon cancelled.

10. Upon the merger becoming effective, First Party as the Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, and shall be subject to all of the restrictions, obligations, and liabilities of Second Party, and First Party shall be vested with all property, real, personal, or mixed, of and all debts due to Second Party on whatever account as well as all other things in action or belonging to Second Party.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the President or Vice President with signature

attested by the Secretary of each of the Constituent  
Corporations, all as of the day and year first above written.

"First Party"

ART PORTER, INC.

By Bradley J. Schreier  
Its vice President

ATTEST:

By Albert Falkenstein  
Its Secretary

"Second Party"

ARTCO, INC.

By Bradley J. Schreier  
Its vice President

ATTEST:

By Albert Falkenstein  
Its Secretary

STATE OF MINNESOTA )  
 )  
COUNTY OF BLUE EARTH )

The foregoing was acknowledged before me this 29th day of June, 1985, by Bradley J. Schreier and Albert Fallenstein, the Vice President and Secretary respectively, of Art Porter, Inc., a corporation incorporated under the laws of the State of Idaho, on behalf of the corporation.

John E. Regan  
Notary Public



STATE OF MINNESOTA )  
 )  
COUNTY OF BLUE EARTH )

The foregoing was acknowledged before me this 29th day of June, 1985, by Bradley J. Schreier and Albert Fallenstein, the Vice President and Secretary respectively, of Artco, Inc., a corporation incorporated under the laws of the State of Idaho, on behalf of the corporation.

John E. Regan  
Notary Public



CERTIFICATE OF SECRETARY  
OF  
ART PORTER, INC.

I, Albert Fallenstein, hereby certify that I am the Secretary of Art Porter, Inc., a corporation incorporated under the laws of the State of Idaho, having its principal office at Rexburg, Idaho; that by written shareholder consent of action taken without a meeting pursuant to Section 30-1-145 of Idaho Code and by written consent of directors of action taken without a meeting pursuant to Section 30-1-144 of the Idaho Code, the foregoing Articles of Merger were adopted by unanimous action and consent of shareholders representing all of the voting power of this corporation and by unanimous action of the directors of this corporation.

Dated: June 29, 1985.

  
Albert Fallenstein

STATE OF MINNESOTA    )  
                                  ) SS.  
COUNTY OF BLUE EARTH )

The foregoing was acknowledged before me this 29th day of June, 1985, by Albert Fallenstein, Secretary of Art Porter, Inc., a corporation under the laws of the State of Idaho, on behalf of the corporation.

  
Notary Public





CERTIFICATE OF SECRETARY  
OF  
ARTCO, INC.

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Dated: June 29, 1985.

Albert Fallenstein  
Albert Fallenstein

STATE OF MINNESOTA    )  
                                  ) SS.  
COUNTY OF BLUE EARTH )

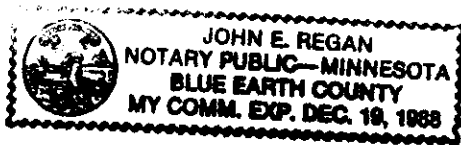
The foregoing was acknowledged before me this 29th day of June, 1985, by Albert Fallenstein, Secretary of Artco, Inc., a corporation under the laws of the State of Idaho, on behalf of the corporation.

John E. Regan  
Notary Public


JOHN E. REGAN  
NOTARY PUBLIC—MINNESOTA  
BLUE EARTH COUNTY  
MY COMM. EXP. DEC. 19, 1988

STATE OF MINNESOTA )  
 ) SS.  
COUNTY OF BLUE EARTH )

I, John E. Regan, a notary public, do hereby certify that on this 29th day of June, 1985, personally appeared before me Albert Fallenstein, who, being by me first duly sworn, declared that he is the Secretary of Art Porter, Inc., that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.



(Notarial Seal)


  
Notary Public for: Minnesota  
Residing at: Mankato, MN 56001  
My Commission Expires: 12-19-88

STATE OF MINNESOTA )  
 ) SS.  
COUNTY OF BLUE EARTH )

I, John E. Regan, a notary public, do hereby certify that on this 29th day of June, 1985, personally appeared before me Albert Fallenstein, who, being by me first duly sworn, declared that he is the Secretary of Artco, Inc., that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.



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