

ARTICLES OF MERGER  
OF  
VALLEY LINEN AND UNIFORM, INC.  
INTO  
CINTAS CORPORATION NO. 3

FILED/EFFECTIVE

2002 MAR -4 PM 2: 58

SECRETARY OF STATE  
STATE OF IDAHO

FIRST: The name of the surviving entity is Cintas Corporation No. 3 and the place of its organization is the jurisdiction of Nevada. The name and place of organization of the entity being merged into the surviving entity is Valley Linen and Uniform, Inc., organized in the jurisdiction of Idaho.

SECOND: A plan of merger was adopted by each entity that is a party to this merger.

THIRD: The plan of merger was adopted by Cintas Corporation No. 3 and Valley Linen and Uniform, Inc., both by unanimous consent.

FOURTH: The entire plan of merger is set forth in Exhibit A attached hereto.

FIFTH: All entities party to this merger have complied with laws of their respective jurisdiction of organization concerning this merger,

SIXTH: This merger shall be effective on the date filed.

CINTAS CORPORATION NO. 3

By: 

Name: Jeff Jones

Title: Vice President

By: 

Name: Robert E. Coletti

Title: Assistant Secretary

Received 03-04-2002 10:42 From-

IDAHO SECRETARY OF STATE  
03/04/2002 05:00  
CK: 06739 CT: 20168 BH: 449793  
1 @ 30.00 = 30.00 MERGER # 2  
To-EBERLE BERLIN 20.00 = P20.0000 EXPEDITE C # 3

C137836



STATE OF IDAHO )  
 ) SS.  
COUNTY OF CANYON )

On March 4, 2002, personally appeared before me, a Notary Public,  
Steve Munson, managing member, of Valley Linen and Uniform, Inc.,  
who acknowledged that he executed the above instrument.



Blanca B. Acosta  
Signature of Notary Public

854100.1

PLAN OF MERGER

DATE: March 4, 2002

PARTIES: Valley Linen and Uniform, Inc., an Idaho corporation

306 North Mabley Drive  
Boise, Idaho 83712  
("Merging Corporation")

into

Cintas Corporation No. 3, a Nevada corporation  
6800 Cintas Boulevard  
Mason, Ohio 45040  
("Surviving Corporation")

SECTION 1. MERGER

On the Effective Date, the Merging Corporation shall be merged with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease, and both the Merging and Surviving Corporation shall be a single corporation which shall be the Surviving Corporation. The title to all property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed. The Surviving Corporation shall assume all franchise taxes, liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

SECTION 2. SHAREHOLDER APPROVAL

The Merging Corporation and the Surviving Corporation have each submitted this Plan of Merger to its shareholders and obtained unanimous approval in accordance with the Nevada General Corporation Law and the Idaho Business Corporation Act. The unanimous shareholder approval of the Surviving Corporation was obtained from its parent corporation and sole shareholder owning 200 issued shares of common stock. The unanimous shareholder approval of the Merging Corporation was obtained from its two shareholders each owning 50% of the 100,000 issued shares of common stock.

SECTION 3. EFFECTIVE DATE AND CLOSING

3.1 Effective Date. The merger of the Merging Corporation and the Surviving Corporation shall be effective ("Effective Date") upon the filing of the Articles of Merger and

this Plan of Merger in accordance with the Nevada General Corporation Law and the Idaho Business Corporation Act.

3.2 Closing. The closing of this merger shall take place at the offices of Pioneer Title Co., Nampa, Idaho, 83651 on March 4, 2002 at 10:00 a.m., or at such other time, place or date as may be agreed upon by the Surviving Corporation and the Merging Corporation. At the time of the closing the Surviving Corporation and the Merging Corporation shall cause the Articles of Merger and this Plan of Merger to be filed with the Nevada Secretary of State and with the Idaho Secretary of State.

#### SECTION 4. SHARES OF STOCK

4.1 Exchange of Shares. On the Effective Date, upon the receipt by the Surviving Corporation of properly endorsed stock certificates representing the outstanding shares of common stock of the Merging Corporation, the shareholders of the Merging Corporation shall receive cash in the amount of \$ 2,800,000.00 subject to adjustment as the parties hereto may agree. All outstanding shares of the Merging Corporation will be extinguished in the Merger.

4.2 Continuation of Shares. Each share of stock of the Surviving Corporation that is issued and outstanding as of the Effective Date shall continue to be an issued and outstanding share of the Surviving Corporation notwithstanding the merger.

#### SECTION 5. CORPORATION INCIDENTS

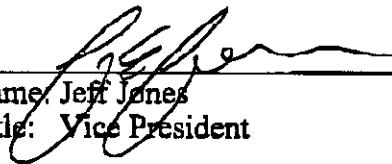
5.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following this merger.

5.2 By-laws. The By-laws of the Surviving Corporation, as in effect immediately prior to the Effective date, shall be the By-laws of the Surviving Corporation following this merger.


5.3 Board of Directors and Officers. The Board of Directors of the Surviving Corporation following this merger shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office until their successors have been elected and qualified. The officers of the Surviving Corporation following this merger shall be the persons who are the officers of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office at the pleasure of the Board of Directors of the Surviving Corporation.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the day and year first above written.

CINTAS CORPORATION NO. 3

By:   
Name: Jeff Jones  
Title: Vice President

VALLEY LINEN AND UNIFORM, INC.

By:   
Name: Steven Munson  
Title: President

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