

FILED/EFFECTIVE

00 SEP 18 PM 2:48

ARTICLES OF MERGER

SECRETARY OF STATE
STATE OF IDAHO

TO: The Secretary of State of the State of Idaho

COEUR D'ALENE BUILDERS SUPPLY, INC., an Idaho corporation ("Surviving Corporation"), pursuant to Section 30-1-1105 of the Idaho Business Corporation Act, hereby executes the following Articles of Merger for purpose of merging **SANDPOINT BUILDING SUPPLY, INC.**, an Idaho corporation ("Merging Corporation"), into Surviving Corporation:

1. The Plan of Merger is attached hereto as Exhibit "A".
2. The merger was approved by the shareholders of the Merging Corporation and Surviving Corporation pursuant to Section 30-1-1103, Idaho Code. The total number of shares entitled to vote, voted for, and voted against the Plan are as follows:

Name of Corporation	Authorized Class Of Shares	Number of Shares Outstanding and Entitled To Vote	Shares Voted For	Shares Voted Against
SANDPOINT BUILDING SUPPLY, INC.	50,000	20,000	20,000	-0-
COEUR D'ALENE BUILDERS SUPPLY, INC.	5,000	1,400	1,400	-0-

3. These Articles of Merger shall be effective as of the close of business on September 30, 2000.

DATED this 12th day of Sept., 2000.

COEUR D'ALENE BUILDERS SUPPLY, INC.

SANDPOINT BUILDING SUPPLY, INC.

By Fabian T. Andres
FABIAN T. ANDRES, President

By Fabian T. Andres
Fabian T. Andres, President

"Surviving Corporation"

IDAHO SECRETARY OF STATE
"Merging Corporation"
09/19/2000 09:00
CK: 219316 CT: 4260 BN: 349233
1 @ 30.00 = 30.00 MERGER # 2

C101532

PLAN OF MERGER

THIS PLAN OF MERGER, dated the 12th day of Sept., 2000, is by and between **COEUR D'ALENE BUILDERS SUPPLY, INC.**, an Idaho corporation (herein sometimes referred to as the "Surviving Corporation"), and **SANDPOINT BUILDING SUPPLY, INC.**, an Idaho corporation (herein sometimes referred to as the "Merging Corporation").

WHEREAS, COEUR D'ALENE BUILDERS SUPPLY, INC. is a corporation organized and existing under and by virtue of the laws of the state of Idaho, having an authorized capitalization of five thousand (5,000) shares of common stock with a par value of Ten Dollars (\$10.00), of which one thousand four hundred (1,400) shares are presently outstanding, and

WHEREAS, SANDPOINT BUILDING SUPPLY, INC. is a corporation organized and existing under and by virtue of the laws of the state of Idaho, having an authorized capitalization of fifty thousand (50,000) shares of common stock with a par value of One Dollar (\$1.00), of which twenty thousand (20,000) shares are presently outstanding, and

WHEREAS, the Board of Directors of COEUR D'ALENE BUILDERS SUPPLY, INC. and SANDPOINT BUILDING SUPPLY, INC., the parties hereto, deem it desirable and in the best interests of the corporations and their shareholders that SANDPOINT BUILDING SUPPLY, INC. be merged into COEUR D'ALENE BUILDERS SUPPLY, INC.

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants, and subject to the conditions herein set forth, the merging corporations agree as follows:

1. The merging corporations shall be merged into a single corporation by SANDPOINT BUILDING SUPPLY, INC. merging with and into COEUR D'ALENE BUILDERS SUPPLY, INC., which shall survive the merger pursuant to the provisions of Section 30-1-1105, *et seq.*, of the Idaho Business Corporation Act. Upon such merger, the separate corporate existence of SANDPOINT BUILDING SUPPLY, INC. shall cease, and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of SANDPOINT BUILDING SUPPLY, INC., and the Surviving Corporation shall become subject to all debts and liabilities of SANDPOINT BUILDING SUPPLY, INC. in the same manner as if the Surviving Corporation had itself incurred them.
2. The name of the Surviving Corporation shall be COEUR D'ALENE BUILDERS SUPPLY, INC.
3. The Articles of Incorporation of COEUR D'ALENE BUILDERS SUPPLY, INC., and any amendments thereto, shall remain the same and in no way be affected or changed because of the merger.
4. The Bylaws of COEUR D'ALENE BUILDERS SUPPLY, INC. shall remain the same and in no way be affected or changed because of the merger.

5. The names and addresses of the Directors of the Surviving Corporation, who shall hold office until the next annual meeting of shareholders are as follows:

<u>Name</u>	<u>Address</u>
Fabian T. Andres	655 W. Clayton Ave. Coeur d'Alene, ID 83815
Thomas J. Vincent	655 W. Clayton Ave. Coeur d'Alene, ID 83815

6. The outstanding shares of SANDPOINT BUILDING SUPPLY, INC. shall be canceled upon the merger and no shares of the Surviving Corporation shall be issued in exchange therefor. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the merger.

7. Neither SANDPOINT BUILDING SUPPLY, INC., nor COEUR D'ALENE BUILDERS SUPPLY, INC. shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan.

8. This Plan of Merger will be submitted to the shareholders of the merging corporations, if required, for approval in the manner provided by the applicable laws of the State of Idaho, by means of unanimous consent. After approval by the vote of the holders of at least a majority of the issued and outstanding shares of each corporation required to vote thereon, Articles of Merger shall be filed as required by the laws of the State of Idaho. The merger shall be effective as of the close of business on September 30, 2000.

9. The directors of either merging corporation may, at their discretion, abandon this merger, subject to the rights of third parties under contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

This Plan of Merger may be executed in any number of counterparts, with all such counterparts to constitute an original instrument.

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

COEUR D'ALENE BUILDERS SUPPLY,
INC.

SANDPOINT BUILDING SUPPLY, INC.

By Fabian T. Andres
FABIAN T. ANDRES, President

By Fabian T. Andres
Fabian T. Andres, President

"Surviving Corporation"

"Merging Corporation"