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STATE OF IDAHO

**ARTICLES OF MERGER
OF
FORETRAVEL NORTHWEST, INC., AN IDAHO CORPORATION,
INTO
FORETRAVEL NORTHWEST, INC., A WASHINGTON CORPORATION**

Pursuant to Section 23B.11.090 of the Revised Code of Washington and Section 30-1-1105 of the Idaho Code, the undersigned President of Foretravel Northwest, Inc., a Washington corporation, (the "Surviving Corporation"), and the undersigned President of Foretravel Northwest, Inc., an Idaho corporation (the "Merging Corporation"), hereby certify as follows:

1. The Plan of Merger governing the merger of Foretravel Northwest, Inc., an Idaho corporation into Foretravel Northwest, Inc., a Washington corporation, is attached hereto as Exhibit "A" and is incorporated herein by this reference.
2. As of the date of adoption of the Plan of Merger by its directors and shareholders, the Surviving Corporation has issued and outstanding one hundred (100) shares of common stock.
3. As of the date of adoption of the Plan of Merger by its directors and shareholders, the Merging Corporation had issued and outstanding one hundred (100) shares of common stock.
4. By a written consent dated December 29, 2000, the directors of the Surviving Corporation, and the holders of all of the issued and outstanding shares of common stock of the Surviving Corporation, duly approved and adopted the Plan of Merger pursuant to Section 23B.11.030 of the Revised Code of Washington.
5. By a written consent dated December 29, 2000, the directors of the Merging Corporation, and the holders of all of the issued and outstanding shares of common stock of the Merging Corporation, duly approved and adopted the Plan of Merger pursuant to Section 30-1-1103 of the Idaho Code.

IDAHO SECRETARY OF STATE

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger in an official and authorized capacity under penalty of perjury this 29th day of December, 2001.

**FORETRAVEL NORTHWEST, INC.,
an Idaho corporation**

**FORETRAVEL NORTHWEST, INC.,
a Washington corporation**

By: 
Bill Weaver

By: 
Bill Weaver

EXHIBIT A

**PLAN OF MERGER
OF
FORETRAVEL NORTHWEST, INC., AN IDAHO CORPORATION
INTO
FORETRAVEL NORTHWEST, INC., A WASHINGTON CORPORATION**

THIS PLAN OF MERGER is entered into on the 1st day of January, 2001, by and between Foretravel Northwest, Inc., an Idaho corporation (the "Merging Corporation"), and Foretravel Northwest, Inc., a Washington corporation (the "Surviving Corporation").

WHEREAS, the Merging Corporation is an Idaho corporation, incorporated on September 18, 1983. The authorized capital stock of the Merging Corporation consists of one thousand (1000) shares of common stock with no par value of which one hundred (100) shares are issued and outstanding;

WHEREAS, the Surviving Corporation is a Washington corporation, incorporated on December 29, 2000. The authorized capital stock of the Surviving Corporation consists of one thousand (1000) shares of common stock with no par value, of which one hundred (100) shares are issued and outstanding;

WHEREAS, the Board of Directors of the Merging Corporation and the Surviving Corporation, respectively, deem it desirable and in the best interests of the corporations and Shareholders that the Merging Corporation merge into the Surviving Corporation, and the corporations, respectively, desire that they so merge under and pursuant to Chapter 23B.11 of the Revised Code of Washington and Title 30, Section 30-1 of the Idaho Code;

NOW THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows.

1. **Merger.** Upon the occurrence of the condition precedent described in paragraph 2, and on the effective date of merger as set forth in paragraph 5, the Merging Corporation shall be deemed to have merged with and into the Surviving Corporation which shall survive the merger and which shall have the name of Foretravel Northwest, Inc., a Washington corporation.

2. **Condition Precedent.** A condition precedent to the merger contemplated hereby, is that this Plan of Merger shall be adopted and approved by at least two-thirds (2/3) of the Shareholders of each corporation pursuant to Section 23B.11.030 of the Revised Code of Washington and pursuant to Section 30-1-1103 of the Idaho Code.

3. **Terms and Conditions and Conversion of Shares.** On the effective date of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation, and the outstanding shares of the Merging Corporation shall be canceled, and each holder of shares of the Merging Corporation shall be entitled to receive, in exchange for each share of Merging Corporation stock held of record by such Shareholder as of the effective date of merger, One (1) share of the Surviving Corporation common stock.

At and after the effective date of the merger, each holder of certificates thereto representing shares of Merging Corporation stock, upon presentation and surrender of one or more of such certificates to the Surviving Corporation, shall be entitled to receive in exchange therefore such certificates representing Surviving Corporation common stock, as such holder is entitled pursuant to this paragraph. No other cash, securities or property shall be payable with respect to said shares. The outstanding common stock of the Surviving Corporation shall remain outstanding and shall be unaffected by the merger.

4. **Effect of Merger.** Upon the effective date of the merger in accordance with Section 23B.11.060 of the Revised Code of Washington and Section 30-1-1106 of the Idaho Code and the provisions hereof:

- (a) The parties to this Plan of Merger shall be a single corporation which shall be the Surviving Corporation;
- (b) The separate existence of the Merging Corporation shall cease;
- (c) The Articles of Incorporation and Bylaws of the Surviving Corporation shall remain unchanged;
- (d) The Surviving Corporation shall thereupon and thereafter possess all rights, privileges, immunities, and franchises, of a public or private nature, of the Merging Corporation; and all property, real personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to

the Merging Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of such corporations shall not revert or be in any way impaired by reason of such merger; and

- (e) The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the corporations so merged.

5. **Effective Date of Merger.** The effective date of the merger shall be the date on which the Articles of Merger are filed with the Secretary of State of Washington and the Secretary of State of Idaho.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed on the date first above written.

FORETRAVEL NORTHWEST, INC.,
an Idaho corporation

By: 
Bill Weaver

FORETRAVEL NORTHWEST, INC.,
a Washington corporation

By: 
Bill Weaver