

# State of Idaho

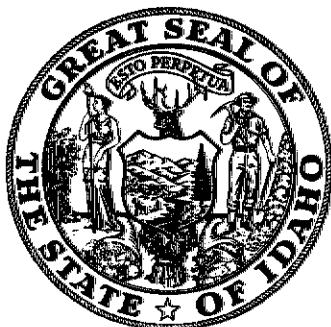
## Department of State

### 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 BON-AIRE INDUSTRIES, INC. a California corporation file number C 102567 into BON-AIRE INDUSTRIES, INC. an Idaho corporation file number C 111575, duly executed 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: August 2, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sherry Bellows*

AUG 2 3 14 PM '95

ARTICLES OF MERGER  
OF DOMESTIC AND FOREIGN CORPORATIONS  
INTO  
BON-AIRE INDUSTRIES, INC.

SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to Idaho Code § 30-1-77, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging themselves into one of such corporations:

FIRST: The names of the undersigned corporations and their states of incorporation are as follows:

<u>Name of Corporation</u>	<u>State</u>
1. Bon-Aire Industries, Inc.	Idaho
2. Bon-Aire Industries, Inc.	California

SECOND: The laws of the state under which the foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Bon-Aire Industries, Inc., and it is to be governed by the laws of the State of Idaho.

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Idaho Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State of California:

The Idaho corporation has an authorized capital of 100,000 shares of Common Stock, zero (-0-) par value per share. One Hundred (100) of such shares have been issued and are outstanding, and are entirely owned by the foreign corporation.

The foreign corporation has an authorized capital of 7,500 shares of Common Stock, zero (-0-) par value per share. Two Hundred Fifty Five (255) of such shares have been issued and are outstanding.

As of the effective time of the merger, each share of Common Stock of the Idaho corporation will be cancelled and returned to the status of authorized but unissued shares.

As of the effective time of the merger, each share of Common Stock of the California corporation which was theretofore outstanding will be converted into and become one share of Common Stock of the Idaho corporation.

IDAHO SECRETARY OF STATE

8/3/95 9:00:00 AM  
Customer # 7012  
IVC960006146 16384  
CORPORATION MERGER

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See Plan and Agreement of Merger attached hereto, a copy of which has been reviewed and unanimously approved by all shareholders of each of the undersigned corporations.


FIFTH: As to each of the undersigned corporations, the total number of outstanding shares voted for and against the Plan of Merger, and the total number entitled to vote for or against the Plan of Merger, are as follows:

<u>Name</u>	<u>Number of Shares Entitled to Vote</u>	<u>Designation of Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Bon-Aire Industries, an Idaho corporation	100	Common	100	0
Bon-Aire Industries, a California corporation	255	Common	255	0


SIXTH: The surviving corporation, Bon-Aire Industries, Inc., an Idaho corporation, hereby agrees that it may be served with process in the State of California and irrevocably appoints Gerald S. Block, 16501 Ventura Blvd., Suite 304, Encino, California 91436 as its agent to accept service of process, in any proceeding for the enforcement of any obligation of the merging corporation arising in the State of California prior to the effective time of the merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of the merging corporation.

DATED August 2, 1995

**Bon-Aire Industries, Inc.,**  
an Idaho corporation

  
\_\_\_\_\_  
Robert L. Bonzer, President

**Bon-Aire Industries, Inc.,**  
a California corporation

  
\_\_\_\_\_  
Robert L. Bonzer, President

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger ("Agreement"), dated as of July 31, 1995, is between Bon-Aire Industries, Inc., a California corporation (sometimes referred to herein as "Merging Corporation") and Bon-Aire Industries, Inc., an Idaho corporation (sometimes referred to herein as "Bon-Aire Idaho" or "Surviving Corporation"). Merging Corporation and Surviving Corporation are sometimes jointly referred to herein as the "Constituent Corporations."

### **Recitals:**

A. The Constituent Corporations desire to effect a merger on the terms set forth in this Agreement, pursuant to the provisions of the Idaho Business Corporation Act (the "Act").

B. The Constituent Corporations intend the merger to be a reorganization within the meaning of Internal Revenue Code §368(a)(1)(A).

### **Agreement:**

#### **1. Merger of Constituent Corporations**

1.1 **Merger.** At the Effective Time, as defined in Section 1.2, Merging Corporation shall be merged with and into Surviving Corporation, the separate existence of Merging Corporation shall cease, and Surviving Corporation shall survive as a corporation under the name "Bon-Aire Industries, Inc.," organized under and governed by the laws of the State of Idaho. From that time, the Surviving Corporation shall possess all the rights, privileges, immunities, and franchises of each of the Constituent Corporations, all property belonging to Merging Corporation shall be transferred to and vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be responsible for all liabilities of each of the Constituent Corporations.

1.2 **Effective Time.** The merger of Merging Corporation and Surviving Corporation shall become effective as of the time at which a certificate of merger is issued by the Secretary of State of Idaho (the "Effective Time"), upon the filing with the Secretary of State of California of this Agreement, an officers' certificate of each Constituent Corporation, and a certificate of satisfaction of the California Franchise Tax Board, all as required by Cal. Corp. Code § 1103.

**2. Articles of Incorporation, Bylaws, Directors, and Officers.** At the Effective Time:

**2.1 Articles of Incorporation.** The Articles of Incorporation of Bon-Aire Idaho, attached as **Exhibit A** to this Agreement, shall continue to be the Articles of Incorporation of Surviving Corporation until amended in accordance with the Act.

**2.2 Bylaws.** The bylaws of Bon-Aire Idaho, attached as **Exhibit B** to this Agreement, shall continue to be the bylaws of Surviving Corporation until amended in accordance with the Act.

**2.3 Directors and Officers.** The board of directors of Surviving Corporation shall consist of the person or persons who constitute the board of directors of Bon-Aire Idaho immediately prior to the Effective Date, and he, she or they shall hold office until his, her or their successor is elected and qualified. The officers of Surviving Corporation shall be those persons who are the officers of Bon-Aire Idaho immediately prior to the Effective Time, and they shall hold office in each case at the pleasure of the board of directors of the Surviving Corporation.

**3. Manner and Basis of Converting Shares**

**3.1 Conversion of Shares.** At the Effective Time:

**3.1.1** Each share of common stock of Merging Corporation that is issued and outstanding immediately prior to the Effective Time shall be converted automatically at the Effective Time into one (1) share of fully paid and nonassessable common stock of Surviving Corporation.

**3.1.2** Immediately prior to the Effective Time, Merging Corporation will be the sole shareholder of Surviving Corporation, owning 100 shares of common stock. The shares of common stock of Surviving Corporation owned by Merging Corporation immediately prior to the Effective Time shall be cancelled immediately after the Effective Time.

**3.2 Certificates for Shares.** As of the Effective Time, those certificates that represented shares of common stock of Merging Corporation shall automatically represent the shares of common stock of Surviving Corporation into which such shares are converted. Each holder of shares of common stock of Merging Corporation, upon surrender of the certificate therefor to Surviving Corporation, shall be entitled to receive a certificate evidencing the ownership of shares of Surviving Corporation into which such shares of common stock of Merging Corporation are so converted at the Effective Time.

**4. Representations and Warranties**

Bon-Aire Idaho and Merging Corporation each represents and warrants to the other that between the date hereof and the Effective Time neither will grant any stock options,

issue any stock or securities, declare or pay any dividends in stock or cash, or make any other distribution on or with respect to its outstanding stock.

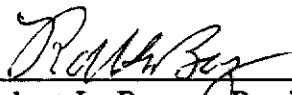
**5. Termination.**

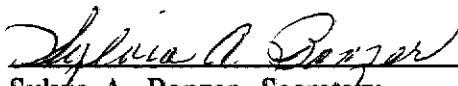
This Agreement shall automatically terminate in the event that prior to October 1, 1995 it is not brought to a vote and adopted by the holders of a majority of the outstanding shares of common stock of both Merging Corporation and Surviving Corporation entitled to vote thereon.

**6. Amendment.**


This Agreement may be amended at any time prior to the Effective Time, whether before or after the meetings of the shareholders of the respective Constituent Corporations, by the respective boards of directors of the Constituent Corporations, provided that the conversion ratio described in Section 3.1.1 of this Agreement may not be changed without the approval of the shareholders of the Constituent Corporations.


**Bon-Aire Industries, Inc.,**  
an Idaho corporation

By   
Robert L. Bonzer, President

By   
Sylvia A. Bonzer, Secretary

**Bon-Aire Industries, Inc.,**  
a California corporation

By   
Robert L. Bonzer, President

By   
Sylvia A. Bonzer, Secretary