

State of Idaho



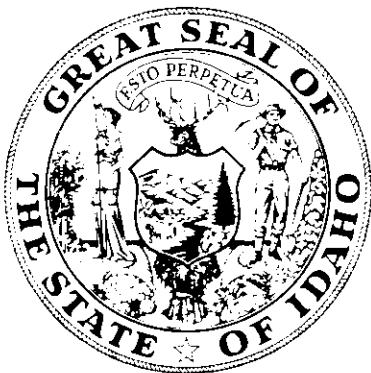
CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of PALOUSE
DISTRIBUTORS, INC., an Idaho corporation,

into TRI-STATE DISTRIBUTORS, INC., an Idaho corporation,
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 October 23, 19 36.



Pete T. Cenarrusa

SECRETARY OF STATE

James T. Clark
Corporation Clerk

OCT 23 1 13 PM '86

ARTICLES OF MERGER

SECRETARY OF STATE

Pursuant to the provisions of I. C. Section 30-1-74, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

First: The following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act:

EACH 10 SHARES OF PALOUSE DISTRIBUTORS, INC. WILL BE EXCHANGED FOR 4 SHARES OF TRI-STATE DISTRIBUTORS, INC. AND TRI-STATE DISTRIBUTORS, INC. WILL BE THE SURVIVING CORPORATION and four (4) shares of TRI-STATE DISTRIBUTORS, INC. WILL BE ISSUED TO L. GERARD CONNELLY in exchange for his shares of PALOUSE DISTRIBUTORS, INC. and four (4) shares of TRI-STATE DISTRIBUTORS, INC. WILL BE ISSUED TO MARY CONNELLY in exchange for her shares of PALOUSE DISTRIBUTORS, INC. and four (4) shares of TRI-STATE DISTRIBUTORS, INC. WILL BE ISSUED TO MICHELLE ARNOLD in exchange for her shares of PALOUSE DISTRIBUTORS, INC. and twelve (12) shares of TRI-STATE DISTRIBUTORS, INC. WILL BE ISSUED TO DORIS E. CONNELLY in exchange for her shares of PALOUSE DISTRIBUTORS, INC. AND THIS MERGER TO BE EFFECTIVE October 1, 1986.

Second: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

Name of Corporation	Number of Shares
PALOUSE DISTRIBUTORS, INC.	TRI-STATE DISTRIBUTORS, INC.
60	168

Third: As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan, respectively, are as follows:

Number of Shares

Name of Corporation	Total Voted For	Total Voted Against
PALOUSE DISTRIBUTORS, INC.	60	0
TRI-STATE DISTRIBUTORS, INC.	168	0

DATED this 18 day of October, 1986.

TRI-STATE DISTRIBUTORS, INC.

PALOUSE DISTRIBUTORS, INC.

By L. Gerard Connelly
L. GERARD CONNELLY, Pres.

By Doris E. Connelly
DORIS E. CONNELLY, Pres.

Attest:

Mary Connelly
MARY CONNELLY, Sec.

L. Gerard Connelly
L. GERARD CONNELLY, Sec.

CERTIFICATION

L. GERARD CONNELLY, being first duly sworn, does state that he is President of TRI-STATE DISTRIBUTORS, INC. and, acting as such officer, that he has read the above ARTICLES and certifies that the same are true and correct.

L. Gerard Connelly
L. GERARD CONNELLY, Pres.
TRI-STATE DISTRIBUTORS, INC.

Subscribed and sworn to before me on this 18 day of October, 1986.

Philip E. Peterson
Notary Public, State of Idaho

CERTIFICATION

DORIS E. CONNELLY, being first duly sworn, does state that she is President of PALOUSE DISTRIBUTORS, INC. and, acting as such officer, that she has read the above ARTICLES and certifies that the same are true and correct.

Doris E. Connelly
DORIS E. CONNELLY, Pres.
PALOUSE DISTRIBUTORS, INC.

Subscribed and sworn to before me on this 1st day of October, 1986.

Philip D. Peterson
Notary Public, State of Idaho

AGREEMENT OF MERGER AND CONSOLIDATION

Agreement made and entered into this 10th day of October, 1986, by and between TRI-STATE DISTRIBUTORS, INC., an Idaho corporation, incorporated on April 27, 1960, and the directors thereof, parties of the first part and PALOUSE DISTRIBUTORS, INC., an Idaho corporation, parties of the second part.

Whereas, the principal and registered office of TRI-STATE DISTRIBUTORS, INC., is in the State of Idaho and the City of Moscow, 83843, at 1104 Pullman Road and L. GERARD CONNELLY is the agent therein, in charge thereof, and the person upon whom process against said corporation may be served within said state, and

Whereas, the principal and registered office of PALOUSE DISTRIBUTORS, INC. at 1104 Pullman Road, Moscow, Idaho 83843, and L. GERARD CONNELLY is the agent therein, in charge thereof, and the person upon whom process against said corporation may be served within said state, and

Whereas, TRI-STATE DISTRIBUTORS, INC. under the certificate of incorporation of said company filed in the office of the secretary of the state of Idaho, has an authorized capital stock of (\$100,000) dollars, divided into (1,000) shares of the par value of (\$100) dollars each, all of which are common stock; and there have been duly issued and are now outstanding certificates for One Hundred Sixty-eight (168) shares of said common stock, and

Whereas, PALOUSE DISTRIBUTORS, INC. under the certificate of incorporation of said company filed and recorded in the office of the secretary of the state of Idaho has an authorized capital stock of (\$25,000) dollars divided into (250) shares of the par value of (\$100) dollars each, all of which are common stock; and there have been duly issued and are now outstanding certificates for Sixty (60) shares of said common stock, and

Whereas, the above-mentioned corporations are organized for the purpose of carrying on business of the same or of a similar nature, and

Whereas, the respective boards of directors of these corporations deem it advisable, to the end that greater efficiency and economy of management may be accomplished and otherwise and generally to the advantage and welfare of these corporations and their several and respective stockholders, to merge these corporations under and pursuant to the provisions of an act of the legislature of the state of Idaho entitled "The Idaho Business Corporation Act (Section 30-1-1 etc. seq. of the Idaho Code)" and all acts supplemental thereto or amendatory thereof.

WHEREAS, it is the intent of both corporations that this merger be effective as of the first day of October, 1986.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, it is hereby agreed by and between the parties hereto pursuant to the provisions of the referenced act of the legislature of the state of Idaho, that PALOUSE DISTRIBUTORS, INC. shall be and the same is hereby merged into and consolidated with said TRI-STATE DISTRIBUTORS, INC. and said PALOUSE DISTRIBUTORS, INC. does hereby merge into and consolidate itself with TRI-STATE DISTRIBUTORS, INC..

And the parties hereto agree to and prescribe the terms and conditions of this merger and the method of carrying the same into effect, which terms and conditions and method of carrying the same into effect the parties hereto do mutually and severally agree and covenant to perform, that is to say:

Article I. The name of the merged corporations is and shall be and remain TRI-STATE DISTRIBUTORS, INC..

Article II. The number, names and places of residence of the directors of the surviving corporation, who shall hold office until their successors be chosen or appointed according to the bylaws of TRI-STATE DISTRIBUTORS, INC., are as follows:

Name of Directors	Residence
L. GERARD CONNELLY	1104 Pullman Road Moscow, Idaho 83843
MARY CONNELLY	1104 Pullman Road Moscow, Idaho 83843
DORIS E. CONNELLY	209 N. Garfield Moscow, Idaho 83843

The officers of TRI-STATE DISTRIBUTORS, INC. shall be the present officers of TRI-STATE DISTRIBUTORS, INC.::

Office	Names	Residence
President	L. GERARD CONNELLY	Moscow, Idaho
Vice-President	DORIS E. CONNELLY	Moscow, Idaho
Secretary and Treasurer	MARY CONNELLY	Moscow, Idaho

Article III. The capital stock of TRI-STATE DISTRIBUTORS, INC. is and shall be (\$100,000) dollars, divided into (1,000) shares of the par value of (\$100) dollars each, and of which all are and shall be common stock. The rights, terms and conditions of the shares of said common stock issued and to be issued shall be the same as those of the shares of the common stock of the present corporation, now outstanding, as set forth in the certificate of incorporation filed in the office of the secretary of state of Idaho, on or about April 27, 1960.

Article IV. The manner of converting the capital stock of PALOUSE DISTRIBUTORS, INC. into the capital stock of TRI-STATE DISTRIBUTORS, INC. shall be as follows:

All the present holders of stock of TRI-STATE DISTRIBUTORS, INC. shall continue to hold the same certificates of stock which they now hold and such certificates shall continue to represent a like number of shares of common stock of TRI-STATE DISTRIBUTORS, INC..

Each and every of the outstanding shares of stock of the common stock of PALOUSE DISTRIBUTORS, INC. shall be forthwith exchangeable for, and convertible into, the stock of the TRI-STATE DISTRIBUTORS, INC. in the proportion and manner following, namely:

TRI-STATE value \$1,950.00 per share
PALOUSE DIS. valued \$780 per share
therefore 10 shares of Palouse Distributors, Inc. for 4
shares of Tri-State Distributors, Inc.

Each holder of Ten (10) shares of PALOUSE DISTRIBUTORS, INC., upon the surrender of the certificates therefor, duly endorsed in blank for transfer, at the office of TRI-STATE DISTRIBUTORS, INC. at Moscow, Idaho, shall receive Four shares of stock of TRI-STATE DISTRIBUTORS, INC. in the manner set out below:

Shareholder	Palouse Shares	Issued Shares of Tri-State
MARY CONNELLY	10 shares	4 shares
L. GERARD CONNELLY	10 shares	4 shares
MICHELLE ARNOLD	10 shares	4 shares
DORIS E. CONNELLY	30 shares	12 shares

Article V. The corporate name, franchise rights and organization of TRI-STATE DISTRIBUTORS, INC. shall remain intact, and it shall continue to possess all of its powers, privileges and rights granted by and shall be governed by and be subject to the certificate of incorporation issued to it by the state of Idaho.

The corporate name and organization of PALOUSE DISTRIBUTORS, INC., except insofar as the same shall continue by statute or may be required to carry out the purposes of this agreement, shall cease upon the filing in the office of the secretary of state of the state of Idaho of this agreement, when adopted by the stockholders as hereinafter provided.

Article VI. The bylaws of the TRI-STATE DISTRIBUTORS, INC. shall continue unchanged.

Article VII. Upon completion of the act of merger herein provided for all and singular the rights, privileges, powers and

franchises of each of said corporations and all property, real, personal and mixed and all debts due on whatever accounts, as well as for stock subscriptions as all other things in action or belonging to each of these corporations, shall be vested in TRI-STATE DISTRIBUTORS, INC.; and all property, rights, privileges, powers and franchises, and all and every other interest of the two corporations, parties hereto, shall hereafter be as effectually the property of the TRI-STATE DISTRIBUTORS, INC. as they were of the two corporations, parties hereto, and the title to any and all real and personal property, whether by deed or otherwise vested in either of these corporations, shall not revert or be in any way impaired by reason of the merger, provided that all rights of creditors and all liens upon the property of either of the corporations, parties hereto, shall be preserved unimpaired, and the respective corporations, parties hereto, may be deemed to continue in existence in order to preserve the same; and all debts, liabilities and duties of either of the corporations, parties hereto, shall forthwith attach to TRI-STATE DISTRIBUTORS, INC. and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it, it being expressly provided that the merger of the corporations, parties hereto, shall not in any manner impair the rights of any creditor or creditors of either of these corporations. If at any time TRI-STATE DISTRIBUTORS, INC. shall deem or be advised that any further assignments, assurances in the law, or things are necessary or desirable to vest in TRI-STATE DISTRIBUTORS, INC., the title to any property of PALOUSE DISTRIBUTORS, INC., its officers and directors shall and will execute all proper assignments and assurances in the law, and do all things necessary or proper to vest title to such property in the TRI-STATE DISTRIBUTORS, INC. and otherwise to carry out the purposes of this agreement.

It is expressly declared that TRI-STATE DISTRIBUTORS, INC. shall be and does hereby covenant that it shall be subject to the remedies and liabilities in such case prescribed in the act entitled "The Idaho Business Corporation Act (Section 30-1-1 etc. seq. of the Idaho Code)" and all acts supplemental thereto or amendatory thereof.

Article VIII. TRI-STATE DISTRIBUTORS, INC. shall pay all expenses of this merger.

Article IX. The principal and registered office of TRI-STATE DISTRIBUTORS, INC. shall be and remain at 1104 Pullman Road, Moscow, Idaho 83843 and L. GERARD CONNELLY remain the agent thereof, in charge thereof, upon whom process against the corporation may be served within Idaho.

Article X. This agreement shall be submitted to the stockholders of each of the corporations, parties hereto, as provided by law, and shall take effect and be deemed and taken to be the agreement and act of merger of the corporations upon the

adoption thereof by the votes of the holders of a majority of all the shares of the capital stock of each of these corporations and upon the doing of such other acts and things as shall be required by "The Idaho Business Corporation Act (Section 30-1-1 etc. seq. of the Idaho Code)" and all acts supplemental thereto or amendatory thereof.

ARTICLE XI. This agreement shall be effective as of the first day of October, 1986 and the corporations shall be merged effective on that date.

In witness whereof, the corporations, parties to this agreement, have caused their respective corporate seals to be hereunto affixed and this instrument to be signed by their respective presidents or vice-presidents and attested by their respective secretaries, all thereunto duly authorized, and the directors of each of the corporations have hereunto set their hands and seals as of the day and year first above mentioned.

PALOUSE DISTRIBUTORS, INC.

TRI-STATE DISTRIBUTORS, INC.

By *Doris E. Connelly*
DORIS E. CONNELLY, President

By *L. Gerard Connelly*
L. GERARD CONNELLY, President

Attest:

L. Gerard Connelly
L. GERARD CONNELLY, Sec

Attest:

Mary Connelly
MARY CONNELLY, Secretary

Directors

TRI-STATE DISTRIBUTORS, INC.

L. Gerard Connelly
L. GERARD CONNELLY

Mary Connelly
MARY CONNELLY

Doris E. Connelly
DORIS E. CONNELLY

PALOUSE DISTRIBUTORS, INC.

L. Gerard Connelly
L. GERARD CONNELLY

Mary Connelly
MARY CONNELLY

Doris E. Connelly
DORIS E. CONNELLY

Certificate of the Secretary of
TRI-STATE DISTRIBUTORS, INC.
Relative to Vote of Stockholders

I, MARY CONNELLY, secretary of TRI-STATE DISTRIBUTORS, INC., a corporation organized and doing business pursuant to an act of the legislature of the state of Idaho, entitled "The Idaho Business Corporation Act (Section 30-1-1 etc. seq. of the Idaho Code)" and all acts supplemental thereto or amendatory thereof., do hereby certify in accordance with provision of section 30-1-74 of the act:

1. That the foregoing agreement for merger of PALOUSE DISTRIBUTORS, INC. and TRI-STATE DISTRIBUTORS, INC. was made by the directors of these corporations at a duly convened meeting called for that purpose.

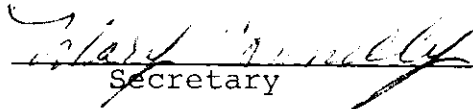
2. That the agreement was duly submitted to the stockholders of the corporations at a meeting thereof called for the purpose of taking the same into consideration, of which meeting twenty days' notice of time, place and object thereof was mailed to the last known post-office address of each of the stockholders.

3. That the agreement was considered by the stockholders at the meeting and a vote of the stockholders was taken by ballot for the adoption or rejection of said agreement, and that stockholders owning more than a majority of the shares of the capital stock of both corporations, namely all of the stockholders of both corporations voted in favor of the adoption of said agreement.

4. That the principal office of TRI-STATE DISTRIBUTORS, INC. is 1104 Pullman Road, Moscow, Idaho 83843 and L. GERARD CONNELLY is the agent thereof, and in charge thereof, and is the person upon whom process against said company may be served within said state.

In witness whereof, I have hereunto signed my name as secretary and affixed the seal of TRI-STATE DISTRIBUTORS, INC. this 12 day of October, 1986.

[Corporate Seal]


Secretary

Certificate of the Secretary of
PALOUSE DISTRIBUTORS, INC.
Relative to Vote of Stockholders

I, L. GERARD CONNELLY, secretary of PALOUSE DISTRIBUTORS, INC., a corporation organized and doing business pursuant to an act of the legislature of the state of Idaho, entitled "The Idaho Business Corporation Act (Section 30-1-1 etc. seq. of the Idaho Code)" and all acts supplemental thereto or amendatory thereof., do hereby certify in accordance with provision of section 30-1-74 of the act:

1. That the foregoing agreement for merger of PALOUSE DISTRIBUTORS, INC. and TRI-STATE DISTRIBUTORS, INC. was made by the directors of these corporations at a duly convened meeting called for that purpose.

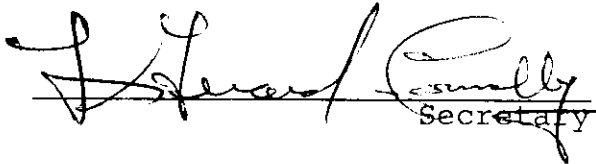
2. That the agreement was duly submitted to the stockholders of the corporations at a meeting thereof called for the purpose of taking the same into consideration, of which meeting twenty days' notice of time, place and object thereof was mailed to the last known post-office address of each of the stockholders.

3. That the agreement was considered by the stockholders at the meeting and a vote of the stockholders was taken by ballot for the adoption or rejection of said agreement, and that stockholders owning more than a majority of the shares of the capital stock of both corporations, namely all of the stockholders of both corporations voted in favor of the adoption of said agreement.

4. That the principal office of PALOUSE DISTRIBUTORS, INC. is 1104 Pullman Road, Moscow, Idaho 83843 and L. GERARD CONNELLY is the agent thereof, and in charge thereof, and is the person upon whom process against said company may be served within said state.

In witness whereof, I have hereunto signed my name as secretary and affixed the seal of PALOUSE DISTRIBUTORS, INC. this 21 day of October, 1986.

[Corporate Seal]


Secretary

CERTIFICATE

I do certify that all franchise and other taxes due to the State of Idaho have been paid by PALOUSE DISTRIBUTORS, INC. and by TRI-STATE DISTRIBUTORS, INC..
