

# State of Idaho

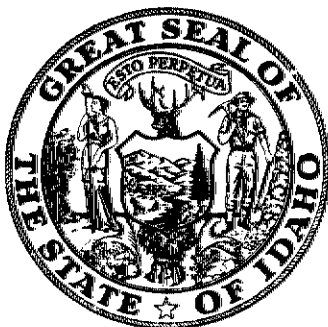
## Department of State

### 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 MINI MAID SYSTEMS, INC., an Oregon corporation, file number C 76571 into CENTURY PUBLISHING COMPANY, INCORPORATED, an Idaho corporation, file number C 118893, 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: May 16, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Tonya Herald*

## ARTICLES OF MERGER

CENTURY PUBLISHING COMPANY, INC., an Idaho corporation, submits these ARTICLES OF MERGER for filing pursuant to ORS 60.494 and I.C. Section 30-1-74, and states:

I. That the shareholders of MINI-MAID\SYSTEMS, INC., an Oregon Corporation and the shareholders of CENTURY PUBLISHING COMPANY, INC., have approved a plan of merger, merging MINI-MAID SYSTEMS, INC. into CENTURY PUBLISHING COMPANY, INC., and further providing that CENTURY PUBLISHING COMPANY, INC. shall be the surviving corporation of the merger.

II. The Plan of Merger is as set forth below:

In consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties agree in accordance with the Private Corporation laws of the State of Oregon and the General Business Corporation laws of the State of Idaho that Mini-Maid Systems shall be, at the Effective Date as defined in section 1.2 below, merged into a single corporation existing under the laws of the State of Idaho, to wit, Century Publishing Company, Inc., which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

### 1. Stockholders' Meetings: Filings: Effects of Merger

1.1 Mini-Maid Systems Stockholders' Meeting. Mini-Maid Systems shall call a meeting of its stockholders to be held in accordance with the its By-laws, adopted pursuant to the Private Corporation law of the State of Oregon at the earliest practicable date, upon due notice thereof to its stockholders, or in the absence thereof, with lawful consent to act in lieu of notice, to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Filing of Articles of Merger. Effective Date. If (a) this Agreement is adopted by the stockholders of Mini-Maid Systems in accordance with the Private Corporation laws of the State of Oregon, and; (b) this Agreement has been adopted by the stockholders of Century, in accordance with the Idaho General Business Corporations Act, and (c) this Agreement is not terminated or abandoned as permitted below, then Articles of Merger shall be filed and recorded in accordance with the Private Corporation laws of the State of Oregon and the Idaho General Business Corporations Act. Such filings shall be made on the same day. The Merger shall

97 MAY 16 AM  
SECRETARY OF STATE  
STATE OF IDAHO

DATE 05/16/1997  
0900 98856 2  
CLK #: 2303 CUST# 71833  
MEMBER 10 30.00= 30.00

#:

become effective at 12:01 A.M. on the calendar day following the day of such filing in Oregon, which date and time are herein referred to as the "Effective Date."

1.4. Certain Effects of Merger. On the Effective Date, the separate existence of Mini-Maid Systems, Inc. shall cease, and Mini-Maid Systems shall be merged into Century Publishing Company, Inc., which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Mini-Maid Systems, Inc.; and all the rights, privileges, powers, and franchises of Mini-Maid Systems, Inc., and all property, real, personal, and mixed, and all debts due to Mini-Maid Systems on whatever account, as well for stock subscriptions and all other things and/or causes in or of action or belonging to Mini-Maid Systems, Inc., shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as if they were of Mini-Maid Systems, and the title to any real estate vested by deed of otherwise, under the laws of Oregon or Idaho or any other jurisdiction, in Mini-Maid Systems, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Mini-Maid Systems shall be preserved unimpaired, and all debts, liabilities, and duties of Mini-Maid Systems shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Mini-Maid Systems or the corresponding officers of the Surviving Corporation, may, in the name of Mini-Maid Systems, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Mini-Maid Systems's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be CENTURY PUBLISHING COMPANY, INC.

2.2 Certificate of Incorporation. The Certificate of Incorporation of Century Publishing Company, Inc., as in effect on the date hereof shall from and after the Effective Date shall be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law; except that any Article setting forth the Corporate Name shall be amended consistently with Section 2.1 hereof.

2.3 Bylaws. The Bylaws of Century Publishing Company, Inc., as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

### 3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of Mini-Maid Systems and the nature and amount of securities of Century which the holders of shares of Mini-Maid Systems Common Stock are to receive in exchange for such shares are as follows:

3.1 Mini-Maid Systems Common Stock. Each one share of Mini-Maid Systems Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Century Publishing Company Common Stock, and outstanding certificates representing shares of Mini-Maid Systems Common Stock shall thereafter represent shares of Century Publishing Company Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 Century Publishing Company Common Stock Held by Mini-Maid Systems. If any there be, all issued and outstanding shares of Century Publishing Company Common Stock held by Mini-Maid Systems immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

### 4. Miscellaneous

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of Mini-Maid Systems, if the Board of Directors of Mini-Maid Systems or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument. In compliance with the Idaho General Business Corporations Act, this Agreement shall be executed in not less than two (2) duplicated originals, both copies of which shall be submitted for filing with the Idaho Secretary of State.

III. The shareholders of both corporations have unanimously approved the Plan of Merger.

A. The number of outstanding shares of Mini-Maid Systems, Inc., and the number of votes entitled to be cast regarding the plan of merger was 330. The number of votes cast in favor of the plan of merger was 330. The number of votes cast in opposition to the plan of merger was zero.

B. The number of outstanding shares of Century Publishing Company, Inc. and the number of votes entitled to be cast regarding the plan of merger was 3 and the number of votes cast in favor of the plan of merger was 3. The number of votes cast in opposition to the plan of merger was zero.

IV. Effective date. The merger is effective upon the filing of these Articles of Merger.

DATED this 5<sup>th</sup> day of May, 1997.

CENTURY PUBLISHING COMPANY, INC.

By



B. Randy Rolphe.

President