

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

QUINN-ROBBINS COMPANY, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Eleventh** day of **January**, **1965**, original articles of amendment, as provided by Sections **30-146, 30-147, 30-151 and 30-152**, Idaho Code, merging **QUINN BROTHERS & ROBBINS, INC.** into this corporation, the surviving corporation,

and that the said articles of amendment contain the statement of facts required by law, and ^{will be} ~~are~~ recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **11th** day of **January**, A. D., 19 **65**.

Secretary of State

JOINT PLAN AND AGREEMENT OF MERGER

THIS JOINT PLAN AND AGREEMENT OF MERGER Made and entered into this 30th day of December, 1964, by and between QUINN BROTHERS & ROBBINS, INC., and QUINN-ROBBINS COMPANY, INC., both of which corporations have their principal place of business in Boise, Ada County, Idaho, and are organized and existing under and by virtue of the laws of the State of Idaho.

WITNESSETH:

WHEREAS, Quinn-Robbins Company, Inc. was duly incorporated under the laws of the State of Idaho and a certificate of incorporation therefor was issued on August 24, 1928. Said corporation has an authorized capital stock of \$50,000.00 of the par value of \$100.00 per share, of which 600 shares have been validly issued and are now outstanding, and

WHEREAS, Quinn Brothers & Robbins, Inc. was duly incorporated under the laws of the State of Idaho and a certificate of incorporation therefor was issued on January 3, 1956. Said corporation has an authorized capital stock of \$250,000.00 of a par value of \$100.00 per share, of which 1000 shares have been validly issued and are now outstanding, and

WHEREAS, the board of directors of each of said corporations agree that greater efficiency and economy in the management, conduct and operation of the businesses carried on by each of said corporations may be accomplished by a merger of said corporations and that said merger is in the best interests of both of said corporations and their respective shareholders,

NOW, THEREFORE, Quinn Brothers & Robbins, Inc. and Quinn-Robbins Company, Inc., by and between their respective board of directors agree that said corporations shall merge and that said merger shall be accomplished pursuant to the general corporation laws of the State of Idaho and under the following terms and conditions:

FIRST

Effective as of the date of the commencement of business on the 8th day of January, 1965, Quinn Brothers & Robbins, Inc. shall merge into and become a part of Quinn-Robbins Company, Inc., with the effect and result that the existence of Quinn Brothers & Robbins, Inc. shall thereby cease and Quinn-Robbins Company, Inc. shall continue in existence as the surviving corporation.

SECOND

Following the merger herein contemplated Quinn-Robbins Company, Inc., shall have and exercise all of the powers and authority granted to it under its Articles of Incorporation and its By-Laws now in effect and from time to time adopted and in force and effect. Said Articles of Incorporation and said By-Laws of Quinn-Robbins Company, Inc. shall not be deemed altered or amended by this agreement.

THIRD

It is agreed that the shareholders and their respective holdings in Quinn Brothers & Robbins, Inc. are:

| <u>Name</u> | <u>No. of shares</u> |
|---|----------------------|
| Idaho First National Bank, Guardian of the person and estate of Louise P. Robbins | 454 |

| | | |
|-------------------|--|-----|
| Bernadine Quinn | | 179 |
| Everett C. McNeil | | 92 |
| Thomas D. Quinn | | 96 |
| James A. Quinn |) an undivided one- third interest each | 179 |
| Maurice H. Quinn | | |
| Eileen Quinn | | |

and the shareholders and their respective holdings in Quinn-Robbins Company, Inc. are:

| <u>Name</u> | <u>No. of shares</u> |
|--|----------------------|
| Idaho First National Bank, Guardian of the person and estate of Louise P. Robbins | 227 |
| James A. Quinn) Maurice H. Quinn) an undivided one- Eileen Quinn) third interest each | 89 1/2 |
| Bernadine Quinn | 89 1/2 |
| Everett C. McNeil | 44 |
| Thomas D. Quinn | 48 |
| James A. Quinn | 1 |
| Maurice H. Quinn | 1 |

The shareholders of both corporations and their proportionate interests in each of said corporations are identical. The holders of the outstanding certificates representing the common stock of Quinn Brothers & Robbins, Inc. shall surrender said certificates at the office of Quinn-Robbins Company, Inc. and said shareholders' interests in said Quinn Brothers & Robbins, Inc. shall thereafter be represented in said surviving corporation, Quinn-Robbins Company, Inc., by their respective shares now outstanding in said surviving corporation.

FOURTH

The board of directors of said surviving corporation, Quinn-Robbins Company, Inc. for the year 1965 shall be: Thomas D. Quinn; Everett C. McNeil; James Quinn; Maurice Quinn and C. E. Ivey. Said persons shall continue to hold office during 1965 until their successors are elected and duly qualified.

FIFTH

As of the effective date of this merger all of the property, real, personal or mixed and all of the assets of Quinn Brothers & Robbins, Inc. of every kind or nature wherever located shall be deemed automatically transferred to and vested in Quinn-Robbins Company, Inc., as the surviving corporation in said merger without any further special act or deed or instruments of transfer or conveyance for the accomplishment thereof.

Quinn-Robbins Company, Inc. shall assume and become liable for the payment of all of the existing indebtedness and the obligations of Quinn Brothers & Robbins, Inc., including the obligation to perform and carry out all existing leases, contracts or any other agreement or obligations entered into by Quinn Brothers & Robbins, Inc. without any special act or special assumption of liability for these obligations.

SIXTH

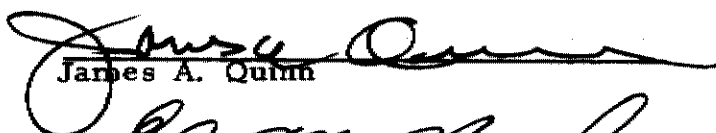
The Joint Plan and Agreement of Merger shall be submitted to the shareholders of Quinn Brothers & Robbins, Inc. and Quinn-Robbins Company, Inc. without a formal meeting, in accordance with the provisions of Idaho Code, Section 30133 (b).

In the event said Joint Plan and Agreement of Merger is adopted by said shareholders in the manner provided by law, then and in that event

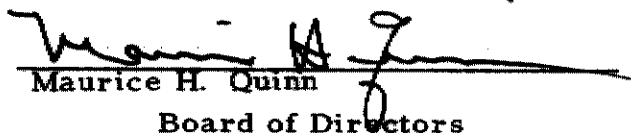
such action shall be certified on this Joint Plan and Agreement of Merger by the President and Secretary of each of said corporations parties hereto, and said agreement so adopted and certified shall be delivered to the Secretary of State, State of Idaho, who shall file and record the same in his office as required by law.

IN WITNESS WHEREOF the parties have hereunto set their hands and seals the day and year in this certificate first above written.

QUINN BROTHERS & ROBBINS, INC.



James A. Quinn

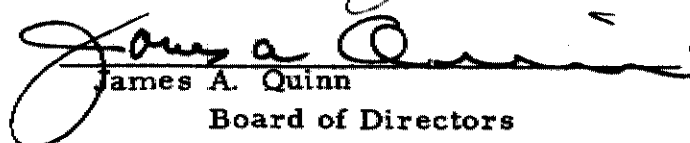

E. C. McNeil


Maurice H. Quinn
Board of Directors

QUINN-ROBBINS COMPANY, INC.


E. C. McNeil


Thomas D. Quinn


James A. Quinn
Board of Directors

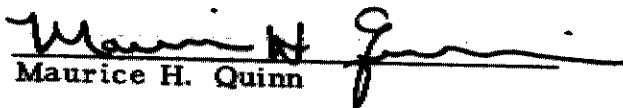
CERTIFICATE

STATE OF IDAHO)
C) ss.
County of Ada)

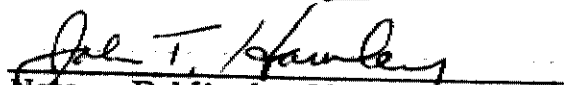
MAURICE H. QUINN, the duly elected, qualified and acting Secretary of Quinn-Robbins Company, Inc., does hereby certify:

That on the 4th day of January, 1965, all of the shareholders of Quinn-Robbins Company, Inc., representing all of the outstanding stock of said company, namely: Idaho First National Bank, Guardian of the person and estate of Louise P. Robbins; Bernadine Quinn; Everett C. McNeil; Thomas D. Quinn; James A. Quinn; Maurice H. Quinn; and Eileen Quinn, executed a Shareholders' Authorization in Lieu of Formal Meeting, which authorization was entered into by said shareholders pursuant to the power and authority granted by Idaho Code, Section 30-133 (6), which action on the part of said shareholders authorized the following:

A. The unanimous adoption of the foregoing Joint Plan and Agreement of Merger as originally executed by the entire board of directors of Quinn-Robbins Company, Inc., which plan and agreement of merger was ratified, approved and adopted by said shareholders; and the President and Secretary of Quinn-Robbins Company, Inc., were authorized to execute said plan and agreement for merger in the name and on behalf of Quinn-Robbins Company, Inc.


Maurice H. Quinn

SUBSCRIBED AND SWORN to before me this 2 day of January, 1965.


Notary Public for Idaho
Residence: Boise, Idaho

