

THE STATE OF NEVADA

DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of

AGREEMENT OF MERGER

MERGING

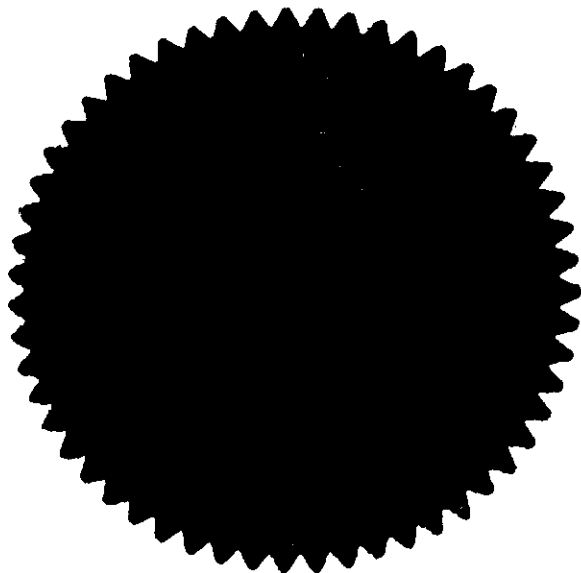
WESTERN CEDAR POLE PRESERVERS
(a Washington corporation)

INTO

B. J. CARNEY & COMPANY
(a Nevada corporation)

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 2ND day of NOVEMBER A. D. 19 64



John Koontz
Secretary of State

By _____ Deputy

AGREEMENT FOR MERGER AND ARTICLES OF MERGER
OF B. J. CARNEY & COMPANY AND
WESTERN CEDAR POLE PRESERVERS

This instrument constitutes an agreement for merger under Chapter 23.01 of Revised Code of Washington, and Chapter 78 of Nevada Revised Statutes, and will effect the merger of Western Cedar Pole Preservers into B. J. Carney & Company, with the name of the surviving company being B. J. Carney & Company.

In consideration of the mutual covenants, provisions, agreements and grants herein contained, B. J. Carney & Company, a Nevada corporation, and Western Cedar Pole Preservers, a Washington corporation, do hereby recite, agree and certify as follows:

I.

B. J. Carney & Company is incorporated under the laws of the State of Nevada, with its principal office at Reno, Nevada. It has an authorized capital of \$600,000, consisting of 6,000 shares of common stock of the par value of \$100.00 per share. There are presently issued and outstanding 4,961 shares.

B. J. Carney & Company is qualified to do business in the State of Washington as a foreign corporation.

II.

Western Cedar Pole Preservers is incorporated under the laws of the State of Washington, with its principal office at Spokane, Washington. It has an authorized capital of \$50,000, consisting of 1,000 shares of common stock of the par value of \$50.00 per share. There are presently issued and outstanding 982 shares.

III.

The Boards of Directors of B. J. Carney & Company and Western Cedar Pole Preservers, respectively, do deem it advisable and generally to the advantage and welfare of said corporations

and their respective stockholders that said corporations be merged. By resolutions adopted by each such board, said Boards of Directors have approved the plan of merger herein set forth. Said plan is as follows:

(a) Western Cedar Pole Preservers shall be merged into B. J. Carney & Company, and said B. J. Carney & Company shall be the surviving corporation, and shall be governed by the laws of the State of Nevada.

(b) The surviving corporation shall have an authorized capital of \$600,000, consisting of 36,000 shares of common stock of the par value of \$16.66-2/3 per share.

(c) The holders of record of stock of B. J. Carney & Company shall be entitled to 6 shares of \$16.66-2/3 par value stock for each presently held \$100.00 par value B. J. Carney & Company share upon surrender of each \$100.00 par value share.

(d) The holders of record of stock of Western Cedar Pole Preservers shall be entitled to receive in exchange for and upon surrender of their certificates, certificates for 5 shares of \$16.66-2/3 par value stock of the surviving corporation for each share of such common stock so surrendered.

(e) The Articles of Incorporation of B. J. Carney & Company shall be changed by the merger in the following respects:

(i) Article IV as amended of the Articles of Incorporation of B. J. Carney & Company is hereby amended by striking out said Article IV as amended as the same appears in the Amendment to Articles of Incorporation of B. J. Carney & Company, and by substituting in lieu thereof the following article:

"ARTICLE IV.

"The amount of capital stock authorized is \$600,000, divided into 36,000 shares of \$16.66-2/3 each."

(f) The names and addresses of the persons who shall be the directors and manage the affairs of the surviving corporation from the effective date of the merger until the next annual meeting of the shareholders shall be:

| <u>Name</u> | <u>Address</u> |
|------------------|---------------------|
| Maud O. Flannery | Spokane, Washington |
| Aileen F. Nevin | Spokane, Washington |
| F. E. Flannery | Spokane, Washington |
| Marion E. Wilson | Spokane, Washington |
| L. C. Fendler | Spokane, Washington |
| Wm. A. Davenport | Spokane, Washington |

IV.

This agreement when signed by a majority of the directors of B. J. Carney & Company and Western Cedar Pole Preservers, respectively, shall be submitted for approval to the shareholders of the respective corporations at special meetings duly called and held for such purpose in accordance with the laws of the state under which each of said corporations is incorporated. Upon approval thereof by the affirmative vote of the holders of at least two-thirds of the voting power of all shareholders of Western Cedar Pole Preservers, and the approval thereof by the affirmative vote of a majority of the issued and outstanding shares of B. J. Carney & Company, the secretaries of the respective corporations shall certify the fact of such approval upon this instrument and the presidents and the secretaries of the respective corporations shall thereupon sign and acknowledge this instrument.

V.

Upon the completion of the foregoing acts and the filing of this instrument in the manner provided by the laws of the States of Nevada and Washington, respectively, the said

B. J. Carney & Company and Western Cedar Pole Preservers shall be merged. The Articles of Incorporation of B. J. Carney & Company shall be amended as above set forth and B. J. Carney & Company, a Nevada corporation, shall survive the merger.

IN WITNESS WHEREOF, a majority of the directors of B. J. Carney & Company, and a majority of the directors of Western Cedar Pole Preservers, have hereunto signed their names this 22 day of September, 1964.

St. Turner

Harold S. Nelson

W. H. Nelson

Directors of B. J. Carney &
Company, a Nevada corporation.

St. Turner

Harold S. Nelson

W. H. Nelson

Directors of Western Cedar Pole
Preservers, a Washington corporation.

STATE OF WASHINGTON }
County of Spokane } ss.

I, AILEEN F. NEVIN, Secretary of B. J. Carney & Company, a Nevada corporation, do hereby certify that the plan of merger contained in the foregoing agreement for merger and articles of merger, was duly approved by resolution adopted by the Board of Directors of B. J. Carney & Company at a special meeting of said Board of Directors duly called and held on the 22nd day of September, 1964; that a special meeting of the shareholders of B. J. Carney & Company was duly called and held at Room 326 Peyton Building, Spokane, Washington, on the _____ day of October, 1964, for the purpose of approving said agreement for merger; that there were 4,961 shares of stock issued and outstanding; that _____ shares voted for said plan by ballot, and _____ shares voted by ballot against said plan; that the plan of merger was approved by receiving the affirmative vote of more than a majority of the issued and outstanding shares of B. J. Carney & Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of B. J. Carney & Company this _____ day of _____, 1964.

SEAL

Subscribed and sworn to before me this _____ day of _____, 1964.

SEAL

NOTARY PUBLIC in and for the State
of Washington, residing at Spokane

STATE OF WASHINGTON)
County of Spokane } ss.

I, AILEEN F. NEVIN, Secretary of Western Cedar Pole Preservers, a Washington corporation, do hereby certify that the plan of merger contained in the foregoing agreement for merger and articles of merger was duly approved by resolution adopted by the Board of Directors of Western Cedar Pole Preservers at a special meeting of said Board of Directors duly called and held on the 22nd day of September, 1964; that a special meeting of the shareholders of Western Cedar Pole Preservers was duly called and held at Room 326 Peyton Building, Spokane, Washington, on the 10 day of October, 1964, for the purpose of approving said agreement for merger, that there were 982 shares of stock of said corporation issued and outstanding; that shares voted in favor of the adoption of said plan and agreement of merger and voted against the adoption thereof; that more than two-thirds of the voting power of all shareholders did vote in favor of the adoption of said plan and agreement for merger between B. J. Carney & Company and Western Cedar Pole Preservers.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of Western Cedar Pole Preservers this 10 day of October, 1964.

SEAL

Aileen F. Nevin

Subscribed and sworn to before me this 10 day of October, 1964.

SEAL

Notary Public
-NOTARY PUBLIC in and for the State
of Washington, residing at Spokane

IN WITNESS WHEREOF, the above agreement for merger and articles of merger have been executed by the Presidents and Secretaries, respectively, of B. J. Carney & Company and Western Cedar Pole Preservers, this _____ day of _____, 1964.

B. J. CARNEY & COMPANY

By _____
President

Attest _____
Secretary

WESTERN CEDAR POLE PRESERVERS

By _____
President

Attest _____
Secretary

STATE OF WASHINGTON }
County of Spokane } ss.

On this _____ day of _____, 1964, before me personally appeared MARION E. WILSON and AILEEN F. NEVIN, known to me to be the President and Secretary, respectively, of B. J. CARNEY & COMPANY, the corporation that executed the within and foregoing instrument and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and each on oath stated that he is authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.


SEAL

NOTARY PUBLIC in and for the State
of Washington, residing at Spokane

STATE OF WASHINGTON }
County of Spokane } ss.

On this _____ day of _____, 1964, before me personally appeared MARION E. WILSON and AILEEN F. NEVIN, known to me to be the President and Secretary, respectively, of WESTERN CEDAR POLE PRESERVERS, the corporation that executed the within and foregoing instrument and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and each on oath stated that he is authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



NOTARY PUBLIC in and for the State
of Washington, residing at Spokane

SEAL