

State of Idaho

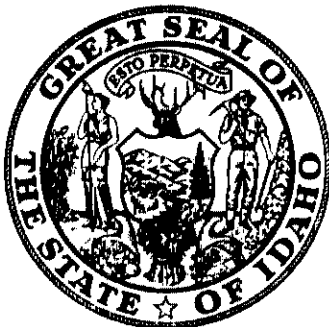
Department of State

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 HEALY CONSTRUCTION COMPANY, INC., a California corporation, into NORTHWOOD BUILDERS, 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: May 19, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

**ARTICLES OF MERGER
(Original in Duplicate)**

Pursuant to Idaho Code 30-1-77, NORTHWOOD BUILDERS, INC., a corporation organized and existing under the laws of the State of Idaho, having its principal office at 6680 Government Way, Suite 51, Coeur d'Alene, County of Kootenai, State of Idaho, hereinafter referred to as NORTHWOOD, and HEALY CONSTRUCTION COMPANY, INC., a corporation organized and existing under the laws of the State of California, having its principal office and place of business at 10 Liberty Ship Way, Sausalito, State of California, hereinafter referred to as HEALY, the undersigned, on May 9, 1994, adopt these Articles of Merger.

**SECTION ONE
PLAN OF MERGER**

The Boards of Directors have for the mutual benefit of their respective corporations, adopted the following terms and conditions of the merger and the following methods and procedures for the conversion of stock and merge of corporation.

**SECTION TWO
CORPORATE STOCK**

The total number of shares of stock which NORTHWOOD is authorized to issue is 100,000 shares of common stock with no par value. The total number of shares of common stock which HEALY is authorized to issue is 1,000,000 shares. Each corporation has only one class of stock of which have been issued as follows: 10,000 shares of HEALY to its stockholder leaving 990,000 unissued shares and 1,000 shares of NORTHWOOD to its stockholders leaving 99,000 unissued shares for each corporation. The Board of Directors of each corporation have adopted resolutions agreeing to this plan of merger, pursuant to resolutions, as required by Idaho Code 30-1-74. The shareholders of HEALY have voted 10,000 shares for these Articles of Merger and 0 shares opposed. The shareholders of NORTHWOOD have voted 1,000 shares for these Articles of Merger and 0 shares opposed. An accurate photostatic copy of the Certificates of Shares Voted for each corporation is attached.

A. NORTHWOOD TO BE SURVIVING CORPORATION:

HEALY shall be merged into NORTHWOOD and the corporate existence of HEALY shall cease and the corporate existence of NORTHWOOD shall continue under the name NORTHWOOD and NORTHWOOD shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and NORTHWOOD shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if NORTHWOOD had itself incurred them.

The shareholder of HEALY has received a copy of the fully executed Plan of Merger prior to the date of filing of these Articles, pursuant to Idaho Code 30-1-75.

B. PRINCIPAL OFFICE:

The principal office of NORTHWOOD shall remain the principal office of the corporation following this merger.

C. OBJECTS AND PURPOSES:

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the corporation following the merger shall be any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

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D. ARTICLES OF INCORPORATION:

The Articles of Incorporation of NORTHWOOD, as on file with the Idaho Secretary of State, shall be the Articles of the post-merge corporation. No amendment to the Articles shall be effected by this merger.

E. BYLAWS:

The present Bylaws of NORTHWOOD, insofar as not inconsistent with this Agreement of Merger, shall be the Bylaws of the corporation following the merger until altered, amended, or repealed as therein provided.

F. NAMES AND ADDRESSES OF DIRECTORS:

The names and addresses of the persons who shall constitute the Board of Directors of NORTHWOOD, following the merger, and who shall hold office until the first annual meeting of the shareholders of NORTHWOOD, following merger, are as follows:

Denis T. Healy	1626 Northwood Drive Hayden Lake, ID 83835
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Christina H. Pellish	1626 Northwood Drive Hayden Lake, ID 83835
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G. METHOD OF CONVERTING SHARES:

Immediately upon this Agreement of Merger coming effective, the shares of the extinguishing corporation shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock of NORTHWOOD as 1,000 shares issued to Denis T. Healy. These issued shares shall evidence the total ownership in the surviving corporation.

H. DIVIDENDS PRIOR TO MERGER:

Until this Agreement of Merger becomes effective or is abandoned the corporations may not pay dividends on their stock.

I. EXTRAORDINARY TRANSACTIONS:

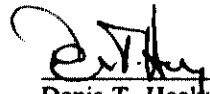
Neither corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by the agreement.

J. LAWS OF FOREIGN CORPORATION:

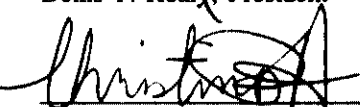
The laws of the State of the Foreign Corporation, HEALY permit the merger of foreign and domestic corporations and the merger herein authorized complies with the laws of the State of California.

IN WITNESS WHEREOF, the Board of Directors of both NORTHWOOD and HEALY have unanimously approved these Articles.

HEALY CONSTRUCTION COMPANY, INC.

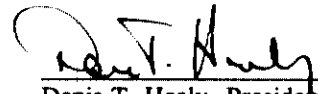


Denis T. Healy, President

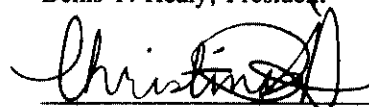


Christina H. Pellish, Secretary

NORTHWOOD BUILDERS, INC.



Denis T. Healy, President



Christina H. Pellish, Secretary/Treasurer

(S E A L)

(S E A L)

STATE OF IDAHO)
) ss.
County of Kootenai)

DENIS T. HEALY, being first duly sworn on oath deposes and says:

That the undersigned is the President of NORTHWOOD BUILDERS, INC. The undersigned has read the foregoing ARTICLES OF MERGER, knows the contents thereof, and believes the same to be true and correct.

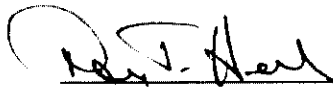


Denis T. Healy, President

STATE OF IDAHO)
) ss.
County of Kootenai)

DENIS T. HEALY, being first duly sworn on oath deposes and says:

That the undersigned is the President of HEALY CONSTRUCTION COMPANY, INC. The undersigned has read the foregoing ARTICLES OF MERGER, knows the contents thereof, and believes the same to be true and correct.

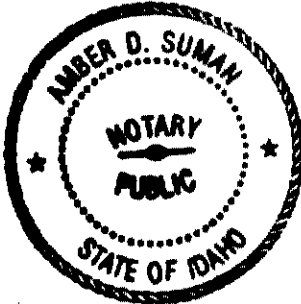


Denis T. Healy, President

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 9 day of May, 1994, before me, the undersigned, a Notary in and for the State of Idaho, personally appeared DENIS T. HEALY, known or identified to me to be the President of NORTHWOOD BUILDERS, INC., and HEALY CONSTRUCTION COMPANY, INC., the corporations that executed the instrument or the person who executed the instrument on behalf of said corporations, and acknowledged to me that such corporations executed the same.

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



Amber D. Suman
Notary Public in and for the State of Idaho
Residing at Coeur d'Alene
Commission Expires: 5/21/98

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 5 day of May, 1994, before me, the undersigned, a Notary in and for the State of Idaho, personally appeared CHRISTINA H. PELLISH, known or identified to me to be the Secretary/Treasurer of NORTHWOOD BUILDERS, INC., and HEALY CONSTRUCTION COMPANY, INC., the corporations that executed the instrument or the person who executed the instrument on behalf of said corporations, and acknowledged to me that such corporations executed the same.

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

Amber D. Suman
Notary Public in and for the State of Idaho
Residing at Coeur d'Alene
Commission Expires: 5/21/98

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HEALY CONSTRUCTION COMPANY, INC.
CERTIFICATE OF SHARES VOTED

I, Denis T. Healy, being President of HEALY CONSTRUCTION COMPANY, INC., a California corporation, hereby certify as follows:

The total number of outstanding shares of HEALY CONSTRUCTION COMPANY, INC., is 10,000 shares of common stock.

HEALY CONSTRUCTION COMPANY, INC., is authorized to issue only one class of stock, common stock.

All of the common stock shareholders entitled to vote on the merger of NORTHWOOD BUILDERS, INC., an Idaho corporation, and HEALY CONSTRUCTION COMPANY, INC. did vote.

The principal terms of the Agreement of Merger of the above referenced corporations, a copy of which is attached hereto and by reference made a part hereof, was presented, reviewed and approved by the shareholder of HEALY CONSTRUCTION COMPANY, INC., by an affirmative vote of 100% of the total shares of outstanding common stock of the corporation which vote exceeded the vote required to approve the merger.

The shares entitled to vote were 10,000 shares of common stock and 100% of the total shares voted was required to approve the Merger Agreement.

Dated: 5/9/94

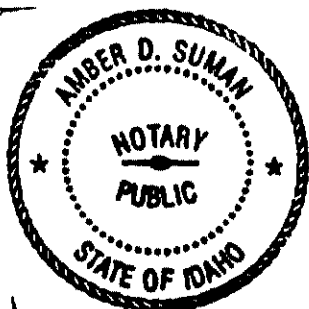
Signed:

[Signature]
Denis T. Healy, President

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 9 day of May, 1994, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared DENIS T. HEALY, known or identified to me to be the President of HEALY CONSTRUCTION COMPANY, INC., the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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



[Signature]
Notary Public in and for the State of Idaho
Residing at Coeur d'Alene
Commission Expires: 5/21/98

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**NORTHWOOD BUILDERS, INC.
CERTIFICATE OF SHARES VOTED**

I, Denis T. Healy, being President of NORTHWOOD BUILDERS, INC., a corporation organized and existing pursuant to the laws of the State of Idaho hereby certify as follows:

The total number of outstanding shares of NORTHWOOD BUILDERS, INC., is 1,000 shares of common stock.

NORTHWOOD BUILDERS, INC., is authorized to issue only one class of stock, common stock.

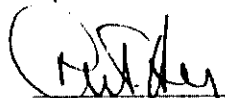
All of the common stock shareholders entitled to vote on the merger of NORTHWOOD BUILDERS, INC., an Idaho corporation and HEALY CONSTRUCTION COMPANY, INC., a California corporation did vote.

The principal terms of the Agreement of Merger of the above referenced corporations, a copy of which is attached hereto and by reference made a part hereof, was presented, reviewed and approved by the shareholder of NORTHWOOD BUILDERS, INC., by an affirmative vote of 100% of the total shares of outstanding common stock of the corporation vote which exceeded the vote required to approve the merger.

The shares entitled to vote were 1,000 shares of common stock and 100% of the total shares voted was required to approve the Merger Agreement.

Dated: 5/9/94

Signed:

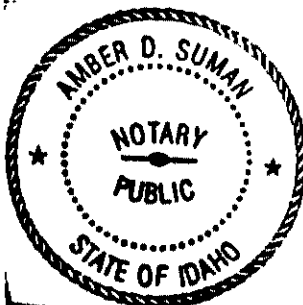


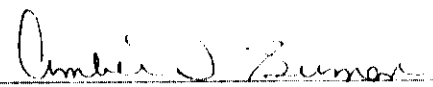
Denis T. Healy, President

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 9 day of May, 1994, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared DENIS T. HEALY, known or identified to me to be the President of NORTHWOOD BUILDERS, INC., the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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





Notary Public in and for the State of Idaho
Residing at Coeur d'Alene
Commission Expires: 5/21/98

AGREEMENT OF MERGER

Agreement made this 9 day of May, 1994, between NORTHWOOD BUILDERS, INC., a corporation organized and existing under the laws of the State of Idaho, having its principal office at 6680 Government Way, Suite 51, Coeur d'Alene, County of Kootenai, State of Idaho, referred to herein as NORTHWOOD, and HEALY CONSTRUCTION COMPANY, INC., a corporation organized and existing under the laws of the State of California, having its principal office and place of business at 10 Liberty Ship Way, Sausalito, State of California, referred to herein as HEALY.

RECITALS:

1. The total number of shares of stock which HEALY is authorized to issue is 1,000,000 shares.
2. The total number of shares of stock which NORTHWOOD is authorized to issue is 100,000 shares with no par value.
3. The Boards of Directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that HEALY be merged into NORTHWOOD.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Idaho Code Section 30-1-77, that HEALY shall be merged into NORTHWOOD as a single corporation; and the parties agree to and prescribed the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of HEALY into shares or other securities of NORTHWOOD as hereinafter set forth.

SECTION ONE
NORTHWOOD TO BE SURVIVING CORPORATION

HEALY shall be merged into NORTHWOOD and the corporate existence of HEALY shall cease and the corporate existence of NORTHWOOD shall continue under the name NORTHWOOD, and NORTHWOOD shall become the owner, without other transfer, of all rights and property of the constituent corporations, and NORTHWOOD shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if NORTHWOOD had itself incurred them.

SECTION TWO
PRINCIPAL OFFICE

The principal office of NORTHWOOD shall remain the principal office of the corporation following this merger.

SECTION THREE
OBJECTS AND PURPOSES

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the corporation following the merger are as follows: The transaction of a business and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

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SECTION FOUR ARTICLES OF INCORPORATION

The Articles of Incorporation of NORTHWOOD shall on the effective date of the merger be the same Articles as the post merger corporation. No amendment to the Articles of NORTHWOOD shall be effected by this merger.

SECTION FIVE BYLAWS

The present Bylaws of NORTHWOOD, insofar as not inconsistent with this Agreement of Merger, shall be the Bylaws of the corporation following the merger until altered, amended, or repealed as therein provided.

SECTION SIX NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the persons who shall constitute the Board of Directors of NORTHWOOD, following the merger, and who shall hold office until the first annual meeting of the shareholders of NORTHWOOD, following the merger, are as follows:

Denis T. Healy

1626 Northwood Drive
Hayden Lake, ID 83835

Christina H. Pellish

1626 Northwood Drive
Hayden Lake, ID 83835

SECTION SEVEN METHOD OF CONVERTING SHARES

Immediately upon this Agreement of Merger becoming effective, the shares of the constituent corporations shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock of NORTHWOOD as follows: 1,000 shares issued to Denis T. Healy.

SECTION EIGHT DIVIDENDS PRIOR TO MERGER

Until this Agreement of Merger becomes effective or is abandoned the constituent corporations may not pay dividends on any shares of stock of any class or series.

SECTION NINE EXTRAORDINARY TRANSACTIONS

Neither corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by the agreement.

SECTION TEN SUBMISSION TO STOCKHOLDERS; EFFECTIVE DATE

This Agreement shall be approved by resolution of the Board of Directors and of the constituent corporations in the manner provided by Idaho Code Section 30-1-75, and by resolution of the shareholders as required by California Corporation Code Section 1103, and if the resolutions are approved in favor of the adoption of this Agreement, it shall, subject to the provisions of Section Eleven of this Agreement, take effect as


the Agreement of Merger of the Idaho Secretary of State of the State of Idaho together with evidence of its adoption as required by law.

**SECTION ELEVEN
ABANDONMENT OF MERGER**

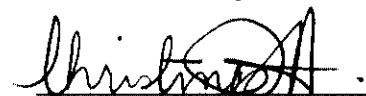
Anything to the contrary herein notwithstanding, if the Board of Directors of HEALY, or the Board of Directors of NORTHWOOD should determine, either before or after the meeting of the stockholders of the respective corporations called to vote on the adoption or rejection of this Agreement of Merger, that for any legal, financial, economic, or business reason deemed sufficient by such Board it is not in the interest of the corporation it represents, or the stockholders of such corporation, or is otherwise inadvisable or impracticable to consummate the merger, such Board of Directors may abandon the merger by directing the officers of the corporations to refrain from executing or filing this Agreement of Merger, and thereupon this Agreement shall be void and of no effect.

IN WITNESS WHEREOF, the Directors, or a majority thereof, of HEALY, and the Directors, or a majority thereof, of NORTHWOOD, have executed this Agreement under their respective corporate seals on the day and year first above written.

HEALY CONSTRUCTION COMPANY, INC.




Denis T. Healy, President




Christina H. Pellish, Secretary

(S E A L)

NORTHWOOD BUILDERS, INC.



Denis T. Healy, President



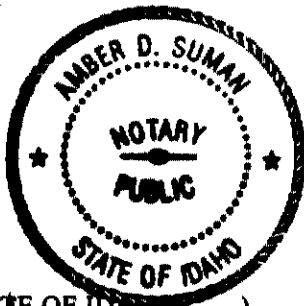
Christina H. Pellish, Secretary/Treasurer

(S E A L)

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 9 day of May, 1994, before me, the undersigned, a Notary in and for the State of Idaho, personally appeared DENIS T. HEALY, known or identified to me to be the President of NORTHWOOD BUILDERS, INC., and HEALY CONSTRUCTION COMPANY, INC., the corporations that executed the instrument or the person who executed the instrument on behalf of said corporations, and acknowledged to me that such corporation executed the same.

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

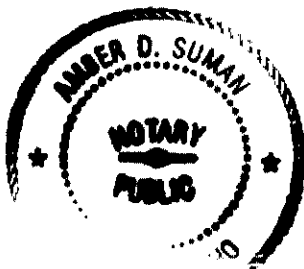


Amber D. Suman
Notary Public in and for the State of Idaho
Residing at Coeur d'Alene
Commission Expires: 5/21/98

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 5 day of May, 1994, before me, the undersigned, a Notary in and for the State of Idaho, personally appeared CHRISTINA H. PELLISH, known or identified to me to be the Secretary/Treasurer of NORTHWOOD BUILDERS, INC., and HEALY CONSTRUCTION COMPANY, INC., the corporations that executed the instrument or the person who executed the instrument on behalf of said corporations, and acknowledged to me that such corporations executed the same.

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



Amber D. Suman
Notary Public in and for the State of Idaho
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