

State of Idaho



CERTIFICATE OF MERGER OR CONSOLIDATION

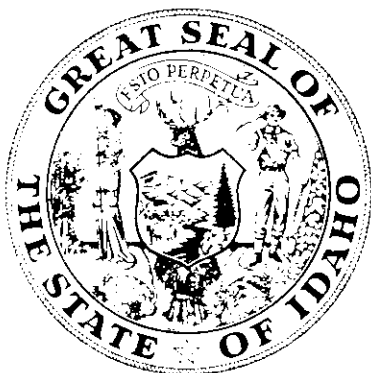
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of merger of L. W. VAIL, CO., INC. merging with and

into EUCON CORPORATION, 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 November 13, 19 79




SECRETARY OF STATE

Corporation Clerk

11330
ARTICLES OF MERGER 23 JAN 8 50
OF EUCON CORPORATION, AN IDAHO CORPORATION
AND
L.W. VAIL CO., INC., A WASHINGTON CORPORATION
INTO EUCON CORPORATION

Pursuant to the provisions of Section 30-1-77 of the Idaho Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
EUCON CORPORATION	IDAHO
L.W. VAIL CO., INC.	WASHINGTON

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is EUCON CORPORATION, and it is to be governed by the laws of the State of Idaho.

FOURTH: The Plan of Merger attached as Exhibit "A" and by reference made a part hereof was approved by the shareholders of the undersigned domestic corporation and by the directors of said corporation in the manner prescribed by the Idaho Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized.

FIFTH: 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:

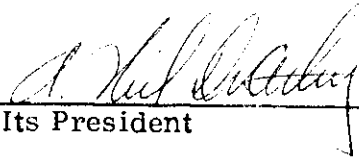
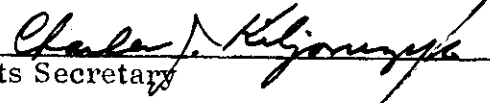
<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
EUCON CORPORATION	463,395	Common Stock	436,395
L.W. VAIL CO., INC.	780.407	Common Stock	780.407

SIXTH: 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:

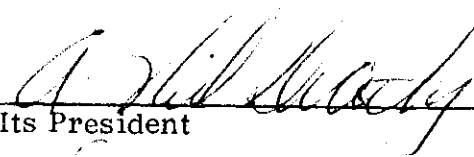
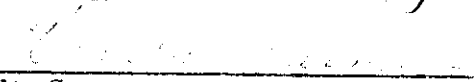
<u>Name of Corporation</u>	<u>Number of Shares</u>				
	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
EUCON CORPORATION	463,395	0	Common Stock	463,395	0
L.W. VAIL CO., INC.	780.407	0	Common Stock	780.407	0

DATED this 25th day of October, 1979.

EUCON CORPORATION

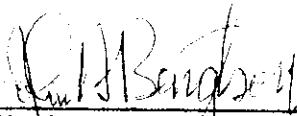
By 
Its President
and 
Its Secretary

L.W. VAIL CO., INC.

By 
Its President
and 
Its Secretary

STATE OF IDAHO)
)ss
COUNTY OF NEZ PERCE)


I, JOHN H. BENGTON, Notary Public, do hereby certify that on this 25th day of October, 1979, personally appeared before me A. NEIL DeATLEY, who, being by me first duly sworn, declared that he is the President of EUCON CORPORATION, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



Notary Public for Idaho, residing at:
Lewiston, Idaho
My Commission Expires: January, 1980.

STATE OF WASHINGTON)
)ss
COUNTY OF FRANKLIN)

I, William E. Forsyth, Notary Public, do hereby certify that on this 24th day of October, 1979, personally appeared before me A. NEIL DeATLEY, who, being by me first duly sworn, declared that he is the President of L.W. VAIL CO., INC., and that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



Notary Public for Washington, residing at
Kennewick
My Commission Expires: April 3, 1982

PLAN AND AGREEMENT OF MERGER

THIS AGREEMENT, made and entered into this 25th day of October, 1979, by and between EUCON CORPORATION, an Idaho corporation, (hereinafter referred to as EUCON) duly authorized to do business in the State of Washington as a foreign corporation, and L. W. VAIL CO., INC., a Washington corporation (hereinafter referred to as VAIL), said corporations hereinafter sometimes being collectively referred to as the "constituent corporations",

W I T N E S S E T H: That

WHEREAS, EUCON is a corporation duly organized and existing under the laws of the State of Idaho, maintaining its principal place of business in Lewiston, Nez Perce County, Idaho, is also authorized to do business in the State of Washington as a foreign corporation, and its authorized capital stock consists of 1,000,000 shares of common stock having no par value, of which 463,395 shares of no par value common stock are now issued and outstanding; and

WHEREAS, VAIL is a corporation organized and existing under the laws of the State of Washington, having its principal place of business in Pasco, Franklin County, Washington, and its authorized capital stock consists of 2,500 shares of common stock, having no par value, of which 780.407 shares are now issued and outstanding; and

WHEREAS, the respective Boards of Directors of the constituent corporations deem it advisable, in the best interests and advantage of the constituent corporations and their respective shareholders, that such constituent corporations merge into a single corporation pursuant to this agreement, and the constituent corporations, respectively, desire to so merge pursuant to this agreement, and the applicable provisions of the laws of the States of Idaho and Washington,

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties to this agreement do hereby agree, in accordance with the applicable provisions of the laws of the States of Idaho and Washington that the constituent

corporations shall be merged into a single corporation, namely, EUCON CORPORATION, an Idaho corporation, one of the constituent corporations, which is not a new corporation, and which shall continue its corporate existence and be the corporation surviving the merger (said corporation hereinafter being sometimes called the "surviving corporation"), and the terms and conditions of the merger hereby agreed upon (hereinafter called the "merger") which the parties hereto covenant to observe, keep and perform, and the mode of carrying the same into effect is, and shall be, as hereinafter set forth:

ARTICLE I

EFFECTIVE TIME OF MERGER

The merger of the constituent corporations shall be effective November 1, 1979, it being contemplated that this agreement shall theretofore have been filed in the offices of the Secretary of State of the State of Idaho and the Secretary of State of the State of Washington, all as provided by the laws of the said respective states, and on the effective date the legal existence of VAIL shall cease, and said latter corporation shall be merged into EUCON CORPORATION, the surviving corporation.

ARTICLE II

GOVERNING LAW

The laws of the State of Idaho shall govern the surviving corporation.

ARTICLE III

BY-LAWS

The By-Laws of EUCON, the surviving corporation, at the effective time of the merger shall be the By-Laws of the surviving corporation until the same shall be altered or amended in accordance with the provisions thereof.

ARTICLE IV

DIRECTORS AND OFFICERS

It is acknowledged between the parties hereto that the directors of EUCON, as of the date of execution of this agreement, are: A. NEIL DeATLEY, H. M. EMERSON, JR. and JOHN H. BENGTON, and that the officers of EUCON, at the time of execution of this

agreement, are as follows:

A. Neil DeAtley	President
Hyrum L. Cox	Vice President
Richard Klinker	Vice President
Robert H. Summers	Vice President
Charles J. Kiljanczyk	Secretary
Fred N. Michael	Treasurer
Ronald Hjaltalin	Assistant Secretary

The aforesaid directors and officers of EUCON shall be the directors and officers of the surviving corporation until their respective successors are duly elected and qualified.

ARTICLE V

CONVERSION OF SHARES IN THE MERGER

The mode of carrying into effect the merger provided in this agreement, and the manner and basis of converting the shares of the constituent corporations into shares of the surviving corporation are as follows:

(1) At the effective time of the merger each share of the no par value common stock of VAIL issued and outstanding shall be converted into and become 352.2814 shares of the no par value common stock of the surviving corporation, and each holder of outstanding common stock of VAIL upon surrender to the surviving corporation of one or more stock certificates for common stock of VAIL for cancellation shall be entitled to receive one or more stock certificates for the full amount of shares of common stock of the surviving corporation into which the common stock of VAIL so surrendered shall have been converted as aforesaid, together with any dividends on the common stock of the surviving corporation as to which the payment date shall have occurred on or prior to the date of surrender of said shares. Each issued share of common stock of VAIL in its treasury, if any, at the effective time of the merger, shall be cancelled and shall not be converted.

(2) As soon as practicable after the merger becomes effective the stock certificates representing common stock of VAIL issued and outstanding at the time the merger becomes effective shall be surrendered by the registered owners thereof for exchange to the Secretary of the surviving corporation as hereinabove provided, and until so surrendered for exchange each such stock certificate nominally representing such stock of the constituent corporations shall be deemed for all corporate purposes (except for the payment of dividends, which shall be subject to the exchange of stock certificates as above provided) to evidence the ownership of the number of shares of the no par value common stock of the surviving corporation which the holder thereof would be entitled to receive on its surrender to the surviving corporation.

(3) No fractional shares of the no par value common stock of the surviving corporation, or certificates representing the same, shall be issued. In lieu thereof the surviving corporation shall purchase of each shareholder otherwise entitled to receive such fractional shares, all such fractional shares from each respective shareholder on the basis of \$10.00 per share. In other words, and for purposes of illustration only, assume that a shareholder of VAIL would be entitled to receive, upon conversion of shares as aforesaid, one or more full shares of the no par value common stock of the surviving corporation and 8/10 of one share of the no par value common stock of the surviving corporation; in such event, such shareholder shall be entitled to receive certificates for each full share to which he is entitled and the surviving corporation will pay to such holder \$8.00 for the 8/10 share to which such holder would otherwise be entitled. Payment for such fractional share or shares shall be made at such time as the respective shareholders shall have delivered his certificates of stock in the constituent corporations for exchange pursuant to the provisions hereinabove set forth.

(4) All shares of the no par value common stock of the surviving corporation into which the shares of the common stock of VAIL are converted, or for which shares of EUCON are exchanged as hereinabove provided, shall be fully paid and non-assessable when issued, and shall be issued in full satisfaction of all rights pertaining to such shares of the common stock of the constituent corporations.

ARTICLE VI

EFFECT OF THE MERGER

At the effective time of the merger, the surviving corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises of every and any nature, and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporations, and all property, whether real, personal or mixed, and all debts due any of said constituent corporations on whatever account and for all other things and actions, or belonging to each of said constituent corporations, shall be vested in the surviving corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall thereafter as effectually be property of the surviving corporation as they were of each of the respective constituent corporations; provided, however, that all rights of creditors and all liens on any property upon any of the constituent corporations, if any, shall be preserved unimpaired, and shall constitute a lien upon the property affected by such lien at the effective time of the merger, and all debts, liabilities, and duties of each respective constituent corporations shall thenceforth attach to the surviving corporation which shall assume all such debts, liabilities and duties and may be enforced against the surviving corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the surviving corporation.

ARTICLE VII

ACCOUNTING MATTERS

The assets and liabilities of each of the constituent corporations as of the

effective time of the merger shall be taken up and reflected on the books of the surviving corporation at the amounts at which they were carried at that time on the books of each respective constituent corporation. The amount of the capital of the surviving corporation after the merger shall be equal to the aggregate of the capital of each of the constituent corporations. The surplus of the surviving corporation after the merger, including any surplus arising in the merger, shall be available to be used for any legal purposes for which such surplus may be used.

ARTICLE VIII

APPROVAL OF SHAREHOLDERS; FILING OF CERTIFICATE OF MERGER

This agreement shall be submitted to the shareholders of each of the constituent corporations as provided by the laws of the States of Washington and Idaho at meetings which shall be held during the month of October, 1979, or at such other time as the Boards of Directors of the constituent corporations shall mutually approve. After such adoption and approval by the said shareholders, and subject to the conditions contained in this agreement, a Certificate of Merger and/or copy of Plan and Agreement of Merger, in proper form, shall be delivered to the Secretary of State of the State of Idaho and the Secretary of State of the State of Washington as provided by the statutes of each of said respective states.

ARTICLE IX

REPRESENTATIONS AND WARRANTIES

(A) REPRESENTATIONS AND WARRANTIES OF EUCON:

EUCON represents and warrants to VAIL as follows:

(a) EUCON is a corporation duly organized, validly existing and in good standing under the laws of the State of Idaho and has corporate power to carry on its business as now and heretofore conducted by said corporation and is duly qualified to do business in the state of Idaho, and is duly authorized to do business in the State of Washington as a foreign corporation.

(b) EUCON'S capitalization consists of 1,000,000 shares of common stock having no par value, of which 463,395 shares are issued and outstanding as of the date hereof. Each issued share is validly issued, fully paid for and is non-assessable, and each such outstanding share is entitled to one vote.

(c) EUCON has, and at the effective date of the merger will have, good and marketable title to all lands, buildings, machinery, equipment, merchandise, supplies and other property of every kind, tangible or intangible, shown as assets in its records and books of account, free and clear of all liens, encumbrances and charges, except those reflected in its said books of account, and except for liens, encumbrances and charges, if any, which do not materially detract from the value of or interfere with the use of the property subject thereto or effected thereby.

(d) There are no suits, actions or legal or administrative proceedings pending, or to the knowledge of the officers and directors of EUCON threatened against it which, if adversely determined, might materially adversely affect the financial condition of EUCON, and that EUCON is not in default in any material respect under the terms of any material outstanding contract, agreement, lease or other commitment of said corporation.

(e) All debts, liabilities or other obligations of EUCON are, and will be on the effective date of the merger, reflected on the books and records of said corporation, and except as so reflected, will not be subject to any other debts, liabilities or obligations.

(B) REPRESENTATIONS AND WARRANTIES OF VAIL:

VAIL represents and warrants to the other constituent corporation as follows:

(a) VAIL is a corporation duly organized, validly existing and in good standing under the laws of the State of Washington and has corporate power to carry on its business as now and heretofore conducted by said corporation and is duly qualified to do business in the State of Washington.

(b) VAIL'S capitalization consists of 2,500 shares of no par common stock, of which 780.407 shares are issued and outstanding as of the date hereof. Each issued share is validly issued, fully paid for, and is non-assessable, and each such outstanding share is entitled to one vote.

(c) VAIL has, and at the effective date of the merger will have, good and marketable title to all lands, buildings, machinery, equipment, merchandise, supplies and other property of every kind, tangible or intangible, shown as assets in its records and books of account, free and clear of all liens, encumbrances and charges, except those reflected on its said books of account, and except for liens, encumbrances and charges, if any, which do not materially detract from the value of, or interfere with the use of the property subject thereto, or effected thereby.

(d) There are no suits, actions or legal or administrative proceedings pending, or to the knowledge of the officers and directors of VAIL threatened against it which, if adversely determined, might materially adversely affect the financial condition of VAIL, and that VAIL is not in default in any material respect under the terms of any material outstanding contract, agreement, lease or other commitment of said corporation.

(e) All debts, liabilities or other obligations of VAIL are and will be, on the effective date of the merger, reflected on the books and records of said corporation, and except as so reflected, will not be subject to any other debts, liabilities or obligations.

(C) ADDITIONAL REPRESENTATIONS AND WARRANTIES OF EUCON:

EUCON further warrants and represents to the other constituent corporation to this agreement that all shares of the common stock of the surviving corporation into which the common stock of the other constituent corporation is to be converted will be immediately after the effective time of the merger duly and validly authorized and issued and fully paid for and non-assessable, and no stockholder of EUCON will have any pre-emptive right of subscription or purchase in respect thereof. At the effective time of

the merger the surviving corporation will have duly reserved for issuance a sufficient number of shares of the common stock of the surviving corporation to permit conversion at the basic conversion rate applicable thereto of the common stock of the other constituent corporation, and such shares of common stock when issued upon such conversion will be duly and validly authorized and issued and fully paid for and non-assessable, and no stockholder of the surviving corporation will have any pre-emptive right of subscription or purchase in respect thereto.

ARTICLE X

CONDUCT OF BUSINESS PENDING MERGER

From and after the date of this agreement, and prior to the effective time of merger, none of the constituent corporations will, without the prior written consent of the other constituent corporation:

- (a) Amend its Certificate of Incorporation or By-Laws except in the case of the surviving corporation as may be necessary to enable it to carry out the provisions of this agreement;
- (b) Engage in any material activity or transaction, or incur any material obligation except in the ordinary course of business;
- (c) Issue rights or options to purchase or subscribe to any shares of its capital stock, or otherwise change any such shares;
- (d) Issue or sell any shares of its capital stock; or
- (e) Declare or pay any dividends on, or make any distributions in respect to any shares of its capital stock.

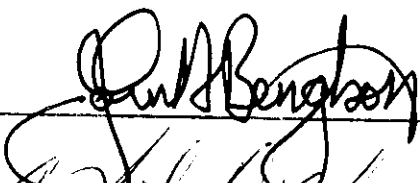
ARTICLE XI

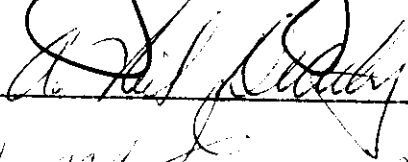
TERMINATION AND ABANDONMENT

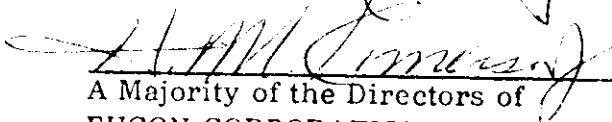
Anything herein or elsewhere to the contrary notwithstanding, this agreement may be terminated and abandoned at any time before the effective date of the merger, whether before or after the adoption or approval of this agreement by the shareholders of the re-

spective constituent corporations by a mutual consent of the Boards of Directors of the constituent corporations, and upon any such termination and abandonment neither party shall have any liability or obligation hereunder to any other party hereto.

IN WITNESS WHEREOF this agreement has been signed by a majority of the directors of each of the constituent corporations and attested to by the Secretary of each of the constituent corporations as of the day and year hereinabove first written.





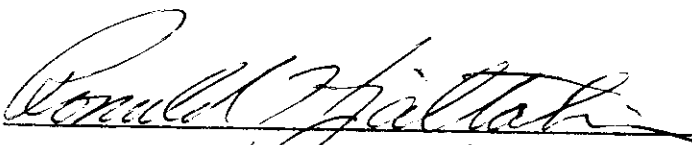


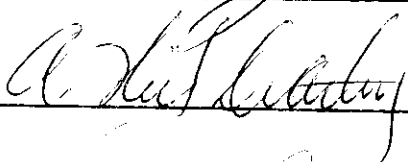
A Majority of the Directors of
EUCON CORPORATION.

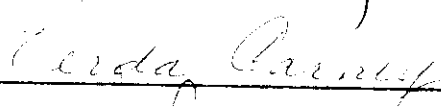
ATTEST:




Secretary of EUCON CORPORATION









A Majority of the Directors of
L. W. VAIL CO., INC.

ATTEST:



Secretary of L. W. VAIL CO., INC.

The foregoing Plan and Agreement of Merger having been duly executed by a majority of the Directors of EUCON CORPORATION, an Idaho corporation, and L. W. VAIL CO., INC., a Washington corporation, respectively, under the corporate seals of the said respective corporations, and the said Plan and Agreement of Merger having been duly approved or adopted by the Boards of Directors and the stockholders of each of said respective corporations in the manner provided by the laws of the respective states of incorporation, the Presidents and Secretaries of each of said respective corporations do now execute this Plan and Agreement of Merger under the respective seals of said corporations by the authority of the directors and stockholders of each of said respective corporations, as the act, deed and agreement of each of said respective corporations this 25th day of October, 1979.

EUCON CORPORATION

By *A. Neil Dutton*
President

ATTEST:

Charles J. Kilgus
Secretary

L. W. VAIL CO., INC.

By *A. Neil Dutton*
President


ATTEST:

Charles J. Kilgus
Secretary

STATE OF IDAHO)
) ss.
County of Nez Perce)

On this 25th day of ~~September~~ ^{October} ~~1979~~ ^{JAB N.P.}, before me, the undersigned, a Notary Public in and for said State, personally appeared A. NEIL DeATLEY and CHARLES J. KILJANCZYK, to me known to be the President and Secretary, respectively, of EUCON CORPORATION, the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and for himself and not one for the other, 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 in this certificate first above written.




Notary Public in and for the State of Idaho,
Residing at Lewiston therein.

STATE OF WASHINGTON)
) ss.
County of Franklin)

On this day personally appeared before me, the undersigned, a Notary Public in and for said State, A. NEIL DeATLEY and VERDA CARNEY, to me known to be the President and Secretary, respectively, of L. W. VAIL CO., INC., and acknowledged said instrument to be the free and voluntary act of said corporation for the uses and purposes therein mentioned.

GIVEN under my hand and seal this 24th day of ~~September~~ ^{October}, 1979.



Notary Public in and for the State of Washington,
Residing at Kennewick therein.