

CERTIFICATE OF MERGER OR CONSOLIDATION

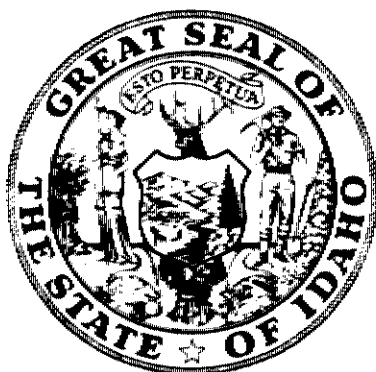
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of NANPA PAINT & GLASS CO., INC. and ONTARIO PAINT & GLASS CO., INC.

into MOUNTAIN STATES PAINT CO.

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 December 31, 19 87



*Pete T. Cenarrusa*  
SECRETARY OF STATE

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Corporation Clerk

ARTICLES OF MERGER

Dec 31 1 50 PM '87

OF DOMESTIC AND FOREIGN CORPORATIONS

SECRETARY OF STATE

INTO MOUNTAIN STATES PAINT CO.

Pursuant to Chapter 1 of Title 30, Idaho Code and Sections 30-1-71, 30-1-74 and 30-1-77, of the Idaho Business Corporation Act and O.R.S. 57.455, 57.470 and 57.485 of the laws of the state of Oregon, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into the surviving corporation:

FIRST: The names of the corporations proposing to merge are MOUNTAIN STATES PAINT CO., an Idaho corporation, NAMPA PAINT & GLASS CO., INC. an Idaho corporation, and ONTARIO PAINT & GLASS CO., INC., an Oregon corporation.

SECOND: The name of the surviving corporation into which the other corporations are proposed to be merged is MOUNTAIN STATES PAINT CO., an Idaho corporation, which shall be governed by the laws of the state of Idaho.

THIRD: The laws of the states of Idaho and Oregon under which such corporations are organized permit this merger.

FOURTH: The following Plan of Merger was approved by the Board of Directors and by the shareholders of MOUNTAIN STATES PAINT CO., and NAMPA PAINT & GLASS CO., INC. in the manner prescribed by Section 30-1-73, Idaho Code, and was approved by the Board of Directors and the shareholders of ONTARIO PAINT & GLASS CO., INC. in the manner prescribed O.R.S. 57.465 of the laws of the state of Oregon; and said Plan of Merger was approved by all of said corporations in accordance with their respective Articles of Incorporation and By-laws:

PLAN FOR MERGER

OF IDAHO AND OREGON CORPORATIONS

Pursuant to the provisions of Chapter 1 of Title 30, Idaho Code, and Sections 30-1-71 and 30-1-77 of the Idaho Business Corporation Act, and O.R.S. 57.455 and 57.485 of the laws of the state of Oregon, the following plan for merger of the following participant corporations into a surviving corporation is proposed for approval by the Board of Directors and the shareholders of each of the participant corporations.

1. NAMES OF MERGING CORPORATIONS. The names of the corporations proposing to merge are MOUNTAIN STATES PAINT CO., and Idaho corporation, NAMPA PAINT & GLASS CO., INC. an Idaho corporation, and ONTARIO PAINT & GLASS CO., INC., an Oregon corporation.

2. NAME OF SURVIVING CORPORATION. The name of the surviving corporation into which the other corporations are proposed to be merged is MOUNTAIN STATES PAINT CO., an Idaho corporation, which shall be governed by the laws of the state of Idaho.

3. EXISTING SHARES OF STOCK. MOUNTAIN STATES PAINT CO., now has three thousand five hundred thirty-nine (3,539) shares of issued and outstanding shares of Ten and No/100 Dollars (\$10.00) par value common stock. NAMPA PAINT & GLASS CO., INC. now has fifty (50) shares of issued and outstanding shares of One Hundred and No/100 Dollars (\$100.00) par value common stock. ONTARIO PAINT & GLASS CO., INC. now has sixty-eight (68) shares of issued and outstanding shares of One Hundred and No/100 Dollars (\$100.00) par value common stock.

4. TERMS AND CONDITIONS OF PROPOSED MERGER. The terms and conditions of the proposed merger are as follows:

(a) The merging corporations, NAMPA PAINT & GLASS CO., INC. and ONTARIO PAINT & GLASS CO. INC. will convey to the surviving corporation, MOUNTAIN STATES PAINT CO., all of their assets and property of every nature, kind and description.

(b) The surviving corporation, MOUNTAIN STATES PAINT CO., will assume all of the debts, obligations and liabilities of the merging corporations, NAMPA PAINT & GLASS CO., INC. and ONTARIO PAINT & GLASS CO., INC., of every nature, kind and description.

(c) New books, records and stock book will be established for the surviving corporation, MOUNTAIN STATES PAINT CO., to cover and include all of the assets and liabilities of both merging corporations and the surviving corporation.

(d) The proposed merger will become effective at 12:01 A.M., January 1, 1988. Each of the merging corporations and the surviving corporation shall file separate state and federal income tax returns

for the calendar year 1987, and the surviving corporation, MOUNTAIN STATES PAINT CO., will operate the businesses of all merging corporations and the surviving corporation commencing with year 1988, and file 1988 tax returns involving all such operations. The surviving corporation, MOUNTAIN STATES PAINT CO., agrees to assume and be liable for any tax deficiencies of either of the merging corporations or the surviving corporation for 1987 and all prior years.

(e) The initial Board of Directors of the surviving corporation for the calendar year commencing January 1, 1988, shall be:

<u>Director</u>	<u>Address</u>
A.B. Ellis	383 Winther, Nampa, Idaho 83651
Loren B. Ellis	376 Holland Drive, Nampa, Idaho 83651
Dennis D. Ellis	Route 6, Box 6829, Nampa, Idaho 83651
Kathleen M. Bottemiller	30577 Overholser Dr., Cottage Grove, Oregon 97424
Marquita E. Eberhardt	1320 West Hayes, Boise, Idaho 83702
Roland J. Smith	3404 S. Midland Blvd., Nampa, Idaho 83651

(f) The officers of the surviving corporation shall be elected by the above initial Board of Directors and all future members of the Board of Directors and all future officers of the surviving corporation, MOUNTAIN STATES PAINT CO., shall be elected in the number and in the manner prescribed in the by-laws of the corporation and pursuant to Idaho law.

(g) The surviving corporation, MOUNTAIN STATES PAINT CO., will qualify as a foreign corporation qualified to do business in the state of Oregon for the purpose of operating the retail outlet of the merging corporation, ONTARIO PAINT & GLASS CO., INC.

(h) This proposed plan of merger shall not become effective unless and until approved by the Board of Directors and shareholders of the merging corporations and the surviving corporation and the proper documents filed with the state of Idaho and the state of Oregon.

5. MANNER AND BASIS OF CONVERTING SHARES OF EACH MERGING CORPORATION INTO SHARES OF SURVIVING CORPORATION. After the Amendments to the Articles of Incorporation are completed, as provided in paragraph 6 below, the shares of stock of the merging corporation and the surviving corporation shall be converted into shares of the surviving corporation as follows:

(a) For every issued share of Ten and No/100 Dollars (\$10.00) par value common stock of MOUNTAIN STATES PAINT CO., there shall be issued .1986 shares of no par value common stock of the surviving corporation, PONDEROSA PAINT MANUFACTURING, INCORPORATED, an Idaho corporation, fully paid and nonassessable.

(b) For every issued share of One Hundred and No/100 Dollars (\$100.00) par value common stock of NAMPA PAINT & GLASS CO., INC., there shall be issued 4.58 shares of no par value common stock of the surviving corporation, PONDEROSA PAINT MANUFACTURING, INCORPORATED, an Idaho corporation, fully paid and non-assessable.

(c) For every issued share of One Hundred and No/100 Dollars (\$100.00) par value common stock of ONTARIO PAINT & GLASS CO., INC., there shall be issued 1.00 share of no par value common stock of the surviving corporation, PONDEROSA PAINT MANUFACTURING, INCORPORATED, an Idaho corporation, fully paid and non-assessable.

6. CHANGES IN ARTICLES OF INCORPORATION OF SURVIVING CORPORATION. As part of this merger, the Articles of Incorporation of the surviving corporation, MOUNTAIN STATES PAINT CO., shall be amended in the following particulars:

(a) Article I of said Articles of Incorporation will be amended to change the name of the corporation to "PONDEROSA PAINT MANUFACTURING, INCORPORATED."

(b) Article V of the Articles of Incorporation will be amended to provide:

## Article V

### Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares of no par value common stock. There shall be only one class of stock which shall be no par value common stock.

7. TERMINATION OF MERGING CORPORATIONS. As a result of this merger and upon its consummation, this merger shall terminate and cancel the corporate charters of the merging corporations, NAMPA PAINT & GLASS CO., INC., and Idaho corporation, and ONTARIO PAINT & GLASS CO., INC., an Oregon corporation.

8. EXPENSES OF MERGER. All expenses of this merger, including legal fees, shall be paid by the surviving corporation from its assets and the assets of the merging corporations conveyed to it.

DATED this 21st day of December, 1987.

FIFTH: Each of the undersigned corporations have only one class of stock which is common stock. As to each of the undersigned corporations, the number of shares outstanding and the number of shares entitled to vote upon the approval of the Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Memberships Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
Mountain States Paint Co.	3,539	3,539
Nampa Paint & Glass Co., Inc.	50	50
Ontario Paint & Glass Co., Inc.	68	68

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such proposed Plan of Merger, respectively, is as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For Plan</u>	<u>Total Shares Voted Against Plan</u>
Mountain States Paint Co.	3,539	-0-
Nampa Paint & Glass Co., Inc.	50	-0-
Ontario Paint & Glass Co., Inc.	68	-0-

SEVENTH: That by reason of the aforesaid premises, the proposed Plan of Merger has been approved by unanimous vote of all the directors of each corporation and by unanimous vote of all of the shareholders of each corporation.

EIGHTH: The Board of Directors of MOUNTAIN STATES PAINT CO. have taken the necessary action by unanimous vote to amend the Articles of Incorporation as set forth in the proposed Plan of Merger and to qualify as a foreign corporation to do business in the state of Oregon pursuant to its laws and the officers of said corporation were authorized and directed to take all other necessary action to place this Plan of Merger in full force and effect.

NINTH: Pursuant to O.R.S. 57.485 of the laws of the state of Oregon, MOUNTAIN STATES PAINT CO. is and does hereby:

(a) Acknowledge that it may be served with process in the state of Oregon for the enforcement of any obligation of ONTARIO PAINT & GLASS CO., INC. or in any proceeding for the enforcement of rights of a dissenting shareholder of ONTARIO PAINT & GLASS CO., INC. against this surviving corporation;

(b) Irrevocably appoints the Corporation Commissioner of the state of Oregon as its agent to accept service of process in any such proceeding; and,

(c) Acknowledges that it will promptly pay to any dissenting shareholders of ONTARIO PAINT & GLASS CO., INC. the amount, if any, to which they shall be entitled under the provisions under the laws of the state of Oregon with respect to the rights of dissenting shareholders.

DATED this 21st day of December, 1987.

MOUNTAIN STATES PAINT CO.

By L B E  
Loren B. Ellis, Its President

ATTEST:

By Dennis D. Ellis  
Its Secretary

NAMPA PAINT & GLASS CO., INC.

By L B E  
Loren B. Ellis, Its President

ATTEST:

By Dennis D. Ellis  
Its Secretary

ONTARIO PAINT & GLASS CO., INC.

By Dennis D. Ellis  
Dennis D. Ellis, Its President

ATTEST:

By L B E  
Its Secretary



STATE OF IDAHO     )  
                              ) ss.  
County of Ada     )

On this 31st day of December, 1987, before me, the undersigned, a Notary Public in and for said state, personally appeared Loren B. Ellis and Dennis D. Ellis, being by me first duly sworn, and declared that they are the President and Secretary, respectively, of Mountain States Paint Co., an Idaho corporation, and further declared that they signed the foregoing document as officers of said corporation, and that the statements therein contained are true.

SUBSCRIBED AND SWORN TO Before me this 31st day of December, 1987.

By Deborah L. Taylor  
Notary Public for Idaho  
Residing at Boise, Idaho

STATE OF IDAHO     )  
                              ) ss.  
County of Ada     )

On this 31st day of December, 1987, before me, the undersigned, a Notary Public in and for said state, personally appeared Loren B. Ellis and Dennis D. Ellis, being by me first duly sworn, and declared that they are the President and Secretary, respectively, of Nampa Paint & Glass Co., Inc., an Idaho corporation, and further declared that they signed the foregoing document as officers of said corporation, and that the statements therein contained are true.

SUBSCRIBED AND SWORN TO Before me this 31st day of December, 1987.

By Deborah L. Taylor  
Notary Public for Idaho  
Residing at Boise, Idaho

STATE OF Idaho )  
 ) ss.  
County of Ada )

On this 31st day of December, 1987, before me, the undersigned, a Notary Public in and for said state, personally appeared Dennis D. Ellis and Loren B. Ellis, being by me first duly sworn, and declared that they are the President and Secretary, respectively, of Ontario Paint & Glass Co., Inc., an Oregon corporation, and further declared that they signed the foregoing document as officers of said corporation, and that the statements therein contained are true.

SUBSCRIBED AND SWORN TO Before me this 31st day of December, 1987.

By Michael L. Taylor  
Notary Public for Idaho  
Residing at Boise, Idaho