

# 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 \_\_\_\_\_

MELCO, INC., a Montana corporation

into MELCO, 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.

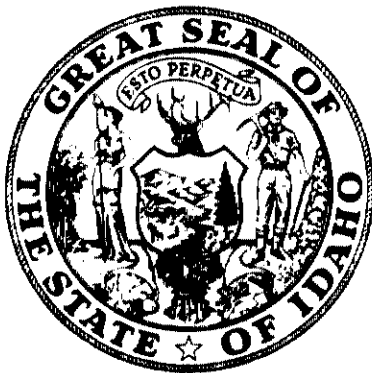
ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of

merger

, and attach hereto a duplicate original of the Articles of

Merger

Dated December 20, 19 90



*Pete T. Cenarrusa*

SECRETARY OF STATE

*John J. Clark*  
Corporation Clerk

ARTICLES OF MERGER OF

RECEIVED  
SEC. OF STATE

MELDCO, INC., an Idaho Corporation  
(The "Surviving Corporation")  
and

MELDCO, INC., a Montana Corporation  
(The "Merging Corporation")

1990 DEC 20 AM 8 58

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

FIRST: The names of the corporations are Meldco, Inc., an Idaho Corporation, and Meldco, Inc., a Montana Corporation.

SECOND: The laws of the State of Idaho permit such merger.

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

FOURTH: The following plan of merger was approved by the shareholders of the corporations in the manner prescribed by Idaho law, under which they were organized:

PLAN AND AGREEMENT OF MERGER  
("Meldco, Inc., an Idaho Corporation")  
("Surviving Corporation")  
and  
("Meldco, Inc., a Montana Corporation")  
("Merging Corporation")

ARTICLE 1  
DATES, NAMES OF PARTIES, AND ADDRESSES

1.1 Date. This Agreement is entered into on October 29, 1990.

1.2 Name of Merging Corporation. Meldco, Inc., a Montana corporation, whose mailing address is P.O. Box 2664, Twin Falls, Idaho.

1.3 Name of Surviving Corporation. Meldco, Inc., an Idaho corporation, whose mailing address is P.O. Box 2664, Twin Falls, Idaho.

**1.4 Constituent Corporations.** The merging corporation and the surviving corporation are sometimes referred to as the "constituent corporations."

**ARTICLE 2  
HISTORY**

**2.1 Good Standing.** The surviving corporation was validly organized and is currently in good standing under the laws of the State of Idaho. The merging corporation was validly organized and is currently in good standing under the laws of the State of Montana, and is authorized to do business in Idaho.

**2.2 Premerger Stock Ownership of Surviving Corporation.** The surviving corporation's capital stock prior to the merger is owned as follows:

<u>Shareholder's Name</u>	<u>Class of Stock</u>	<u>Number of Shares</u>
David L. Harvey	Common	6,250
Ruth C. Harvey	Common	6,250
Marvin G. Miller	Common	6,250
Patricia S. Miller	Common	6,250
Lee E. Orr	Common	6,250
Carol P. Orr	Common	6,250
Ernest E. Harvey	Common	6,250
Ruby J. Harvey	Common	6,250

The surviving corporation has authorized capital of 50,000 shares with 0 par value.

**2.3 Premerger Stock Ownership of Merging Corporation.** The merging corporation's stock prior to the merger is owned as follows:

<u>Shareholder's Name</u>	<u>Class of Stock</u>	<u>Number of Shares</u>
David L. Harvey	Common	6,250
Ruth C. Harvey	Common	6,250
Marvin G. Miller	Common	6,250
Patricia S. Miller	Common	6,250
Lee E. Orr	Common	6,250

Carol P. Orr	Common	6,250
Ernest E. Harvey	Common	6,250
Ruby J. Harvey	Common	6,250

The merging corporation has authorized capital of 50,000 shares with 0 par value.

**2.4 Intent.** The boards of directors of the constituent corporations deem it advisable and in the best interests of the corporations and their stockholders that the merging corporation merge with and into the surviving corporation in accordance with the provisions of the applicable statutes of the State of Idaho and have, therefore, entered into this agreement of merger.

### ARTICLE 3 SPECIFIC TERMS AND CONDITIONS

**3.1 Agreement of Merger.** The constituent corporations agree to merge into a single corporation which shall be Meldco, Inc., the surviving corporation (whose Articles of Incorporation shall be amended to reflect the results of the merger) pursuant to the laws of the State of Idaho. The constituent corporations further agree upon and prescribe the terms and conditions of the merger, the mode of carrying it into effect and the manner and basis of converting the shares of the merging corporation into shares of the surviving corporation. On the effective date of the merger, the merging corporation shall be merged into the surviving corporation, and the separate existence of the merging corporation shall cease. The constituent corporations shall become a single corporation named Meldco, Inc., an Idaho corporation.

**3.2 Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the surviving corporation which are attached as Exhibit "A" shall be the post-merger

Articles of Incorporation until amended in accordance with the laws of the State of Idaho. The Articles of Incorporation may be certified separately from this agreement as the post-merger Articles of Incorporation of the surviving corporation.

**3.3 By-laws of Surviving Corporation.** The by-laws of the surviving corporation in effect immediately prior to the effective date of the merger shall continue to be the by-laws of the surviving corporation until altered or repealed in the manner provided by the laws of the State of Idaho. The by-laws are attached as Exhibit "B."

**3.4 Directors and Officers of Surviving Corporation.** The directors and officers of the surviving corporation immediately prior to the effective date of the merger shall continue to be the directors and officers of the surviving corporation, to hold office for the terms specified in the by-laws of the surviving corporation and until their respective successors are duly elected and qualified.

**3.5 Manner and Basis of Conversion.** The treatment of the ownership of the shares of the surviving corporation and the manner of converting the ownership of shares of the merging corporation into shares of the surviving corporation shall be as follows:

3.5.1 Each share of common stock of the surviving corporation which is issued and outstanding immediately prior to the effective date of the merger shall not be affected, converted, or exchanged as a result of the merger, and shall continue to be 1 fully paid and nonassessable share of the surviving corporation's common stock with no par value.

3.5.2 The shares of the common stock of the merging corporation which are issued and outstanding immediately prior to the effective date of the merger shall, by virtue of the merger, be surrendered to the surviving corporation and, without further action on the part of the holders of such common stock, the ownership of the surviving corporation shall be represented by the authorized and issued shares of the surviving corporation as they existed prior to the merger, as stated in paragraph 2.2 above.

### 3.6 Effect of Merger.

3.6.1 On the effective date of the merger, the surviving corporation shall possess all the rights, privileges, powers, and franchises of a public as well as a private nature of each of the constituent corporations and shall become subject to all the restrictions, disabilities, and duties of each of the constituent corporations. All property, real, personal, and mixed, and debts due to each of the constituent corporations on whatever account, including stock subscriptions as well as all other things belonging to each of the constituent corporations, shall be vested in the surviving corporation; and all property, assets, rights, privileges, powers, franchises, and immunities, and every other interest shall be the property of the surviving corporation as they were of the respective constituent corporations, and the title to any real estate vested by deed or otherwise, in either of the constituent corporations, shall not revert or be in any way impaired by reason of the merger; provided, however, that all the creditors and liens upon any property of any of

the constituent corporations shall be preserved unimpaired, and all debts, liabilities, obligations, and duties of the respective constituent corporations shall attach to the surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities, obligations, and duties had been originally incurred or contracted by it.

3.6.2 If at any time after the merger becomes effective it shall appear to the surviving corporation that any further assignments or assurances are necessary or desirable to evidence the vesting in the surviving corporation of the title to any of the property or rights of the merging corporation, those persons who were the proper officers and directors of the merging corporation as of the effective date of the merger shall execute, acknowledge, and deliver such assignments or other instruments and do such acts as may be necessary or appropriate to evidence the vesting of title to such property or rights in the surviving corporation. For such purposes, the capacity and authority of the merging corporation and the respective officers and directors of the merging corporation shall be deemed to be continuing.

**3.7 Accounting and Stated Capital.** When the merger becomes effective, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles, (a) the assets and liabilities of the constituent corporations shall be recorded in the accounting records of the surviving corporation at the amounts at which they were carried at that time in the

accounting records of the constituent corporations, and (b) the stated capital with which the surviving corporation shall begin business immediately after the effective date of the merger is \$123,085.00.

**3.8 Abandonment.** This Plan and Agreement of Merger may be abandoned by action of the boards of directors of the surviving corporation or the merging corporation at any time prior to the effective date of the merger whether before or after submission to their respective stockholders, if not later than October 15, 1990, the merger fails to obtain the requisite vote of the stockholders of the surviving corporation or of the stockholders of the merging corporation.

**3.9 Representations and Warranties.** The surviving corporation and the merging corporation each represent and warrant to the other that between the date of this agreement and the time when the merger becomes effective, they will not enter into any employment contracts, grant any options or issue any stock or securities, or declare or pay any dividends in stock or cash, or make other distribution on or with respect to their outstanding stock.

**3.10 Effective Date.** The effective date of the merger provided for by this agreement shall be October 29, 1990.

#### **ARTICLE 4 SIGNATURE LINES AND ACKNOWLEDGEMENTS**

The undersigned officers have signed their names and have caused their respective corporate seals to be affixed to this plan and agreement on October 29, 1990.

**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 Number of Shares</u>
Meldco, Inc., an Idaho Corporation	50,000	50,000
Meldco, Inc., a Montana Corporation	50,000	50,000

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Total Voted For</u>	<u>Total Voted Against</u>
Meldco, Inc., an Idaho Corporation	50,000	0
Meldco, Inc., a Montana Corporation	50,000	0

DATED: October 29, 1990.

MELDCO, INC., an Idaho Corporation

By: David L. Harvey  
David L. Harvey, President

ATTEST:

Ernest E. Harvey  
Secretary

MELDCO, INC., an Montana Corporation

By: David L. Harvey  
David L. Harvey, President

ATTEST:

Ernest E. Harvey  
Secretary

STATE OF IDAHO

)  
) ss.

County of Twin Falls

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I, Karen Hordich, a notary public, do hereby certify that on this 29 day of October, 1990, personally appeared before me DAVID L. HARVEY, who, being by me first duly sworn, declared that he is the President of Meldco, Inc., an Idaho corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Karen Hordich  
NOTARY PUBLIC FOR IDAHO

Residing at: Buhl Idaho

STATE OF IDAHO

)  
) ss.

County of Twin Falls

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I, Karen Hordich, a notary public, do hereby certify that on this 29 day of October, 1990, personally appeared before me DAVID L. HARVEY, who, being by me first duly sworn, declared that he is the President of Meldco, Inc., a Montana corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Karen Hordich  
NOTARY PUBLIC FOR IDAHO

Residing at: Buhl Idaho