

**FILED EFFECTIVE**

**ARTICLES OF MERGER**

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**For the Merger of  
MASCO, INC.,  
an Idaho Corporation,  
with and into  
MASCO ACQUISITION, LLC,  
a Delaware Limited Liability Company**

SECRETARY OF STATE  
STATE OF IDAHO

To the Secretary of State  
State of Idaho

Pursuant to the provisions of the Idaho Business Corporation Act governing the merger of corporations organized for profit and the provisions of the Delaware Limited Liability Company Act governing the merger of limited liability companies, the corporation and limited liability company hereinafter named (referred to sometimes collectively as the "Constituent Organizations") do hereby adopt the following Articles of Merger.

1. The names of the Constituent Organizations are Masco, Inc., a corporation organized for profit under the laws of the State of Idaho ("Masco"), and Masco Acquisition, LLC, a limited liability company organized under the laws of the State of Delaware ("Masco Acquisition"). The Constituent Organizations are subject to the applicable provisions of the laws of the State of Idaho and the State of Delaware.

2. Annexed hereto as Exhibit "A" and made a part hereof is a Plan of Merger executed in connection with the Agreement and Plan of Reorganization and Merger, by and among MDU Resources Group, Inc., a corporation organized under the laws of the State of Delaware and the parent company of Masco Acquisition ("MDU"), Masco Acquisition, Masco, and the holder of all of the issued and outstanding capital stock of Masco ("Agreement and Plan of Reorganization and Merger"), pursuant to which Masco merges with and into Masco Acquisition, with Masco Acquisition being the surviving company ("Merger"), as approved by the unanimous affirmative votes of the Board of Managers of Masco Acquisition and the Board of Directors of Masco

3. The Agreement and Plan of Reorganization and Merger has been approved by the unanimous affirmative vote of the sole member of Masco Acquisition membership interests, pursuant to the applicable provisions of the Delaware Limited Liability Company Act, and has been approved by the unanimous affirmative vote of the sole stockholder of Masco common stock, such class of stockholders constituting all of the voting groups entitled to vote on the Merger, pursuant to the provisions of the Idaho Business Corporation Act.

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4. The votes cast for the Plan of Merger was sufficient for the approval thereof by each said voting group.


5. Masco Acquisition will continue its existence as the surviving organization upon the effective date of the Merger.

6. The merger of Masco with and into Masco Acquisition will become effective in the State of Idaho on the date of filing these Articles of Merger with the Secretary of State of the State of Idaho.

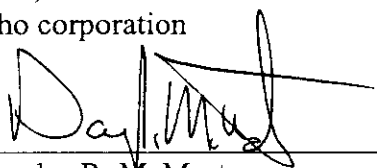
(signature page to follow)

IN WITNESS WHEREOF, these Articles of Merger have been executed by the Constituent Organizations on May 3, 2004.

MASCO ACQUISITION, LLC  
a Delaware limited liability company

By:   
Terry D. Hildestad  
President and Chief Executive Officer

MASCO, INC.  
an Idaho corporation

By:   
Douglas R. McMaster  
President

**Exhibit "A"**

**PLAN OF MERGER**

**For the Merger of  
MASCO, INC.,  
an Idaho Corporation,  
with and into  
MASCO ACQUISITION, LLC,  
a Delaware Limited Liability Company**

THIS PLAN OF MERGER is dated as of May 3, 2004, among MDU RESOURCES GROUP, INC., a Delaware corporation ("MDU"), MASCO ACQUISITION, LLC, a Delaware limited liability company ("Masco Acquisition"), and MASCO, INC., an Idaho corporation ("Masco"). Masco Acquisition and Masco are referred to sometimes collectively as the "Constituent Organizations."

**RECITALS**

WHEREAS, Masco Acquisition is a Delaware limited liability company and the wholly-owned subsidiary of MDU; and

WHEREAS, Masco is a corporation duly organized and existing under Idaho law, with authorized capitalization consisting of 1,000,000 shares of common stock; and

WHEREAS, Masco has 300,000 shares of common stock issued and outstanding; and

WHEREAS, the Board of Directors of Masco and the Board of Managers of Masco Acquisition each deem it advisable and in the best interests of each of the Constituent Organizations and their respective sole stockholder and sole member that Masco merge with and into Masco Acquisition upon the terms and conditions set forth in the Agreement and Plan of Reorganization and Merger, by and among MDU, Masco Acquisition, Masco, and the holder of all of the issued and outstanding capital stock of Masco ("Agreement and Plan of Reorganization and Merger"), and pursuant to the applicable provisions of the laws of the State of Idaho and the State of Delaware.

NOW, THEREFORE, in consideration of the covenants and mutual agreements herein contained, the parties herby agree, in accordance with the applicable provisions of the laws of the State of Idaho and the State of Delaware, that Masco and Masco Acquisition shall be merged into a single organization, to wit: Masco, an Idaho corporation, one of the Constituent Organizations, shall merge with and into Masco Acquisition, a Delaware limited liability company, one of the Constituent Organizations ("Merger"), which is not a new company, and which shall continue its existence as a Delaware limited liability company (hereinafter sometimes called the "Surviving Organization"), upon the following terms and conditions:

### Article 1 – Names of Constituent Organizations

The names of the parties to the Merger are Masco Acquisition, LLC, and Masco, Inc.

### Article 2 – Name of the Surviving Organization

The name of the Surviving Organization is Masco Acquisition, LLC, which is one of the Constituent Organizations and not a new company.

### Article 3 – Terms and Conditions of Merger

The terms and conditions of the Merger are as follows:

A. The Merger shall become effective on the date of closing. The date on which the Merger becomes effective is hereinafter referred to as the “Effective Date.” Notwithstanding the actual date or effective date of the filing of the Articles of Merger, the Merger shall be considered completed between the Constituent Organizations as of the Effective Date.

B. On the Effective Date of the Merger, Masco shall be merged with and into Masco Acquisition and the corporate existence of Masco shall cease and the existence of Masco Acquisition as a limited liability company shall continue under the name Masco Acquisition, LLC.

C. The Certificate of Formation of Masco Acquisition in effect on the Effective Date shall remain in effect thereafter until the same shall be further amended or altered in accordance with the provisions thereof.

D. The Limited Liability Company Agreement of Masco Acquisition in effect on the Effective Date shall be the Limited Liability Company Agreement of the Surviving Company until the same shall be altered or amended in accordance with the provisions thereof.

E. The Board of Managers of Masco Acquisition on the Effective Date shall be the Board of Managers of the Surviving Company until their respective successors are duly elected and qualified.

### Article 4 – Manner and Basis of Converting Shares of the Constituent Organizations into Securities, Money, or other Property

The mode of carrying into effect the Merger provided in this Agreement, and the manner and basis of converting the shares of the Constituent Organizations into shares of the of Surviving Organization are as follows:

A. On the Effective Date of the Merger, all 300,000 shares of common stock of Masco issued and outstanding shall then be exchanged for 468,193 shares of common stock of

MDU, the parent corporation of Masco Acquisition, par value of \$1.00 per share, subject to a purchase price adjustment.

#### Article 5 – Approval of Shareholders and Members

The Agreement and Plan of Reorganization and Merger has also been approved by the sole shareholder of Masco pursuant to applicable provisions of the Idaho Business Corporation Act, and by the sole member of Masco Acquisition pursuant to applicable provisions of the Delaware Limited Liability Company Act.

#### Article 6 – Filing Plan of Merger

Upon the approval of the Agreement and Plan of Reorganization and Merger by the shareholders and member of the Constituent Organizations, and subject to the conditions contained herein and therein, Articles of Merger shall be executed and filed with the Secretary of State of the State of Idaho and the Secretary of State of the State of Delaware in accordance with applicable law. The Constituent Organizations shall also cause to be performed all necessary acts within the State of Idaho and elsewhere to effectuate the Merger.

#### Article 7 – Effect

This Plan of Merger is executed in connection with the Agreement and Plan of Reorganization and Merger. The terms of the Agreement and Plan of Reorganization and Merger shall be controlling with respect to any conflict of terms between it and this Plan of Merger.

#### Article 8 – Service of Process

The Surviving Organization agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of a Constituent Organization and in any proceeding for the enforcement of the rights of a dissenting shareholder or member of a Constituent Organization against the Surviving Organization. The Surviving Organization irrevocably appoints the Secretary of State of the State of Idaho as its agent to accept service of process in any proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Idaho is MDU Resources Group, Inc., 918 East Divide Avenue, P.O. Box 5650, Bismarck, ND 58506-5650.

#### Article 9 – Appraisal Rights

The Surviving Organization will promptly pay to any shareholders of Masco the amount, if any, to which they shall be entitled under the Idaho Business Corporation Act with respect to the appraisal rights of shareholders.

IN WITNESS WHEREOF, this Plan of Merger is executed on behalf of MDU and the Constituent Organizations by their respective duly authorized officers, on the date first written above.

MDU RESOURCES GROUP, INC.

By Warren L. Robinson  
Warren L. Robinson  
Executive Vice President  
and Chief Financial Officer

MASCO ACQUISITION, LLC, a Delaware limited liability company

By Terry D. Hildestad  
Terry D. Hildestad  
President and Chief Executive Officer

MASCO, INC., an Idaho corporation

By Douglas R. McMaster  
Douglas R. McMaster  
President