

FILED/EFFECTIVE

ARTICLES OF MERGER OF

00 MAR -1 PM 4:50

NORCO ENTERPRISES, INC.

00 FEB 25 AM 9:21

an Idaho corporation

STATE OF IDAHO

STATE OF IDAHO

WITH AND INTO

NORCO, INC.

an Idaho corporation

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. Norco Enterprises, Inc., an Idaho corporation ("Company"), merges with and into Norco, Inc., an Idaho corporation ("Survivor"), which will be the surviving corporation.

2. The Plan of Merger, attached hereto and incorporated herein, has been adopted and approved by the Company and the Survivor in accordance with the Idaho Business Corporation Act.

3. The Plan of Merger was approved by the unanimous written consent of the shareholders of Company and Survivor.

4. The number of Company's shares outstanding at the time of such approval was 9,415 shares, and the number of shares entitled to vote thereon was 9,415. The number of shares voted for the Plan of Merger was 9,415, and the number of shares voted against the Plan of Merger was 0. The number of votes cast for the Plan of Merger was sufficient for approval by the owners of the common stock of Company.

5. The number of the Survivor's shares outstanding at the time of such approval was 10,229.5 shares, and the number of shares entitled to vote thereon was 249.5. The number of shares voted for the Plan of Merger was 249.5, and the number of shares voted against the Plan of Merger was 0. The number of votes cast for the Plan of Merger was sufficient for approval by the owners of the common stock of Survivor.

Dated as of the 1st day of January, 2000.

NORCO ENTERPRISES, INC.

By: James A. Kink

President

NORCO, INC.

By: Jeff H. H. H.

President

IDAHO SECRETARY OF STATE
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AGREEMENT AND PLAN OF MERGER

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This Agreement and Plan of Merger is entered into between NORCO ENTERPRISES, INC., an Idaho corporation (the "Merging Entity") and NORCO, INC., an Idaho corporation (the "Surviving Corporation").

RECITALS

1. Merging Entity and Surviving Corporation, at times referred to as the "Business Entities," desire to merge pursuant to Idaho Code Section 30-1-1101 in accordance with the terms and conditions hereinafter set forth;
2. Merging Entity is duly organized and existing under the laws of the State of Idaho;
3. Surviving Corporation is duly organized and existing under the laws of the State of Idaho;
4. Merging Entity has 9,415 shares of common stock issued and outstanding;
5. Surviving Corporation has 9,980 shares of nonvoting common stock issued and outstanding and 249.50 shares of voting common stock issued and outstanding.

NOW, THEREFORE, the Business Entities do hereby agree each with the other that Merging Entity be merged into the Surviving Corporation, with the Surviving Corporation being the surviving corporation, pursuant to Idaho Code and subject to the following terms and conditions:

AGREEMENT

The parties hereby agree and provide as follows:

1. **Merger of Merging Entity into Surviving Corporation.** The Merging Entity shall be merged with and into the Surviving Corporation, whereupon the Merging Entity shall cease to exist and all of the assets and all of the liabilities of the Merging Entity shall by operation of law and this Agreement and Plan of Merger be transferred to and assumed by the Surviving Corporation.
2. **Certificate of Incorporation of Surviving Corporation.** The Certificate of Incorporation of the Surviving Corporation, prior to the effective date of this merger, shall be the Certificate of Incorporation for the Surviving Corporation.
3. **Bylaws of Surviving Corporation.** The Bylaws of the Surviving Corporation, in force on the effective date of the merger, shall be the Bylaws for the Surviving Corporation until altered, amended, or repealed.

4. **Merging Entity Shares.** All of the outstanding shares of Merging Entity shall, by virtue of the merger, and without any action on the part of the holder thereof, be converted into _____ shares of Surviving Corporation's common stock. Each holder of certificate(s) representing Merging Entity shares immediately prior to the merger, upon surrender of such certificate(s) to the Surviving Corporation after the effective time of the merger, shall be entitled to receive certificate(s) representing the appropriate number of shares of Surviving Corporation's common stock. Until so surrendered, each such certificate for Merging Entity shares shall, by virtue of the merger, be deemed for all purposes to evidence ownership of the appropriate number of shares of Surviving Corporation common stock into which such Merging Entity shares were converted pursuant to the merger.

5. **Directors and Officers.** The directors of the Surviving Corporation shall continue as the persons who are directors of the Surviving Corporation when the merger becomes effective, and such directors shall serve until their respective successors are duly elected and qualified.

The persons who are officers of the Surviving Corporation when the merger becomes effective shall continue as officers of the Surviving Corporation until the directors shall otherwise determine. Other persons may be elected or appointed to other offices from time to time according to the Bylaws of the Surviving Corporation.

6. **Right to Amend Articles of Incorporation.** The Surviving Corporation hereby reserves the right to amend, alter, change or repeal its current Articles of Incorporation in the manner now or hereafter prescribed by statute or its Bylaws, and all rights or powers conferred herein and in such amended Articles of Incorporation on shareholders, directors, and officers are subject to this reservation.

7. **Conditions to Merger.** The obligation of the Merging Corporations to effect the transactions contemplated hereby is subject to satisfaction of the following conditions (any or all of which may be waived by either of the Merging Corporations in its sole discretion to the extent permitted by law):

(a) the Merger shall have been approved by the directors and shareholders of the Merging Entity in accordance with applicable provisions of the general corporation laws of the State of Idaho.

(b) The directors and shareholders of the Surviving Corporation shall have approved the Merger in accordance with the general corporation laws of the State of Idaho.

8. **Effective Date.** If this Agreement and Plan of Merger is duly adopted by the shareholders of the Merging Entity and the shareholders of the Surviving Corporation, Articles of Merger shall be sent for filing to the Secretary of State for the state of Idaho, and the merger shall become effective upon the filing thereof by said Secretary of State. The merger shall be deemed to be effective as of January 1, 2000. The constituent Business Entities shall do all other acts and things as shall be necessary according to the laws of the State of Idaho in order to effectuate the merger.

9. **Miscellaneous.** This Agreement and Plan of Merger may be terminated and the proposed merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement and Plan of Merger by the directors and shareholders of the Merging Entity or by the directors and shareholders of the Surviving Corporation if the directors and shareholders of the Merging Entity or the directors and shareholders of the Surviving Corporation duly adopt a resolution abandoning this Agreement and Plan of Merger.

The undersigned hereby declare, under penalty of perjury, that the foregoing instrument is the act and deed of the Business Entities and that the facts stated therein are true and correct.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the 1st day of January, 2000.

NORCO ENTERPRISES, INC.
an Idaho corporation

By: James A. Kuhn
Its: President / CEO

NORCO, INC.
an Idaho corporation

By: [Signature]
Its: PRESIDENT