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State of Idaho

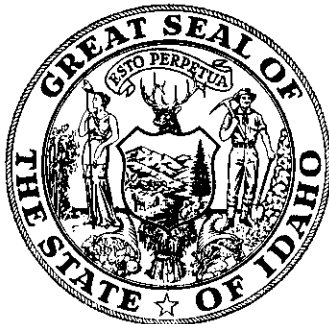
Department of State

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 Jaws, INC. into JONES INVESTMENT, INCORPORATED, 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: June 25, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Reeves*

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO
JONES INVESTMENT, INCORPORATED

Pursuant to §30-1-71 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation:

ARTICLE I.

The following Plan of Merger was approved by the stockholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act:

PLAN OF MERGER

This Plan of Merger dated effective January 1, 1993, by and between Jones Investment, Incorporated (hereafter referred to as "Jones") and Jaws, Inc. (hereafter referred to as "Jaws"), such corporations being hereafter collectively referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, Jones is a corporation duly organized and existing under the laws of the State of Idaho, having been incorporated on February 10, 1983, and having an authorized capital stock of one hundred (100) shares of common stock, one hundred dollars (\$100.00) par value, of which fifty (50) shares are issued and outstanding; and

WHEREAS, Jaws is a corporation duly organized and existing under the laws of the State of Idaho, having been incorporated on February 4, 1991, and having an authorized capital stock of ten thousand (10,000) shares of common stock, one dollar (\$1.00) par value, of which two hundred (200) shares are issued and outstanding; and

WHEREAS, the respective boards of directors of Jones and Jaws deem it advisable and in the best interests of the corporations that Jaws be merged with and into Jones as the Surviving Corporation, as authorized by the statutes of the State of Idaho under and pursuant to the terms and conditions therein set forth, and for the shares of capital stock of Jaws issued and outstanding at the Effective Date (as hereinafter defined) to be converted into shares of Jones stock, one hundred dollar

(\$100.00) par value, and each such board has duly approved this Plan of Merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, and for the purpose of setting forth the terms and conditions of the merger, the mode of carrying the same into effect, the manner and basis of converting the shares of each Constituent Corporation into shares of the Surviving Corporation, and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree as follows:

ARTICLE I.
MERGER AND NAME OF SURVIVING CORPORATION

At the Effective Date, as hereafter defined, Jaws shall be merged with and into Jones, which is hereby designated as the Surviving Corporation, and which shall not be a new corporation, but shall continue its corporate existence under the name of Jones Investment, Incorporated, a corporation to be governed under the laws of the State of Idaho, and shall continue to be named in and to maintain a registered office in the State of Idaho.

ARTICLE II.
TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

A. At the Effective Date:

1. The Constituent Corporations shall be a single corporation, which shall be Jones, the corporation designated herein as the Surviving Corporation.

2. The separate existence of Jaws shall cease.

3. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises, whether of a public or private nature, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation; and all and singular, the rights, privileges, powers and franchises of each Constituent Corporation, and all property, real, personal and mixed, and all debts due to either Constituent Corporation on whatever account, as well for stock subscriptions as all other things in action or

belonging to each Constituent Corporation shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually 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 Constituent Corporation shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of either Constituent Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

4. All corporate acts, plans, policies, contracts, approvals and authorizations of Jaws and its stockholders, Board of Directors, committees, elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Jaws.

5. The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of such Constituent Corporation subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

B. The number of members on the Board of Directors for the Surviving Corporation shall be not less than two, unless all the shares are owned beneficially and of record by less than two shareholders, in which case the number of directors shall be the same as the number of shareholders. The Board of Directors and the officers of the Surviving Corporation as of the Effective Date shall be:

Board of Directors

William G. Jones
Nancy E. Jones

Officers

President: William G. Jones
Secretary/Treasurer: Nancy E. Jones

ARTICLE III.
MANNER AND BASIS OF CONVERTING SHARES
AND RELATED PROVISIONS

The manner and basis of converting the issued and outstanding shares of each Constituent Corporation into shares of the Surviving Corporation and the mode of carrying the merger into effect are as follows:

A. Each share of Jaws stock outstanding at the effective date shall be converted into one (1) fully paid and non-assessable share of the surviving corporation without any action on the part of the holder thereof. After the effective date, each holder of an outstanding certificate or certificates, which had previously represented shares of stock in Jaws, shall be entitled to receive in exchange a certificate or certificates representing the number of whole shares of Surviving Corporation stock into or for which his shares have been converted or exchanged.

B. All shares of stock into which shares of Jaws stock shall have been converted pursuant to this Article III shall be issued in full satisfaction of all rights pertaining to such converted shares.

ARTICLE IV.
CERTIFICATE AND ARTICLES OF INCORPORATION AND BYLAWS

A. The Certificate and Articles of Incorporation of Jones as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the Certificate and Articles of Incorporation of the Surviving Corporation, as amended in accordance with this Plan of Merger and duly adopted Articles of Merger, until otherwise amended in the manner provided by law.

B. The Bylaws of J.I.C, as existing and constituted immediately prior to the effective date shall, upon the merger becoming effective, be and constitute the Bylaws of the Surviving Corporation until

amended in the manner as provided by the Articles of Incorporation.

ARTICLE V.
APPROVAL AND EFFECTIVE TIME OF THE MERGER

A. The merger shall be deemed effective as of January 1, 1993 (herein the "Effective Date").

B. This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Idaho.

C. The Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals effective the 1st day of January, 1993.

ARTICLE II.

As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares to each class entitled to vote as a class on such a plan are as follows:

<u>Name of Corporation</u>	<u>Shares Outstanding</u>	<u>Entitled to Vote</u>
Jones Investment, Incorporated	50	(no class voting)
Jaws, Inc.	200	(no class voting)

ARTICLE III.

As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, with no class voting, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Jones Investment, Inc.	50 shares	0
Jaws, Inc.	200 shares	0

DATED effective January 1, 1993.

JONES INVESTMENT, INCORPORATED

JAWS, INC.

By: William G. Jones
Its: President

By: William G. Jones
Its: President

By: Nancy E. Jones
Its: Secretary

By: Nancy E. Jones
Its: Secretary

STATE OF IDAHO)
: ss.
County of Kootenai)

On this 16th day of June, 1993, before me Deborah A. King, the undersigned Notary Public, personally appeared William G. Jones and Nancy E. Jones, known or identified to me to be the President and Secretary, respectively, of Jones Investment, Incorporated, the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

(SEAL)

Deborah A. King
Notary Public for Idaho
Residing at Coeur d'Alene
Commission Expires: 5/23/97

STATE OF IDAHO)
: ss.
County of Kootenai)

On this 16th day of June, before me Deborah A. King, the undersigned Notary Public, personally appeared William G. Jones and Nancy E. Jones, known or identified to me to be the President and Secretary of Jaws, Inc., the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

(SEAL)

Deborah A. King
Notary Public for Idaho
Residing at Coeur d'Alene
Commission Expires: 5/23/97

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VERIFICATION

STATE OF IDAHO)
 : ss.
County of Kootenai)

I, Janet D. Robnett, a notary public, do hereby certify that on this 22nd day of June, 1993, personally appeared before me William G. Jones who, being by me first duly sworn, declared that he is the President of Jones Investment, Incorporated, that he signed the foregoing document as President of the corporation, and that the statements therein are true.

Janet D. Robnett
Notary Public for Idaho
Residing at: Coeur d'Alene
Commission Expires: 4-26-97

VERIFICATION

STATE OF IDAHO)
 : ss.
County of Kootenai)

I, Janet D. Robnett, a notary public, do hereby certify that on this 22nd day of June, 1993, personally appeared before me William G. Jones who, being by me first duly sworn, declared that he is the President of Jaws, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Janet D. Robnett

Notary Public for Idaho
Residing at: Coeur d'Alene
Commission Expires: 4-26-97