

JOINT AGREEMENT OF MERGER  
of GEM FUEL CO., INC., an Idaho corporation, into  
A. H. SCHADE, INC., an Idaho corporation

THIS JOINT AGREEMENT, by and between the duly elected and acting Board of Directors of A. H. Schade, Inc., an Idaho corporation, the party of the first part herein, and the duly elected and acting Board of Directors of Gem Fuel Co., Inc., an Idaho corporation, the party of the second part herein;

WITNESSETH:

WHEREAS, the parties hereto are both corporations, organized and existing under the laws of the State of Idaho, and do desire to merge, to the effect that the party of the second part is merged into the party of the first part, under the laws of the State of Idaho made and provided for merger of domestic corporations, effective the 1st day of May, 1972.

The following agreement is signed by all of the members of the Board of Directors of the parties hereto. This agreement is to the effect that after the said merger, only one domestic corporation would be in existence, and that corporation would be A. H. Schade, Inc., an Idaho corporation.

The terms of the merger are that for 117 shares of the common stock of Gem Fuel Co., Inc., the stockholders are to receive 170 shares of the common stock of A. H. Schade, Inc.

It is mandatory that all of the stock of Gem Fuel Co., Inc., shall be delivered to A. H. Schade, Inc., in connection with the merger, and all of the same shall be subject to the rights of any dissenting stockholder, in the manner prescribed by law, but no dissent was timely made.

It is understood and agreed, as a material term and condition of this agreement, that the surviving corporation,

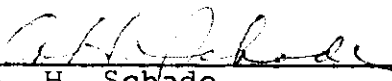
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A. H. Schade, Inc., an Idaho corporation, is to receive all of the assets of Gem Fuel Co., Inc., an Idaho corporation, and further that A. H. Schade, Inc., an Idaho corporation, is to assume all liabilities of Gem Fuel Co., Inc., an Idaho corporation, as of the date of this agreement.


This joint agreement is being presented to the shareholders of each corporation for ratification and vote, in the manner prescribed by law.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands, this 1st day of May, 1972.

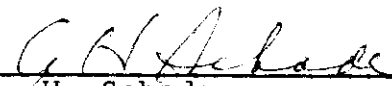
BOARD OF DIRECTORS OF A. H.  
SCHADE, INC.

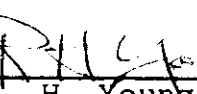
  
A. H. Schade

  
Wilma B. Schade

  
Russell Severn

BOARD OF DIRECTORS OF GEM FUEL  
CO., INC.

  
A. H. Schade

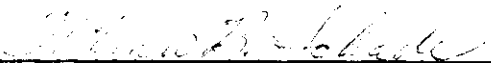
  
R. H. Young

  
Wilma B. Schade

CERTIFICATE

The undersigned, as secretary of Gem Fuel Co., Inc., an Idaho corporation, does hereby certify that the foregoing Joint Agreement of Merger of Gem Fuel Co., Inc., an Idaho corporation, into A. H. Schade, Inc., an Idaho corporation, was submitted to the shareholders of Gem Fuel Co., Inc., an Idaho corporation, at a meeting of such corporation, duly held at the offices of Schiller, Williams & Trabert, at 10:00 A.M., on Monday, the 1st day of May, 1972, after due notice thereof, and the said shareholders' meeting was attended by all shareholders. It was moved, seconded and unanimously carried that the corporation, by its shareholders, does adopt the said joint agreement of merger.

The undersigned, as secretary of Gem Fuel Co., Inc., an Idaho corporation, does so certify.

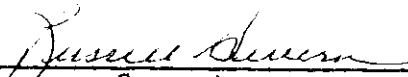
  
Secretary

(SEAL)

CERTIFICATE

The undersigned, as secretary of A. H. Schade, Inc., an Idaho corporation, does hereby certify that the foregoing Joint Agreement of Merger of Gem Fuel Co., Inc., an Idaho corporation, into A. H. Schade, Inc., an Idaho corporation, was submitted to the stockholders of A. H. Schade, Inc., an Idaho corporation, at a meeting of such corporation, duly held at the offices of Schiller, Williams & Trabert, at 10:00 A.M., on Monday, the 1st day of May, 1972, after due notice thereof, and the said shareholders' meeting was attended by all shareholders. It was moved, seconded and unanimously carried that the corporation, by its shareholders, does adopt the said joint agreement of merger.

The undersigned, as secretary of A. H. Schade, Inc., an Idaho corporation, does so certify.

  
Secretary

(SEAL)

CERTIFICATE

The foregoing JOINT AGREEMENT OF MERGER of GEM FUEL CO., INC., an Idaho corporation, into A. H. SCHADE, INC., an Idaho corporation, as adopted and certified, is hereby signed by the president and secretary of both of the said corporations so involved.

Dated at Nampa, Idaho, this 1st day of May, 1972.

A. H. SCHADE, INC.

By *A. H. Schade*  
Its President

Attest:

*Russell Severn*  
Its Secretary

(SEAL)

GEM FUEL CO., INC.

By *A. H. Schade*  
Its President

Attest:

*Russell Severn*  
Its Secretary

(SEAL)

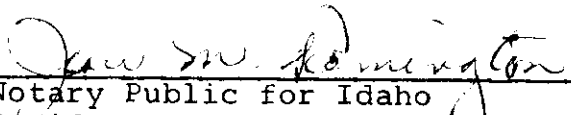
State of Idaho                    )  
                                      :        ss  
County of Canyon                )

On this 1st day of May, 1972, before me, the undersigned, a notary public in and for said State, personally appeared A. H. SCHADE and RUSSELL SEVERN, known to me to be the president and secretary, respectively, of A. H. SCHADE, INC., one of the corporations that executed the within and foregoing

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instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

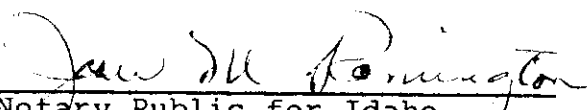
  
Notary Public for Idaho  
Residence: Nampa, Idaho

(SEAL)

State of Idaho                    )  
                                      :       ss  
County of Canyon                )

On this 1st day of May, 1972, before me, the undersigned, a notary public in and for said State, personally appeared A. H. SCHADE and WILMA B. SCHADE, known to me to be the president and secretary, respectively, of GEM FUEL CO., INC., one of the corporations that executed the within and foregoing instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
Notary Public for Idaho  
Residence: Nampa, Idaho

(SEAL)