

State of Idaho

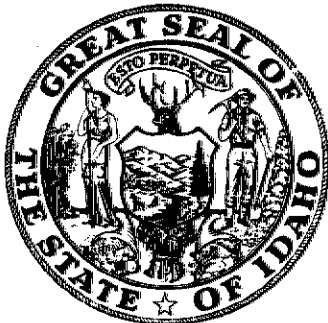
Department of State

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 FUTURA TITLE OF CANYON COUNTY CORPORATION, an Idaho corporation, file number C 100635 into FUTURA TITLE CORPORATION, an Idaho corporation, file number C 53962, duly executed 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: January 3, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herald*

ARTICLES OF MERGER
of
FUTURA TITLE CORPORATION
and
FUTURA TITLE OF CANYON COUNTY CORPORATION

JAN 3 2 10 PM '97
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-75 of the Idaho Business Corporation Act, the parent corporation named herein hereby adopts the following Articles of Merger for the purpose of merging its 100%-owned subsidiary corporation with and into the parent corporation.

1. The constituent corporations are Futura Title Corporation, an Idaho corporation ("Futura Title"), and Futura Title of Canyon County Corporation, an Idaho corporation ("Futura of Canyon County") (Futura Title and Futura of Canyon County are collectively referred to as the "Constituent Corporations"). Futura Title owns 100% of the outstanding capital stock of Futura of Canyon County.

2. The Agreement and Plan of Merger pursuant to which Futura of Canyon County will merge with and into Futura Title, as approved by the directors of Futura Title, is attached hereto as Exhibit A.

3. The number of shares of Futura of Canyon County outstanding is 100,000 shares of Common Stock, all of which are owned by Futura Title.

4. A copy of the Plan and Agreement of Merger was provided to the shareholders of Futura of Canyon County on December 31, 1996. Pursuant to Idaho Code § 30-1-75(c), the 30-day notice period has been waived by Futura Title Corporation, the sole shareholder of the subsidiary corporation.

5. The merger shall be effective at noon on January 1, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles as of this 31st day of December, 1996.

FUTURA TITLE CORPORATION,
an Idaho corporation

By: _____


Brent F. Lloyd, CEO

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Merger Agreement") is made as of December 31, 1996, by and between Futura Title Corporation, an Idaho corporation ("Futura Title" or "Parent Corporation") and Futura Title of Canyon County Corporation, an Idaho corporation ("Futura of Canyon County" or "Subsidiary Corporation"). Futura Title and Futura of Canyon County are referred to jointly as the Constituent Corporations in some sections of this Agreement.

RECITALS

A. The directors of the Parent Corporation deem it advisable and to the advantage of each corporation that Futura of Canyon County merge into Futura Title upon the terms and conditions provided in this Merger Agreement.

B. Futura Title owns 100% of the outstanding capital stock of Futura of Canyon County.

C. The Constituent Corporations intend the merger to be a reorganization within the meaning of IRC §368(a)(1)(A).

Now, Therefore, the parties adopt the following plan of reorganization:

AGREEMENT

1. Merger of Constituent Corporations

1.1 **Merger.** Futura of Canyon County shall be merged with and into Futura Title (the "Merger"), and Futura Title shall be the surviving corporation ("Surviving Corporation"), effective at noon on January 1, 1997 (the "Effective Date").

1.2 **Succession.** On the Effective Date, Futura Title shall continue its corporate existence under the laws of the State of Idaho, and the separate existence and corporate organization of Futura of Canyon County, except insofar as it may be continued by operation of law, shall be terminated and cease.

1.3 **Transfer of Assets and Liabilities.** On the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, and franchises of each of the Constituent Corporations; all property belonging to Futura of Canyon County shall be transferred to and vested in the Surviving Corporation without further act or deed; the Surviving Corporation shall be responsible for all liabilities of each of the Constituent Corporations; all in the manner and with the effect set forth in Idaho Code § 30-1-76.

2. Articles of Incorporation, Bylaws, Directors, and Officers

At the Effective Date:

2.1 Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of Futura Title in effect on the Effective Date shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation.

2.2 Directors. The directors of Futura Title immediately preceding the Effective Date shall continue to be the directors of the Surviving Corporation until the expiration of their terms and until their successors are elected and qualified.

2.3 Officers. The officers of Futura Title immediately preceding the Effective Date shall continue to be the officers of the Surviving Corporation to serve at the pleasure of its Board of Directors.

3. Manner and Basis of Converting Shares

On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, (i) each share of Common Stock of Futura Title shall remain issued and outstanding without change, and (ii) each share of Common Stock of Futura of Canyon County, all of which are owned by Futura Title, shall be canceled.

4. Miscellaneous

4.1 Further Assurances. From time to time, and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Futura of Canyon County such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to conform of record or otherwise, in the Surviving Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Futura of Canyon County and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Futura of Canyon County or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 Abandonment or Deferral. At any time before the Effective Date, this Merger Agreement may be terminated and the Merger may be abandoned by the Board of Directors of Futura Title, or the consummation of the Merger may be deferred for a reasonable period


of time if, in the opinion of the Board of Directors of Futura Title, such action would be in the best interest of the Constituent Corporations. In the event of termination of this Merger Agreement this Merger Agreement shall become void and of no effect and there shall be no liability on the part of either Constituent Corporation or its Board of Directors or shareholders with respect thereto.

4.3 Counterparts. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

4.4 Governing Law. This Agreement and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Idaho.

IN WITNESS WHEREOF, the parties have caused this Merger Agreement to be executed as of the date first above written.

FUTURA TITLE CORPORATION,
an Idaho corporation

By: 
Brent F. Lloyd, CEO

FUTURA TITLE OF CANYON COUNTY CORPORATION,
an Idaho corporation

By: 
Brent F. Lloyd, CEO