

State of Idaho

Department of State.

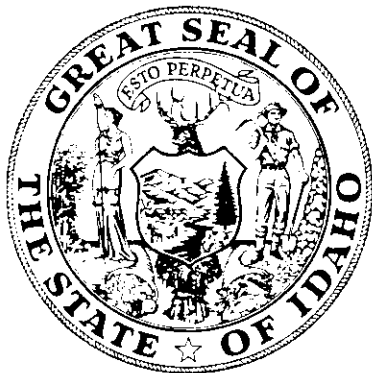
CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of merger of CH. INC.

into CHANDLER CORPORATION,
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 January 31, 1930.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF MERGER

JAN 31 10 22 AM '80

SECRETARY OF STATE
MC, INC.

INTO

CHANDLER CORPORATION

Pursuant to the provisions of Sections 30-1-75 and 30-1-77 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Merger for the purpose of merging a subsidiary corporation into the undersigned as the surviving corporation:

FIRST: The subsidiary corporation to be merged into the undersigned parent corporation is incorporated under the laws of Kansas, and the laws of such jurisdiction permit such a merger.

SECOND: The following Plan of Merger was approved by the board of directors of the undersigned, as the surviving corporation, in the manner prescribed by the Idaho Business Corporation Act, and was authorized and approved in the manner prescribed by the laws of Kansas, the jurisdiction under which the subsidiary corporation is organized:

Plan and Agreement of Merger of
MC, Inc. into Chandler Corporation

1. The names of the constituent corporations are MC, Inc. (MC), a Kansas corporation, and Chandler Corporation, an Idaho corporation.

2. The name of the surviving corporation is Chandler Corporation (Chandler), an Idaho corporation.

3. MC shall be merged into Chandler, which shall be the surviving corporation, such merger to be effective on February 1, 1980.

4. The manner and basis of converting the shares of each constituent corporation into the shares, bonds or other securities of the surviving corporation, or the cash or other consideration to be paid or delivered in exchange for shares of the constituent corporations, are as follows:

Upon the effectiveness of the merger:

(a) The outstanding shares of Chandler shall not be changed;

(b) Each issued and outstanding common share of MC held by Chandler shall be cancelled;

(c) Each issued and outstanding common share of MC not held by Chandler shall forthwith be converted to \$1.25 per share; and

(d) All common shares of MC held in its Treasury, if any, shall be cancelled and no cash paid in lieu thereof.

5. After the effective date of the merger, each holder, other than Chandler, of an outstanding certificate or certificates theretofore representing MC common shares, may surrender the same, and thereafter shall be entitled to receive in exchange therefor \$1.25 per share. Until so surrendered, each outstanding certificate which prior to the effective date of the merger represented common shares of MC, shall be deemed for all corporate purposes to evidence a right to receipt of \$1.25 per share.

6. Anything herein to the contrary notwithstanding, this Plan of Merger may be terminated and abandoned at any time prior to the filing of the Articles of Merger.

shares of each class owned by the surviving corporation
are as follows:

<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of shares Owned by Surviving Corporation</u>
MC, Inc.	764,103	Common	713,583

DATED: January 23, 1980.

CHANDLER CORPORATION

By David W. Light
David W. Light, President
and
By J. Steven Broadhead
J. Steven Broadhead, Secretary

STATE OF IDAHO)
) ss.
County of Ada)

I, Margaret A. Dwyer, a notary public, do hereby
certify that on this 23rd day of January, 1980, personally
appeared before me David W. Light, who, being by
me first duly sworn, declared that he is the President of
Chandler Corporation, that he signed the foregoing document
as President of the corporation, and that the statements
therein contained are true.

Margaret A. Dwyer
Notary Public in and for Idaho
Residing at Boise.

STATE OF IDAHO)
) ss.
County of Ada)

I, Margaret A. Dwyer, a notary public, do hereby
certify that on this 23rd day of January, 1980, personally
appeared before me J. Steven Broadhead, who, being by me
first duly sworn, declared that he is the Secretary of
Chandler Corporation, that he signed the foregoing document

as Secretary of the corporation, and that the statements therein contained are true.

Margaret A. Dwyer
Notary Public in and for Idaho
Residing at Boise.