

MERGER AGREEMENT MERGING ROBERTSON WHOLESALE, INC.
AN IDAHO CORPORATION INTO ROBERTSON SUPPLY, INC.
AN IDAHO CORPORATION

THIS AGREEMENT, Made and entered into on the 30th day of
December, 1975, between ROBERTSON WHOLESALE, INC., a corporation
organized and existing under the laws of the State of Idaho, having its
principal office at Nampa, County of Canyon, State of Idaho, and ROBERTSON
SUPPLY, INC., a corporation organized and existing under the laws of the
State of Idaho, having its principal office and place of business at Nampa,
County of Canyon, State of Idaho:

R E C I T A L S

1. The total number of shares of stock which ROBERTSON SUPPLY, INC.
is authorized to issue is 10,000 shares of the par value of \$10.00 each per
share, all of equal classification without priority, one over the other,
and fully paid and non-assessable.

2. The total number of shares of stock which Robertson Wholesale,
Inc. is authorized to issue is 10,000 shares of the par value of \$10.00
each per share, all of equal classification, without priority, one over the
other, and fully paid and non-assessable.

3. The Boards of Directors of the respective corporations deem it
desirable and in the best interests of the corporations and their shareholders
that Robertson Wholesale, Inc. be merged into Robertson Supply, Inc.

FOR THE REASONS SET FORTH ABOVE, AND IN CONSIDERATION OF THE MUTUAL
COVENANTS AND PROMISES OF THE PARTIES HERETO the constituent corporations
agree, pursuant to 30-152 Idaho Code, that ROBERTSON WHOLESALE, INC. shall
be merged into ROBERTSON SUPPLY, INC., as a single corporation; and the
parties hereto hereby agree to and prescribe the terms and conditions of
such merger, the method of carrying it into effect, and the manner of con-
verting the shares of Robertson Wholesale, Inc., into shares or other
securities of Robertson Supply, Inc. as follows:

SECTION 1.

ROBERTSON SUPPLY INC. TO BE SURVIVING CORPORATION

Robertson Wholesale, Inc., shall be merged into Robertson Supply, Inc.,

1 and the corporate existence of Robertson Wholesale, Inc. shall cease and the
2 corporate existence of Robertson Supply, Inc. shall continue under the name
3 of Robertson Supply, Inc., and Robertson Supply, Inc., shall become the owner
4 without other transfer of all the rights and property of the constituent
5 corporations and Robertson Supply, Inc., shall become subject to all the debts
6 and liabilities of the constituent corporations in the same manner as if
7 Robertson Supply, Inc., had itself incurred them.

8 SECTION 2.

9 PRINCIPAL OFFICE

10 The principal office of Robertson Supply, Inc., shall remain the
11 principal office of the corporation following this merger, with its address
12 as Post Office Drawer R, Nampa, Idaho.

13 SECTION 3.

14 OBJECTS AND PURPOSES

15 The nature of the business and the objects and purposes proposed
16 to be transacted, promoted, and carried on by the corporation following the
17 merger are as follows:

- 18 A. To operate, carry on, and maintain the business of buying
19 and selling any and all types, makes and kinds of plumbing
20 equipment, plumbing fixtures, hardware and machinery, and
21 in general to merchandise at wholesale or retail any and
all types, makes and kinds of goods, wares, and merchandise,
and to carry on such business with all of its interrelated
or allied aspects.
- 22 B. Generally to do any and all things necessary or proper, to
23 carry on the business of the corporation, and to enter into,
24 make, perform, and carry out contracts, leases, and franchises
25 of every kind and nature relating to or connected with the
26 business or any phase thereof in which the corporation may
27 be or is from time to time engaged upon, and to do everything
28 necessary, proper, or useful for the accomplishment of the
29 objectives and principals enumerated and set forth in the
30 articles of incorporation of Robertson Supply, Inc., hereto-
fore filed as Instrument No. 37696 in the office of the
Secretary of State of the State of Idaho on the 9th day of
August, 1966, under the original name of Mobile Home
Suppliers, Inc., which articles were subsequently amended
to change the name of the corporation to Robertson Trailer
Supply, Inc., which articles were again subsequently
amended on the 31st day of August, 1972, to change the
name of said corporation to Robertson Supply, Inc.

31 That the articles of incorporation of Robertson Supply, Inc.,
32 as originally filed and amended in the office of the Secretary of State of the

1 State of Idaho shall, on the effective date of the merger be and are adopted
2 as the articles of incorporation of the surviving corporation, Robertson
3 Supply, Inc.

4 **SECTION 4.**

5 **BY-LAWS**

6 The present By-Laws of Robertson Supply, Inc., insofar as not in-
7 consistent with this agreement of merger, shall be the By-Laws of the corpora-
8 tion following the merger until altered, amended, or repealed as therein
9 provided.

10 **SECTION 5.**

11 **NAMES AND ADDRESSES OF DIRECTORS**

12 The names and addresses of the persons who shall constitute the
13 Board of Directors of Robertson Supply, Inc., following merger, and who
14 shall hold office until the first annual meeting of the shareholders of
15 Robertson Supply, Inc., following merger, are as follows:

16 TOM MALSON, P.O. Drawer R, Nampa, Idaho

17 W. F. MILLER, Idaho Building, Boise, Idaho

18 HAROLD L. RYAN, P.O. Box 587, Weiser, Idaho

19 **SECTION 6.**

20 **METHOD OF CONVERTING SHARES**

21 Immediately upon this agreement of merger becoming effective, the
22 shares of the constituent corporations shall, without any other action on
23 the part of the respective holders thereof, become and be converted into
24 shares of stock of Robertson Supply, Inc., on a one-to-one basis, wherein
25 the outstanding stock of Robertson Wholesale, Inc., shall be endorsed over
26 to Robertson Supply, Inc., and an equal number of endorsed shares of Robert-
27 son Supply, Inc., shall be issued to each shareholder so endorsing his shares
28 of Robertson Wholesale, Inc., to the extent that all outstanding shares of
29 Robertson Wholesale, Inc., shall be fully converted to equal shares in
30 Robertson Supply, Inc.

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SECTION 7.

SUBMISSION TO STOCKHOLDERS

EFFECTIVE DATE

This agreement shall be submitted to the stockholders of the constituent corporations in the manner provided by Section 30-152 Idaho Code, and if the votes of stockholders of each such corporation representing two-thirds of the voting power of all shareholders of each corporation, shall be in favor of the adoption of this agreement, it shall take effect as the agreement of merger of the constituent corporations on the date on which it is filed in the office of the Secretary of State of the State of Idaho, Boise, Idaho, together with the evidence of its adoption as required by law.

IN WITNESS WHEREOF, the Directors of ROBERTSON SUPPLY, INC., and the Directors of ROBERTSON WHOLESALE, INC., have executed this agreement under their respective corporate seals on the day and year first hereinabove written

ROBERTSON SUPPLY, INC.

Tom Malson
TOM MALSON President

W. F. Miller
W. F. MILLER Treasurer

Harold L. Ryan
HAROLD L. RYAN Secretary
DIRECTORS

ROBERTSON WHOLESALE, INC.

Tom Malson
TOM MALSON President

W. F. Miller
W. F. MILLER Treasurer

Harold L. Ryan
HAROLD L. RYAN Secretary
DIRECTORS

STATE OF IDAHO)
County of Canyon) :ss

Before me, the undersigned, a notary public in and for the State of Idaho, personally appeared TOM MALSON, W. F. MILLER, and HAROLD L. RYAN, to me known to be the persons whose names are subscribed to the above and foregoing Merger Agreement and who executed the said Merger Agreement as President, Treasurer and Secretary, respectively, of ROBERTSON SUPPLY, INC.

1 and as Directors of said corporation, and severally acknowledged before me
2 that they executed the same as such officers and directors in the name of
3 and for and on behalf of the said corporation for the purposes therein expressed.

4 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
5 seal on the 30th day of December, 1975.

6
7 Freida Strong
8 Notary Public, State of Idaho
Residing at: Weiser Idaho

9 STATE OF IDAHO)
10 County of Canyon :SS

11 Before me, the undersigned, a Notary Public in and for the State of
12 Idaho, personally appeared TOM MALSON, W. F. MILLER, and HAROLD L. RYAN,
13 to me known to be the persons whose names are subscribed to the above and
14 foregoing Merger Agreement and who executed the said Merger Agreement as
15 President, Treasurer and Secretary, respectively, of ROBERTSON WHOLESALE, INC.,
16 and as Directors of said corporation, and severally acknowledged before me
17 that they executed the same as such officers and directors in the name of
18 and for and on behalf of the said corporation for the purposes therein
19 expressed.

20 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
21 seal on the 30th day of December, 1975.

22
23 Freida Strong
24 Notary Public, State of Idaho
Residing at: Weiser Idaho

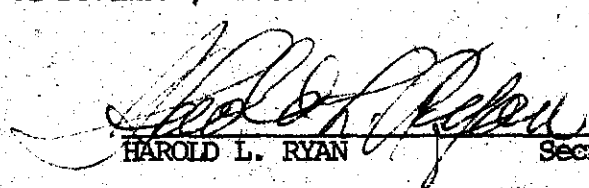
25 CERTIFICATE OF ADOPTION OF MERGER AGREEMENT

26 The undersigned, HAROLD L. RYAN, Secretary of ROBERTSON WHOLESALE, INC.,
27 a corporation heretofore organized and existing under the laws of the State
28 of Idaho having its principal place of business at Nampa, Canyon County,
29 State of Idaho, hereby certifies that a meeting was duly called of all of the
30 stockholders of ROBERTSON WHOLESALE, INC., on Tuesday, the 30th day of December
31 1975, at which time the foregoing Merger Agreement merging ROBERTSON WHOLESALE,
32 INC., an Idaho corporation, to ROBERTSON SUPPLY, INC., an Idaho corporation,

after resolution of the Board of Directors, was considered by the Stockholders;

WHEREUPON, it was moved, seconded and carried unanimously that the said Merger Agreement merging ROBERTSON WHOLESALE, INC., an Idaho corporation, into ROBERTSON SUPPLY, INC., an Idaho corporation, be adopted and that the Directors of the corporation and the President and Secretary have duly executed and acknowledged the adoption of said agreement.

IN WITNESS WHEREOF, I have hereunto set my signature and affixed the corporate seal this 30th day of December, 1975.


HAROLD L. RYAN

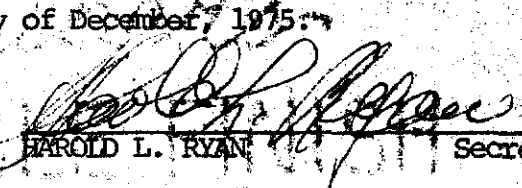
Secretary

CERTIFICATE OF ADOPTION OF MERGER AGREEMENT

The undersigned, HAROLD L. RYAN, Secretary for ROBERTSON SUPPLY, INC., a corporation heretofore organized and existing under the laws of the State of Idaho, having its principal place of business at Nampa, Canyon County, State of Idaho, hereby certifies that a meeting was duly called of all of the stockholders of ROBERTSON SUPPLY, INC., on Tuesday, the 30th day of December, 1975, at which time the foregoing Merger Agreement merging ROBERTSON WHOLESALE, INC., an Idaho corporation, into ROBERTSON SUPPLY, INC., an Idaho corporation, after resolution of the Board of Directors, was considered by the Stockholders;

WHEREUPON, it was moved, seconded and carried unanimously that the said merger agreement merging ROBERTSON WHOLESALE, INC., an Idaho corporation, into ROBERTSON SUPPLY, INC., an Idaho corporation, be adopted and that the Directors of the corporation and the President and Secretary have duly executed and acknowledged the adoption of said agreement.

IN WITNESS WHEREOF, I have hereunto set my signature and affixed the corporate seal on this the 30th day of December, 1975.


HAROLD L. RYAN

Secretary

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