

**ARTICLES OF MERGER OF WESTERN DEVELOPMENT ENTERPRISES, INC.,
INTO WESTERN DEVELOPMENT CORPORATION**

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation.

The following plan of merger was approved by the shareholders of each of the undersigned corporation in the manner prescribed by the Idaho Business Corporation Act

- A. Upon the adoption and approval of this merger by the respective shareholders of the constituent corporations, the facts shall be certified and articles of merger filed and recorded in the manner prescribed by the Idaho Business Corporation Act.
- B. The merger of Western Development Enterprises, Inc., into Western Development Corporation, shall become effective as of January 1, 2004. Such shall be referred to as the "merger date" and articles of merger shall be filed with the office of the Secretary of State of the state of Idaho.
- C. The corporation name of Western Development Corporation, the constituent corporation whose corporate existence is to survive this merger and continue thereafter as the surviving corporation, and its identity existence, purposes, powers, objects, franchises, rights, and annuities, shall continue unaffected and unimpaired by this merger.
- D. On the merger date, the separate existence of Western Development Enterprises, Inc., except insofar as continue by statute or as necessary to wind up the corporate affairs, shall cease.
- E. From and after the merger date, the present bylaws for Western Development

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SECRETARY OF STATE
STATE OF IDAHO

Corporation shall be and become the bylaws of the surviving corporation until they should be altered, amended, or repealed, or until new bylaws shall be adopted in accordance with the provisions of law.

- F. From and after the merger date, any stock redemption agreements by and between Western Development Enterprises, Inc., Western Development Corporation, and the shareholders thereof, heretofore entered, shall remain in full force and effect and shall be construed to apply to all shares of either corporation owned by the respective shareholders thereof.
- G. The number of directors of Western Development Corporation who shall hold office until their successors have been duly elected and qualified shall remain at three, and the same shall be A. LeRoy Atwood, Brian L. Atwood, and Connie M. Aman. The current officers of Western Development Corporation, to-wit, A. LeRoy Atwood as President, Brian L. Atwood as Vice-President, and Connie M. Aman, as Secretary-Treasurer, shall remain as the President, Vice President, and Secretary-Treasurer respectively, of Western Development Corporation following the merger.
- H. The first annual meeting date of the shareholders of Western Development Corporation after the merger date shall be the regularly scheduled annual meeting prior to the merger, and on a like date thereafter.
- I. The manner and basis of converting the shares of stock of Western Development Enterprises, Inc., into shares of stock of the surviving corporation, Western Development Corporation, are as follows:
 - a. It is understood that the issued and outstanding shares of Western

Development Enterprises, constitute 5,000 shares in the name of A. LeRoy Atwood. There shall be issued, 5,000 shares to A. LeRoy Atwood.

J. On the merger date all property, real, personal, and mixed, and all debts and liabilities now owned by Western Development Enterprises, Inc., shall be assumed by and belong to Western Development Corporation, as surviving corporation.

K. The registered agent of Western Development Corporation shall be A. LeRoy Atwood and the resident office of the corporation shall be 822 South 10th Avenue, Caldwell, ID 83605.

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

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
Western Development Enterprises, Inc	5,000	Common	All
Western Development Corporation	5,000	Common	All

As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to each class entitled to vote as a class, the number of shares as a class voted for and against the plan respectively are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Western Development Enterprises, Inc.	5,000	0

Western Development
Corporation

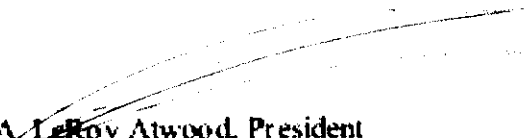
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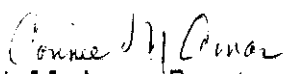
Dated this 29th day of December, 2003.

WESTERN DEVELOPMENT
ENTERPRISES, INC.

by


A. LeRoy Atwood, President

Attest

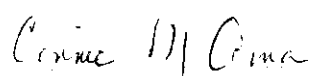

Connie M. Aman, Secretary

WESTERN DEVELOPMENT CORPORATION

by


A. LeRoy Atwood, President

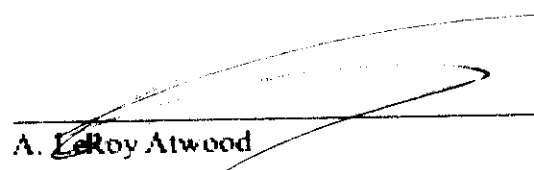
Attest


Connie M. Aman, Secretary

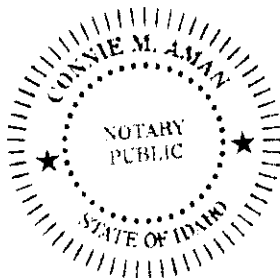
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COUNTY OF CANYON)

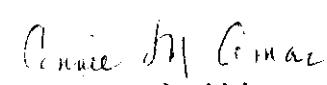
A. LEROY ATWOOD, being first duly sworn on oath, deposes and says:
That he is the President of Western Development Corporation, and the President of
Western Development Enterprises, Inc., and actively engaged in the management and
operation of said corporations

That he has read the above and foregoing Articles of Merger, knows the contents thereof
and believes the facts therein stated to be true and correct.


A. Leroy Atwood

SUBSCRIBED AND SWORN to before me, this 29th day of December, 2003.




Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 6/12/04