

# 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 \_\_\_\_\_  
COLUMBIA PAINT CO. a Montana corporation

into COLUMBIA PAINT CO. an Idaho corporation

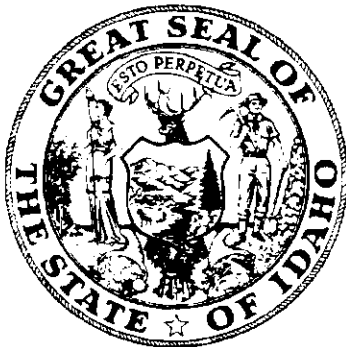
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of

Merger

Merger

Dated December 1, 1986



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Philip H. Stone*  
Corporation Clerk

ARTICLES OF MERGER

RECEIVED  
SEC. OF STATE  
86 DEC 1 8 09 58

TO: The Secretary of State of the State of Idaho

The undersigned corporations, pursuant to Section 30-1-74 of the Idaho Business Corporation Act, hereby execute in duplicate the following Articles of Merger:

1. The Plan of Merger is set out in the attached schedule.
2. The name of the Surviving Corporation shall be COLUMBIA PAINT CO., an Idaho corporation.
3. As to each of the undersigned corporations, the number of shares outstanding entitled to vote on such Plan, all such shares being common stock of one class, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Entitled to Vote</u>
Columbia Paint Co., an Idaho corporation	52,953
Columbia Paint Co., a Montana corporation	52,953

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan are as follows:

<u>Name of Corporation</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>
Columbia Paint Co., an Idaho corporation	52,953	-0-

Columbia Paint Co., a  
Montana corporation

50,222

-0-

DATED this 14<sup>th</sup> day of November, 1986.

COLUMBIA PAINT CO., an Idaho  
corporation

COLUMBIA PAINT CO., a Montana  
corporation

By

Hoyt H. Larison  
HOYT H. LARISON  
President

By

Hoyt H. Larison  
HOYT H. LARISON  
President

By

Eric L. Schmitt  
Secretary

By

Eric L. Schmitt  
Secretary

STATE OF Washington  
(P)

:ss

County of Spokane

HOYT H. LARISON, being first duly sworn on oath, deposes  
and says:

That I am the President of COLUMBIA PAINT CO., an Idaho  
corporation; that I have read the within and foregoing Arti-  
cles of Merger; know the contents thereof, and believe the  
same to be true.

Hoyt H. Larison  
HOYT H. LARISON

SUBSCRIBED AND SWORN TO before me this 14th day of  
November, 1986.

Janice K. Persons  
Notary Public, in and for the State  
of Idaho, residing at Spokane

Washington  
My Commission Expires Nov 1, 1988

STATE OF ~~IDAHO~~ <sup>Washington</sup> )  
County of Spokane : ss

HOYT H. LARISON, being first duly sworn on oath, deposes and says:

That I am the President of COLUMBIA PAINT CO., a Montana corporation; that I have read the within and foregoing Articles of Merger; know the contents thereof, and believe the same to be true.

Hoyt H. Larison  
HOYT H. LARISON

SUBSCRIBED AND SWORN TO before me this 14th day of November 1986.

Janice K. Parsons  
Notary Public, in and for the State  
of ~~Idaho~~, residing at Spokane  
Washington  
My Commission Expires Nov. 1, 1988

16C/TMK630407A

## PLAN OF REINCORPORATION AND MERGER

PLAN OF MERGER, dated the 14<sup>TH</sup> day of November 1966, between COLUMBIA PAINT CO., an Idaho corporation (herein sometimes referred to as the "Surviving Corporation"), and COLUMBIA PAINT CO., a Montana corporation.

### RECITALS

1. Columbia Paint Co. is a corporation organized and existing under and by virtue of the laws of the State of Idaho, having an authorized capitalization of ninety thousand (90,000) shares of common stock, without par value, of which fifty-two thousand nine hundred fifty-three (52,953) shares are presently outstanding, and

2. Columbia Paint Co. is a corporation organized and existing under and by virtue of the laws of the State of Montana, having an authorized capitalization of ninety thousand (90,000) shares of common stock, without par value, of which fifty-two thousand nine hundred fifty-three (52,953) shares are presently outstanding, and

3. The Boards of Directors of Columbia Paint Co., an Idaho corporation, and Columbia Paint Co., a Montana corporation, the parties hereto, deem it desirable and in the best interests of the corporations and their shareholders that a change in the state of organization and incorporation of Columbia Paint Co., a Montana corporation, be made and that a reincorporation be effectuated by merging Columbia Paint Co., a Montana corporation, into its wholly owned subsidiary, Columbia Paint Co., an Idaho corporation, pursuant to this Plan;

### PLAN

NOW, THEREFORE, in consideration of the promises and the mutual promises and covenants, and subject to the conditions herein set forth, the merging corporations agree as follows:

1. Columbia Paint Co. shall reincorporate in the State of Idaho, by Columbia Paint Co., a Montana corporation, merging with and into Columbia Paint Co., an Idaho corporation, which on occasion will be referred to as the "Surviving Corporation," since it shall survive the merger. Upon such merger, the separate corporate existence of Columbia Paint Co., a Montana corporation, shall cease and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the merged corporations. The Surviving Corporation shall become subject to all debts and liabilities of the merged corporation in the same manner as if the Surviving Corporation had itself incurred them.

2. The name of the Surviving Corporation shall be Columbia Paint Co. The purposes, Directors, shareholders, and the capital stock of the Surviving Corporation shall be identical with that of Columbia Paint Co., a Montana corporation.

3. The Articles and Bylaws of Columbia Paint Co. shall remain the same and not be affected or changed because of the merger except for nonsubstantive technical matters necessary in order to conform to Idaho law.

4. All shares of stock of Columbia Paint Co., a Montana corporation, shall be cancelled upon the merger. After the effective date of the merger, holders of certificates of common stock in the said corporation shall surrender them to the Surviving Corporation, or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. In return, each holder of shares of Columbia Paint Co., a Montana corporation, who surrenders such shares in accordance with the foregoing shall be issued the same number of shares with identical rights in Columbia Paint Co., an Idaho corporation.

5. This Plan of Merger shall be submitted to the shareholders of the merging corporations for their approval in the manner provided by the applicable laws of the State of Montana and Idaho. After approval by the vote of the holders of not less than two-thirds (2/3) of the issued and outstanding shares of each corporation entitled to vote thereon, Articles of Merger shall be filed as required by the laws of the States of Montana and Idaho, the merger being effective when the Articles of Merger are filed in the office of the Secretary of State of the States of Montana and Idaho, and respective Secretaries of States issue their Certificates of Merger thereto.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their respective officers thereunto duly authorized this 14<sup>TH</sup> day of November, 1992.

COLUMBIA PAINT CO., an  
Idaho corporation

COLUMBIA PAINT CO., a  
Montana corporation

By [Signature], President

By [Signature], President

"Surviving Corporation"

16C/TMK626501E,3