

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,

this OCT 15 1969


Secretary of State

By 
Assistant Secretary of State



ENDORSED
FILED

In the office of the Secretary of State
of the State of California

OCT 15 1969

FRANK M. JORDAN, Secretary of State
By C. OSCAR JOHNSON
Deputy

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER, made and entered into this 27th day of October, 1969, by and between ALUM-A-FORM COMPANY, a California corporation (herein sometimes referred to as the "Surviving Corporation"), and ALUM-A-FORM OF IDAHO, INC., an Idaho corporation (herein sometimes referred to as the "Subsidiary Corporation"),

W I T N E S S E T H :

WHEREAS, the Surviving Corporation is a corporation organized and existing under and by virtue of the laws of the State of California and having an authorized capitalization as follows: 10,000 shares of Common Stock, \$10.00 par value, of which 1,000 shares are issued and outstanding; and

WHEREAS, the Subsidiary Corporation is a corporation organized and existing under and by virtue of the laws of the State of Idaho and having an authorized capitalization as follows: 10,000 shares of Common Stock, \$10.00 par value, all of which shares are issued and outstanding and are owned beneficially and of record by the Surviving Corporation; and

WHEREAS, the respective Board of Directors of the Surviving Corporation and the Subsidiary Corporation deem it desirable and in the best interests of the corporations and their shareholders that the Subsidiary Corporation be merged into the Surviving Corporation;

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants, and subject to the

conditions herein set forth, the constituent corporations agree as follows:

1. The constituent corporations shall be merged into a single corporation by the Subsidiary Corporation merging into and with the Surviving Corporation which shall survive the merger, pursuant to the provisions of the Corporations Code of the State of California. Upon such merger, the separate corporate existence of the Subsidiary Corporation shall cease, and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and the Surviving Corporation shall become liable for all the debts and liabilities of the constituent corporations in the same manner as if the Surviving Corporation had itself incurred them.

2. The name of the Surviving Corporation shall be and remain ALUM-A-FORM COMPANY. The purposes, county where the principal office for the transaction of business shall be located, number of directors, and the capital stock of the Surviving Corporation shall be as appears in the Articles of Incorporation of the Surviving Corporation.

3. The By-Laws of the Surviving Corporation, as in effect on the effective date, shall be the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed or until new By-Laws are adopted as provided therein.

4. The persons who constitute the Board of Directors of the Surviving Corporation immediately preceding the effectiveness of the merger shall constitute the Board of Directors of the Surviving Corporation following the effectiveness of the merger, and shall serve

until their successors are duly elected and qualified, as provided in the By-Laws of the Surviving Corporation.

5. The shares of the Surviving Corporation outstanding on the effective date of the merger shall not be converted as a result of the merger, but shall remain outstanding as shares of the Surviving Corporation.

6. Forthwith, upon the effective date of the merger, the Common Shares of the Subsidiary Corporation then outstanding, including any shares held by the Subsidiary Corporation in its treasury, shall be surrendered to the Surviving Corporation for cancellation. Upon receipt of said shares, no shares or property or other consideration of the Surviving Corporation shall be issued or become issuable in respect thereof or be distributed.

7. This merger agreement shall be submitted to the respective shareholders of the constituent corporations for their approval, in the manner provided by the applicable laws of the State of California and the State of Idaho. After approval by the vote of the holders of not less than two-thirds of the issued and outstanding shares of each corporation, the agreement of merger shall be filed as required by the laws of the State of California and the State of Idaho.

8. The directors of either constituent corporation may, in their discretion, abandon this merger, subject to the rights of third parties under any contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

This Agreement of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed by their respective officers thereunto duly authorized and have caused their respective corporate seals to be impressed hereon the day and year first above written.

ALUM-A-FORM COMPANY,
a California corporation

By *Paul P. Sabon*
President

By *James W. Hall*
Secretary

[S E A L]

ALUM-A-FORM OF IDAHO, INC.,
an Idaho corporation

By *Paul P. Sabon*
President

2 By *Ramona A. Sabon*
Secretary

[S E A L]

STATE OF CALIFORNIA)
) SS.
COUNTY OF LOS ANGELES)

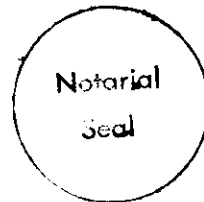
On October 8th, 1969, before me, the undersigned, a Notary Public in and for said State, personally appeared ROLAND R. SAHM, known to me to be the President, and JEWELL D. HALL, known to me to be the Secretary, of ALUM-A-FORM COMPANY, the Corporation that executed the within Instrument, known to me to be the persons who executed the within Instrument on behalf of the Corporation therein named, and acknowledged to me that such Corporation executed the within Instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

Signature _____

Name (Typed or Printed)

(Notarial Seal)



STATE OF CALIFORNIA)
) SS.
COUNTY OF LOS ANGELES)

On October 8th, 1969, before me, the undersigned, a Notary Public in and for said State, personally appeared ROLAND R. SAHM, known to me to be the President, and RAMONA A. SAHM, known to me to be the Secretary of ALUM-A-FORM OF IDAHO, INC., the Corporation that executed the within Instrument, known to me to be the persons who executed the within Instrument on behalf of the Corporation therein named, and acknowledged to me that such Corporation executed the within Instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

Signature _____

Name (Typed or Printed)

(Notarial Seal)



CERTIFICATE OF MERGER

We, the undersigned, ROLAND R. SAHM and RAMONA A. SAHM, and each of us, do hereby certify that we are, and at all times herein mentioned have been, respectively, the President and Secretary of ALUM-A-FORM OF IDAHO, INC., an Idaho corporation, and do hereby further certify and state as follows:

1. That on the 1st day of October, 1969, at the hour of 9:15 o'clock A.M. at 17905 South Broadway, in the City of Gardena, State of California, there was duly held a special meeting of the Board of Directors of Alum-A-Form of Idaho, Inc.

2. That at said meeting the following resolutions approving the terms and conditions of the Agreement of Merger between Alum-A-Form Company, a California corporation, and Alum-A-Form of Idaho, Inc., an Idaho corporation, were adopted by the Board of Directors.

"WHEREAS, there has been presented to and discussed at this meeting of the Board of Directors of Alum-A-Form of Idaho, Inc., an Idaho corporation, a proposed agreement providing for the merger of Alum-A-Form of Idaho, Inc. with and into Alum-A-Form Company, a California corporation, a true copy of the form of which the Secretary is hereby directed to insert in the Minute Book of this corporation immediately following the minutes of this meeting; and

"WHEREAS, it is deemed to be in the interests of this corporation and its shareholders that this corporation enter into the said merger;

"NOW, THEREFORE, BE IT RESOLVED, that the merger of Alum-A-Form of Idaho, Inc., an Idaho corporation, with and into Alum-A-Form Company, a California corporation, as set forth in said

proposed agreement, and the terms and conditions of the proposed agreement and the mode of carrying them into effect, including, but not limited to, the fact that no additional shares of the surviving corporation are to be issued upon the effectiveness of said merger are hereby adopted and approved; and

"BE IT FURTHER RESOLVED, that the President or any Vice President and the Secretary or any Assistant Secretary of this corporation be, and they hereby are, authorized and directed to execute all documents and to take such action as may be deemed to be necessary and advisable to carry out and accomplish the purposes of these resolutions."

3. The authorized number of Directors is three; two Directors voted affirmatively for such resolutions and such number of Directors constituted a quorum for the conduct of business by the corporation according to the corporation's By-Laws.

4. That on the 1st day of October, 1969, at the hour of 10:00 o'clock A.M. at 17905 South Broadway, in the City of Gardena, State of California, there was duly held a special meeting of the Shareholders of said corporation, and that at said meeting the terms and conditions of the agreement were approved by the vote of the holders of 10,000 shares of said corporation's Common Stock, constituting the vote of not less than two-thirds (2/3) of the issued and outstanding shares of each class, regardless of limitation or restriction on the voting power thereof.

5. That said corporation has only one class of authorized shares of capital stock and that the total number of outstanding shares of such stock is 10,000.

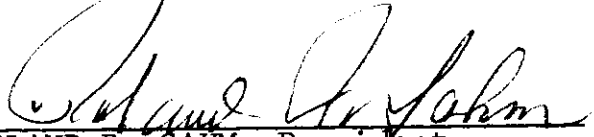
6. That notice of the time, place and purposes of said meeting of Shareholders was waived pursuant to California Corporations Code Section 2209.

7. That the surviving corporation is to be Alum-A-Form Company, which corporation shall survive the merger under and pursuant to the laws of the State of California.

8. That the agreement for merger of this corporation with Alum-A-Form Company filed with the Secretary of State concurrently with this Certificate, pursuant to Section 4113 of the California Corporations Code, is the agreement hereinabove referred to and sets forth the terms and conditions approved by said resolution of Directors and vote of Shareholders.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger on this 1st day of October, 1969.

ALUM-A-FORM OF IDAHO, INC.,
an Idaho corporation

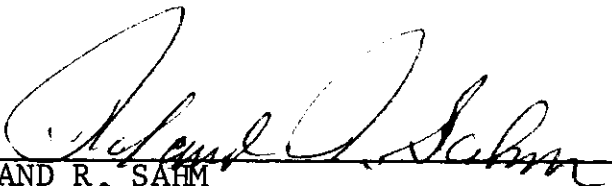
By 
ROLAND R. SAHM, President

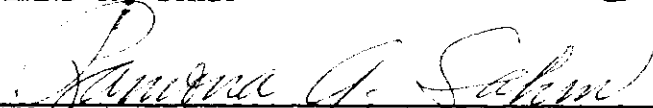
By 
RAMONA A. SAHM, Secretary

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)


ROLAND R. SAHM and RAMONA A. SAHM, being first
duly sworn, depose and say:

That they are the President and Secretary, re-
spectively, of ALUM-A-FORM OF IDAHO, INC., an Idaho
corporation; that they have read the foregoing Certificate
of Merger; and that the matters set forth in said Certi-
ficate of Merger are true of their own knowledge.


ROLAND R. SAHM


RAMONA A. SAHM

SUBSCRIBED and SWORN to before me
this 8th day of October, 1969.


Notary Public in and for said
County and State.
Ex. Comm. No. 10000, 10/21/1970

(S E A L)