

# State of Idaho

Office of the Secretary of State

**CERTIFICATE OF WITHDRAWAL  
OF  
REM-INC.**

**File Number C 184985**

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that Application for Certificate of Withdrawal from this State, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate of the Application for such Certificate.

Dated: July 22, 2011



*Ben Yursa*  
SECRETARY OF STATE

By *Sheryl Decker*

**STATEMENT OF MERGER  
OF  
REM-INC.,  
a Washington corporation,  
AND  
RECYCLING EQUIPMENT MANUFACTURING, INC.,  
an Idaho corporation**

11 JUL 14 AM 8:34

SECRETARY OF STATE  
STATE OF IDAHO

TO: THE SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to the provisions of the *Idaho Entity Transactions Act* § 30-18 Part 2, the undersigned corporation hereby submits the following Statement of Merger for filing for the purpose of merging REM-INC, a Washington corporation (“Merging Entity”), with and into RECYCLING EQUIPMENT MANUFACTURING, INC., an Idaho corporation (“Surviving Entity”).

**ARTICLE I.**

The Plan of Merger of REM-INC., a Washington corporation, into RECYCLING EQUIPMENT MANUFACTURING, INC., an Idaho corporation, is attached as Exhibit “A.”

**ARTICLE II.**

The merger was duly approved by the shareholders of REM-INC., a Washington corporation, and RECYCLING EQUIPMENT MANUFACTURING, INC., an Idaho corporation, pursuant to *Idaho Entity Transactions Act* § 30-18-203 and *Washington Business Corporation Act* § 23B.11.030.

**ARTICLE III.**

The effective time and date of this merger herein provided for shall be 12:01 a.m.,

July 7, 2011.

IDAHO SECRETARY OF STATE  
07/14/2011 05:00  
CK: 38670 CT: 86397 BH: 1282452  
1 @ 30.00 = 30.00 MERGER # 2



# APPLICATION FOR CERTIFICATE OF WITHDRAWAL

11 JUL 22 AM 9:14

(Instructions on back of application)

SECRETARY OF STATE  
STATE OF IDAHO

To the Secretary of State of Idaho

Pursuant to Section 30-1-1520, Idaho Code, the undersigned Corporation hereby applies for a certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is:

REM-INC.

The name which it used in Idaho is:

REM-INC.

2. It is incorporated under the laws of Washington

3. It is not transacting business in the State of Idaho.

4. It hereby surrenders its authority to transact business in said state.

5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.

6. The post office address to which process against the corporation may be mailed is:

367 Shannon Lane, Priest River, Idaho 83856.

7. It agrees to notify the Secretary of State of the State of Idaho of any change to the address in Item 6.

Signature Mark T. Blankenship

Typed Name Mark T. Blankenship

Capacity President

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

Web Form

IDAHO SECRETARY OF STATE  
07/22/2011 05:00  
CK: 38989 CT: 86397 BH: 1283620  
1 @ 20.00 = 20.00 FOR WITHDR # 2

C184985

DATED this 7<sup>th</sup> day of July, 2011.

**REM-INC., a Washington corporation**

By *Mark Blankenship*  
MARK BLANKENSHIP, President

**RECYCLING EQUIPMENT MANUFACTURING,  
INC., an Idaho corporation**

By *Mark Blankenship*  
MARK BLANKENSHIP, President

EXHIBIT A

## PLAN OF MERGER

PLAN OF MERGER adopted by REM-INC., a business corporation organized under the laws of the State of Washington, by resolution of its Board of Directors on May 19, 2011, and adopted by RECYCLING EQUIPMENT MANUFACTURING, INC., a business corporation organized under the laws of the State of Idaho, by resolution of its Board of Directors on May 19, 2011.

1. REM-INC., a Washington corporation, and RECYCLING EQUIPMENT MANUFACTURING, INC., an Idaho corporation, shall, pursuant to the provisions of the *Idaho Entity Transactions Act*, be merged with and into a single corporation, to wit, RECYCLING EQUIPMENT MANUFACTURING, INC., an Idaho corporation, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the *Idaho Entity Transactions Act*. The separate existence of REM-INC., a Washington corporation, which is sometimes hereinafter referred to as the "Non-Surviving Corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the *Washington Business Corporation Act*.
2. The laws of the State of Idaho shall govern the Surviving Corporation.
3. The name of the Surviving Corporation shall be RECYCLING EQUIPMENT MANUFACTURING, INC.
4. The address of the registered office of the Surviving Corporation shall be 367 Shannon Lane, Priest River, Idaho 83856.
5. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of said Surviving Corporation at the effective time and date of the merger; and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions contained therein.
6. The Bylaws of the Surviving Corporation will be the Bylaws of said Surviving Corporation at the effective time and date of the merger and will continue in full force and effect until changed, altered, or amended in the manner prescribed by the provisions contained therein.
7. The directors and officers in office of the Surviving Corporation shall, when the merger takes effect, be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.
8. Each issued share of the Non-Surviving Corporation shall, at the effective time and date of the merger, be converted into one (1) share of the Surviving Corporation. The issued

shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which issued when the merger takes effect shall continue to represent one issued share of the Surviving Corporation.

9. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Non-Surviving Corporation, pursuant to the provisions of the *Washington Business Corporation Act*, and the shareholders of the Surviving Corporation, pursuant to the provisions of the *Idaho Entity Transactions Act*, for their approval or rejection.

10. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Non-Surviving Corporation and by the shareholders entitled to vote of the Surviving Corporation, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of Washington and Idaho, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

11. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Plan of Merger has been adopted by the undersigned corporations as of this 19 day of May, 2011.

REM-INC., a Washington Corporation

By Mark Blankenship  
MARK BLANKENSHIP, President

RECYCLING EQUIPMENT MANUFACTURING,  
INC., an Idaho corporation

By Mark Blankenship  
MARK BLANKENSHIP, President