

FILED**STATEMENT OF MERGER**

2009 DEC 30 PM 12: 07

OF

SECRETARY OF STATE
STATE OF IDAHO**CRUSHING HOLDING, INC.,**
an Idaho corporation

and

EUCON CORPORATION,
an Idaho corporation

Pursuant to the Idaho Entity Transaction Act, CRUSHING HOLDING, INC., an Idaho corporation ("CHI"), and EUCON CORPORATION, an Idaho corporation ("Eucon"), for the purpose of effecting a merger of CHI and Eucon, with the surviving corporation of the merger being Eucon, adopt the following Statement of Merger:

ARTICLE 1

a) Plan of Merger. The plan of merger is the Plan of Merger between CHI (a corporation organized in Idaho) and Eucon (a corporation organized in Idaho), attached hereto as Exhibit A and by this reference incorporated herein.

ARTICLE 2

a) Shareholder Approval. Shareholder approval of the Plan of Merger was required. The merger was duly approved by the shareholders of both CHI and Eucon.

ARTICLE 3

a) Outstanding Shares. CHI has outstanding two hundred twenty-eight and eighty-four hundredth (228.84) shares of capital stock entitled to vote upon the Plan of Merger. Eucon has outstanding one hundred sixty-two thousand eight hundred eighty-two (162,882) shares of capital stock entitled to vote on the Plan of Merger.

b) Shares Voted. The shareholders of CHI approved the Plan of Merger by executing and delivering a unanimous written consent, and all shares were voted for the Plan of Merger and no shares were voted against the Plan of Merger. The shareholders of Eucon approved the Plan of Merger by executing and delivering a unanimous written consent, and all shares were voted for the Plan of Merger and no shares were voted against the Plan of Merger.

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IDAHO SECRETARY OF STATE
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ARTICLE 4

a) Effective Date. The merger shall be effective upon the later of the filing of this Statement of Merger with the Secretary of State, or January 1, 2010.

We, the undersigned officers of CHI and Eucon declare under penalties of perjury that we have examined this Statement of Merger and to the best of our knowledge and believe they are true, correct and complete.

DATED this 29th day of Oct, 2009.

CRUSHING HOLDING, INC.,
an Idaho corporation

EUCON CORPORATION
an Idaho corporation

By: Brian W. DeAtley
Brian DeAtley, President

By: Brian W. DeAtley
Neil DeAtley, President

Person to contact regarding this filing:

Michael W. Bortz, Esq.
(360) 696-3312.

EXHIBIT A**PLAN OF MERGER**

OF

CRUSHING HOLDING, INC.,
an Idaho corporation

and

EUCON CORPORATION,
an Idaho corporation**PARTIES:****CRUSHING HOLDING, INC.,**
an Idaho corporation
4307 Snake River Avenue
Lewiston, Idaho 83501
(hereinafter referred to as "CHI")**EUCON CORPORATION,**
an Idaho corporation
4418 E. 8th Avenue
Spokane Valley, Washington 99212
(hereinafter referred to as "Eucon")**RECITALS:**

A. CHI is an Idaho corporation organized in 2009 to engage in the business of ownership of rock crushing related businesses. CHI has authorized capital stock of fifty thousand (50,000) shares of voting common stock, of which as of December 29, 2009 two hundred twenty-eight and eighty-four hundredth (228.84) shares are duly issued and outstanding.

B. Eucon is an Idaho corporation organized in 1973 to engage in the business of rock and aggregate product related businesses. Eucon has authorized capital stock of two hundred fifty thousand (250,000) shares of voting common stock, of which as of December 29, 2009 one hundred sixty-two thousand eight hundred and eighty-two (162,882) shares are duly issued and outstanding.

C. The Board of Directors of CHI and the Board of Directors of Eucon have each deemed it advisable and to the advantage and welfare of each corporation and their respective shareholders to merge their operations through a statutory merger in a tax-free reorganization of the two corporations pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended or succeeded (the "Code").

NOW THEREFORE, in consideration of the mutual covenants and agreements contained herein, the parties agree as follows:

PLAN OF MERGER - 1

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- 1). **Merger.** On the Effective Date, CHI shall be merged with and into Eucon. The separate existence of CHI shall cease, and both CHI and Eucon shall be a single corporation under the name of Eucon (Surviving Corporation).
- 2). **Effective Date.** The merger of CHI and Eucon shall become effective on the later of the filing of the Articles of Merger with the Secretary of State for the State of Idaho on January 1, 2010. The date which is the later of these two dates shall be referred to as the "Effective Date" herein.
- 3). **Terms and Conditions.** The title to property owned by each corporation shall be vested in the Surviving Corporation without reversion or impairment. The Surviving Corporation shall assume all liabilities and obligations of each corporation. Any proceeding pending against any corporation party to the merger may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for CHI. The holders of shares of each corporation party to the merger shall be entitled only to such rights as may be provided for herein, in the Articles of Merger prepared pursuant to this Plan of Merger, under applicable law.
- 4). **Conditions of Merger.** This Plan of Merger is conditioned upon the approval by the holders of not less than two-thirds (2/3) of the issued and outstanding shares of common stock entitled to vote thereon of each corporation and by a majority of the Board of Directors of each corporation.
- 5). **Conversion of Shares.** On the Effective Date of the merger, each issued and outstanding share of common stock of CHI shall be converted into three hundred and twelve (312) shares of fully paid, non-assessable common stock of the Surviving Corporation.
- 6). **Certificates for Shares.** Each certificate that, prior to the Effective Date of the merger, represented shares of stock in CHI, shall after the Effective Date represent the number of shares of common stock of the Surviving Corporation into which such shares are converted. Each holder of such shares of stock of CHI that are converted in the merger into shares of common stock of the Surviving Corporation shall, upon surrender of the certificate to the Surviving Corporation, be entitled to receive a certificate evidencing the ownership of shares of the Surviving Corporation into which such shares of common stock of CHI are converted.
- 7). **Cancellation of Shares.** On the Effective Date, each such share of stock in CHI shall, by virtue of the merger and without any action on the part of Eucon or CHI, be immediately cancelled. Immediately after the Effective Date, all certificates evidencing shares of stock in CHI shall be surrendered to the Surviving Corporation as set forth in paragraph 6, and shall be cancelled.
- 8). **Articles of Incorporation.** The Articles of Incorporation of Eucon, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation.
- 9). **Bylaws.** The Bylaws of Eucon, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation.

- 10). **Directors and Officers.** The Board of Directors of the Surviving Corporation shall consist of the persons who are the Board of Directors of Eucon immediately prior to the Effective Date, and they shall hold office until their successors have been elected and qualified.
- 11). **Continuity.** It is the intent of each of the corporate parties hereto that the merger allow a continuation of the business enterprise and proprietary interest of CHI in the name of the Surviving Corporation after the Effective Date of the merger.
- a) Pursuant to the terms of this Plan of Merger, the shareholders receiving shares in Eucon shall be the same as the shareholders of CHI.
 - b) Eucon shall engage in the same business activities after this merger; and
 - c) The business enterprises of CHI and its subsidiaries shall be continued after the merger, in the name of the Surviving Corporation.
- 12). **Tax Effect.** It is the intent of the parties hereto that the merger qualify as a tax-deferred reorganization within the meaning of Code Section 368(a)(1)(A).
- 13). **Shareholder Approval.** This Plan of Merger shall be submitted to the shareholders of both the merging corporations for their approval in the manner provided by the applicable laws, and the Articles of Incorporation and Bylaws of each corporation. This Plan of Merger shall automatically terminate in the event that it is brought to a vote of the shareholders of the merging corporations and is not validly approved by the holders of the issued and outstanding shares of common stock of either CHI or Eucon, respectively, entitled to vote thereon.
- 14). **Statement of Merger.** After valid approval of the Plan of Merger by the shareholders of each corporation, a Statement of Merger shall be filed as required by the laws of the State of organization.
- 15). **Future Assurances.** Each of the parties hereto shall, upon request of any other party, execute and deliver such additional documents as may be necessary or convenient for the purpose of evidencing or perfecting any rights or interests arising under this Agreement.
- 16). **Binding Effect.** All of the covenants, agreements, conditions and terms contained in this Agreement shall be binding upon, apply and inure to the benefit of the successors and assigns of the parties.
- 17). **Applicable Law.** The applicable law for the purpose of interpretation of this Agreement, or the enforcement of any rights or obligations hereunder, shall be the laws of the State of Idaho.

DATED this 2nd day of Dec, 2009.

CRUSHING HOLDING, INC.
an Idaho corporation

BUCON CORPORATION
an Idaho corporation

By: Brian N DeAtley
Brian DeAtley, President

By: Brian N DeAtley
Brian DeAtley, President