

**ARTICLES OF MERGER  
OF  
RYDER FORD SALES, INC.  
INTO  
RYDER MAIN STREET BUILDING, LLC**

**FILED**  
99 DEC 29 01 9:51  
STATE OF IDAHO

Pursuant to the provisions of Section 53.663 of the Idaho Limited Liability Company Act and Section 30.1.1105 of the Idaho Business Corporation Act, the undersigned limited liability company and corporation hereby execute the following articles of merger and set forth the following:

1. The name and jurisdiction of organization or formation of each business entity which is to merge is: Ryder Ford Sales, Inc. is incorporated in Idaho; Ryder Main Street Building, LLC is formed in Idaho

2. An agreement and plan of merger has been approved and executed by each business entity which is a party to the merger.

3. The name of the surviving business entity is: Ryder Main Street Building, LLC

4. The effective date of the merger is the date of filing of these Articles of Merger.

5. The agreement and plan of merger is on file at a place of business of the surviving business entity, and the address of the place of business is 1700 Fairmont Drive, Weiser, Idaho 83672

6. A copy of the agreement and plan of merger will be furnished by the surviving business entity, on request and without cost, to any person holding an interest in any business entity which is to merge.

7. The agreement and plan of Merger is set forth in Exhibit A, attached hereto and incorporated herein by this reference.

8. 740 shares of the common stock of Ryder Ford Sales, Inc., constituting all of the outstanding stock of Ryder Ford Sales, Inc. were voted in favor of the Merger. 10,000 Membership Units of Ryder Main Street Building, LLC, constituting all of the outstanding membership units of Ryder Main Street Building, LLC were voted in favor of the Merger. No other shareholders, members or voting groups exist or are entitled to vote on the Merger.

DATED this 27th day of December, 1999.

Ryder Ford Sales, Inc.

By Iris Ryder  
Iris Ryder  
Its President

Ryder Main Street  
Building, LLC.

By Iris Ryder  
Iris Ryder  
Its Manager  
IDAHO SECRETARY OF STATE  
42259 / 1999-09-08  
OK: 42259 CI: 100700 BH: 277194  
F 38.00 - 38.00 DISS LLC # 3

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## EXHIBIT A

### PLAN AND AGREEMENT OF MERGER

Ryder Ford Sales, Inc., an Idaho corporation and Ryder Main Street Building, LLC, an Idaho limited liability company hereby agree to merge in accordance with following plan and terms.

1. Names of Entities to be Merged and Surviving Entity. The names of the entities to be merged are Ryder Ford Sales, Inc., an Idaho corporation, and Ryder Main Street Building, LLC, an Idaho limited liability company. Upon completion of the merger, the surviving entity shall be Ryder Main Street Building, LLC

2. Terms and Conditions of Proposed Merger.

(a) Statutory Merger. The merger to be effected in accordance with the provisions of this Plan shall be a statutory merger in accordance with the laws of the State of Idaho.

(b) Operating Agreement of Ryder Main Street Building, LLC. The Operating Agreement of Ryder Main Street Building, LLC, as such Operating Agreement exist on the effective date of the merger, shall remain unchanged as a result of the merger.

(c) Management Committee of Ryder Main Street Building, LLC. The Management Committee of Ryder Main Street Building, LLC, as of the effective date of the merger shall not be changed as a result of the merger.

(d) Managers of Ryder Main Street Building, LLC. The managers of Ryder Main Street Building, LLC, as of the effective date of the merger shall not be changed as a result of the merger.

(e) Effect of Merger. On the effective date of the merger, the separate existence of Ryder Ford Sales, Inc. shall cease, and all of its property, rights, privileges and liabilities shall

be transferred to and vest in Ryder Main Street Building, LLC, the surviving entity, without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by Ryder Main Street Building, LLC, to evidence such transfer and vesting shall at any time, or from time-to-time, be made and delivered in the name of Ryder Ford Sales, Inc., by the last acting officers thereof, or by any manager of Ryder Main Street Building, LLC.

3. Conversion of Shares. All of the issued and outstanding share of Ryder Ford Sales, Inc. as of the effective date of this merger shall be surrendered to Ryder Main Street Building, LLC, the surviving entity, for cancellation and shall be converted in aggregate into 10,000 units of Ryder Main Street Building, LLC to be issued to the shareholders of Ryder Ford Sales, Inc., prorata in accordance with their stock ownership.

4. Articles of Organization. The Articles of Organization of Ryder Main Street Building, LLC in effect on the effective date of the merger, shall continue in full force and effect and shall not be changed or amended as a result of this merger.

5. Effective Date of Merger. The effective date of the merger shall be the date when the Articles of Merger are filed with the Secretary of State.

Dated the 27th day of December, 1999.

Ryder Ford Sales, Inc.

By Iris Ryder  
Iris Ryder  
Its President

Ryder Main Street Building, LLC

By Iris Ryder  
Iris Ryder  
Its Manager