

JOINT AGREEMENT FOR MERGER

THIS AGREEMENT made and entered into this 28 day of September, 1977, by and among George Drumheller, Phelps Gose and Helen Weber, being all the members of the Board of Directors of George Drumheller Properties, Inc., an Oregon corporation; George Drumheller, Phelps Gose, and Helen Weber, being all the members of the Board of Directors of Lewiston Tapadera, Inc., an Idaho corporation; and George Drumheller, Phelps Gose, and Helen Weber, being all of the members of the Board of Directors of Yakima Tapadera, Inc., a Washington corporation,

WITNESSETH:

WHEREAS the Board of Directors of George Drumheller Properties, Inc., the Board of Directors of Lewiston Tapadera, Inc., and the Board of Directors of Yakima Tapadera, Inc., have each, by a majority vote, agreed to merge said three corporations;

NOW, THEREFORE, the parties mutually agree as follows:

1. The corporations to be merged are George Drumheller Properties, Inc., an Oregon corporation, Lewiston Tapadera, Inc., an Idaho corporation, and Yakima Tapadera, Inc., a Washington corporation. Yakima Tapadera, Inc. shall be the surviving corporation.

2. Upon the merger, the shareholders of George Drumheller Properties, Inc. and Lewiston Tapadera, Inc. shall surrender their shares in said corporation for cancellation. Yakima Tapadera, Inc. shall thereupon issue 76 shares of its common stock to the former shareholders of George Drumheller Properties, Inc., and 136 shares of its common stock to the former shareholders of Lewiston Tapadera, Inc.


3. No changes in the articles of incorporation of the surviving corporation are to be effected by such merger.

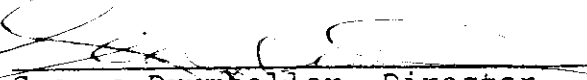
4. The effective date of the merger shall be September 30, 1977.


IN WITNESS WHEREOF, the parties hereto have executed this agreement the day and year first above written.

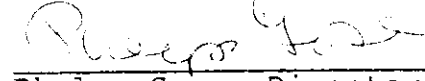
GEORGE DRUMHELLER PROPERTIES, INC.
an Oregon corporation

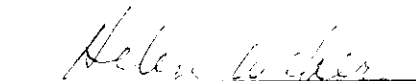
LEWISTON TAPADERA, INC.
an Idaho corporation

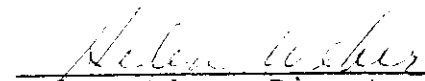

George Drumheller, Director


George Drumheller, Director

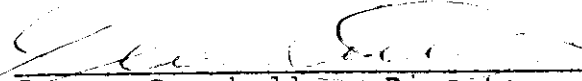

Phelps Gose, Director

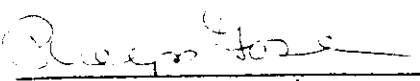

Phelps Gose, Director



Helen Weber, Director


Helen Weber, Director

YAKIMA TAPADERA, INC.,
a Washington corporation


George Drumheller, Director


Phelps Gose, Director


Helen Weber, Director

CERTIFICATE OF SHAREHOLDER ADOPTION
BY THE SHAREHOLDERS OF
GEORGE DRUMHELLER PROPERTIES, INC.

I hereby certify that the foregoing Joint Agreement for Merger was unanimously consented to and adopted by the shareholders of George Drumheller Properties, Inc., pursuant to the provisions of O.R.S. § 57.791.

Helen Weber
Helen Weber, Secretary,
George Drumheller Properties, Inc.

CERTIFICATE OF SHAREHOLDER ADOPTION
BY THE SHAREHOLDERS OF
LEWISTON TAPADERA, INC.

I hereby certify that the foregoing Joint Agreement for Merger was unanimously consented to and adopted by the shareholders of Lewiston Tapadera, Inc., pursuant to the provisions of Idaho Code § 30.133.6.

Helen Weber
Helen Weber, Secretary,
Lewiston Tapadera, Inc.

CERTIFICATE OF SHAREHOLDER ADOPTION
BY THE SHAREHOLDERS OF
YAKIMA TAPADERA, INC.

I hereby certify that the foregoing Joint Agreement for Merger was unanimously consented to and adopted by Yakima Tapadera, Inc., pursuant to the provisions of R.C.W. 23A.44.090.

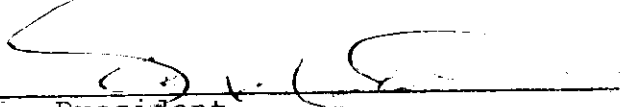
Helen Weber
Helen Weber, Secretary
Yakima Tapadera, Inc.

GEORGE DRUMHELLER PROPERTIES, INC.,
an Oregon corporation

By 
President

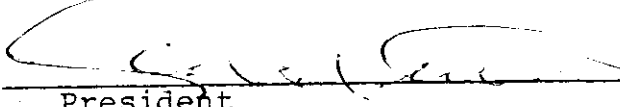
By Helen Barker
Secretary

LEWISTON TAPADERA, INC.,
an Idaho corporation

By 
President

By Helen Barker
Secretary

YAKIMA TAPADERA, INC.,
a Washington corporation

By 
President

By Helen Barker
Secretary

STATE OF WASHINGTON)
COUNTY OF WALLA WALLA) ss.

On this 25th day of September, 1977, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared GEORGE DRUMHELLER and HELEN WEBER, to me known to be the President and Secretary, respectively, of GEORGE DRUMHELLER PROPERTIES, INC., the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

WITNESS my hand and official seal hereto affixed the day and year in this certificate above written.

Charles B. Miller
Notary Public in and for the
State of WASHINGTON, residing
at WALLA WALLA

STATE OF WASHINGTON)
COUNTY OF WALLA WALLA) ss.

On this 25th day of September, 1977, before me, the undersigned, a Notary Public in and for the State of WASHINGTON, duly commissioned and sworn, personally appeared GEORGE DRUMHELLER and Helen Weber, to me known to be the President and Secretary, respectively, of LEWISTON TAPADERA, INC., the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

WITNESS my hand and official seal hereto affixed the day and year in this certificate above written.

Charles B. Miller
Notary Public in and for the
State of WASHINGTON, residing
at WALLA WALLA

STATE OF WASHINGTON)
COUNTY OF CHITTENDEN) ss.
~~KING~~

On this 25TH day of September, 1977, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared GEORGE J. MINHELLER and HELEN L. MINHELLER, to me known to be the President and Secretary, respectively, of YAKIMA TAPADERA, INC., the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

WITNESS my hand and official seal hereto affixed the day and year in this certificate above written.

Charles B. Muller
Notary Public in and for the
State of Washington, residing
at DAWSON