

# State of Idaho



## CERTIFICATE OF MERGER OR CONSOLIDATION

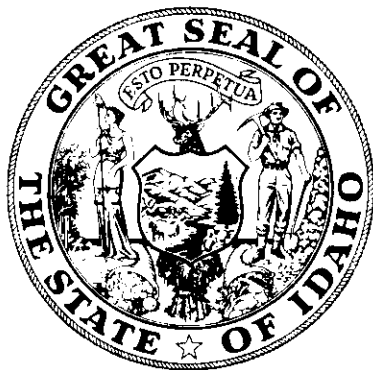
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of McALVAIN, INC.

into McALVAIN CONSTRUCTION, INC.,

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of Merger.

Dated December 29, 19 86.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF MERGER  
OF DOMESTIC CORPORATIONS

'86 DEC 29 PM 1 52

INTO

McALVAIN CONSTRUCTION, INC. SECRETARY OF  
STATE

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The Plan of Merger, attached hereto as Exhibit A, was approved by the shareholders of the undersigned corporations in the manner prescribed by the Idaho Business Corporations Act.

SECOND: As to each of the undersigned corporations, the number of shares outstanding entitled to vote are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
McAlvain Construction, Inc.	1,000
McAlvain, Inc.	100

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u> <u>Total</u> <u>Voted</u> <u>For</u>	<u>Total</u> <u>Voted</u> <u>Against</u>
McAlvain Construction, Inc.	1,000	-0-
McAlvain, Inc.	100	-0-

DATED this 29th day of December, 1986.

McALVAIN CONSTRUCTION, INC.

By Doug McAlvain  
Doug McAlvain, President

And Serena McAlvain  
Serena McAlvain, Secretary

McAlvain, Inc.

By Doug McAlvain  
Doug McAlvain, President

And Serena McAlvain  
Serena McAlvain, Secretary

STATE OF IDAHO       )  
                          ) ss.  
County of Ada        )

DOUG McALVAIN and SERENA McALVAIN, being first duly sworn, on oath, depose and say that they are the President and Secretary of McAlvain Construction, Inc., respectively, an Idaho corporation; that they signed the foregoing Articles of Merger as President and Secretary of the Corporation; and that the statements therein contained are true.

Doug McAlvain  
Doug McAlvain

Serena McAlvain  
Serena McAlvain

SUBSCRIBED AND SWORN to before me this 29<sup>th</sup> day of December, 1986.

Georgia Mackley  
NOTARY PUBLIC for Idaho  
Residing at Bowen, Id  
My Commission Expires: 6/17/88

STATE OF IDAHO       )  
                          ) ss.  
County of Ada        )

DOUG McALVAIN and SERENA McALVAIN, being first duly sworn, on oath, depose and say that they are the President and Secretary of McAlvain, Inc., respectively, an Idaho corporation; that they signed the foregoing Articles of Merger as President and Secretary of the Corporation; and that the statements therein contained are true.

Doug McAlvain  
Doug McAlvain

Serena McAlvain  
Serena McAlvain

SUBSCRIBED AND SWORN to before me this 29<sup>th</sup> day of December, 1986.

Georgia Mackley  
NOTARY PUBLIC for Idaho  
Residing at Bowen, Id  
My Commission Expires: 6/17/88

## PLAN OF MERGER

Plan and agreement of merger (hereinafter called "agreement") dated the 29<sup>th</sup> day of December, 1986, by and between McALVAIN CONSTRUCTION, INC., a corporation organized and existing under the laws of the state of Idaho (hereinafter sometimes referred to as "purchaser") and McALVAIN, INC., a corporation organized and existing under the laws of the state of Idaho (hereinafter sometimes referred to as "seller").

## R E C I T A L S:

The board of directors of purchaser has determined that it is advisable and generally to the advantage and welfare of purchaser and its shareholders, and the board of directors of seller has determined that it is advisable and generally to the advantage and welfare of seller and its shareholders, that seller be merged into purchaser on the terms herein set forth. The respective boards of directors of purchaser and seller, by resolutions duly adopted, have approved and adopted this agreement and directed that it be submitted to the shareholders of purchaser and the shareholders of seller, respectively, for approval. The shareholders of purchaser and the shareholders of seller have approved this agreement, in the case of purchaser by a vote of One Thousand (1,000) shares of capital stock in favor of the agreement out of a total of One Thousand shares outstanding, and in the case of seller by a vote of One Hundred shares of capital stock in favor of the agreement out of a total of One Hundred shares outstanding.

Now, therefore, purchaser and seller, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable statutes of Idaho, hereby agree as follows:

## ARTICLE I

## CORPORATE EXISTENCE OF THE SURVIVING CORPORATION

At the effective time of the merger, seller shall be merged with and into purchaser which shall be the surviving corporation (such merger being hereinafter sometimes referred to as the "merger"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of purchaser (hereinafter sometimes referred to as the "surviving corporation") shall continue unaffected and unimpaired by the merger and the corporate identity, existence, purposes, powers, franchises, rights and immunities of seller shall be merged into the surviving corporation; and the surviving corporation shall be fully vested therewith. The separate existence of seller except insofar as otherwise specifically provided by law, shall cease at the effective time of the merger whereupon seller and the surviving corporation shall be and become one single corporation.

ARTICLE II

CERTIFICATE OF INCORPORATION OF SURVIVING CORPORATION

The certificate of incorporation of purchaser, as in effect immediately prior to the effective time of the merger, shall continue in full force and effect as the certificate of incorporation of the surviving corporation.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The bylaws of purchaser as in effect immediately prior to the effective time of the merger shall continue in full force and effect as the bylaws of the surviving corporation until amended in accordance with law.

ARTICLE IV

DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The duly qualified and acting directors and officers of purchaser immediately prior to the effective time of the merger shall be the directors and officers of the surviving corporation, each such director or officer to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and qualified.

ARTICLE V

CONVERSION AND EXCHANGE OF SHARES

A. The manner of converting and exchanging the shares of each of the parties hereto shall be as follows:

1. The merger shall effect no change in any of the shares of common stock of purchaser and none of its shares shall be changed or converted as a result of the merger.

2. At the effective time of the merger, each holder of common stock of seller shall have his shares converted into cash.

B. At or immediately following the effective time of the merger, each holder of an outstanding certificate or certificates which prior thereto represented shares of seller's common stock shall surrender same to purchaser or its designated agent, and each such holder shall be entitled upon such surrender to receive in exchange therefor the sum of One Hundred Forty-Two Dollars and Sixty-Two Cents (\$142.62) per share.

ARTICLE VI

EARNED SURPLUS OF SURVIVING CORPORATION

The earned surplus of the surviving corporation shall equal the aggregate of the earned surpluses of purchaser and seller immediately prior to the effective time of the merger. The earned surplus determined as above provided shall continue to be available for payment of dividends by the surviving corporation.


ARTICLE VII

EFFECTIVE TIME OF MERGER

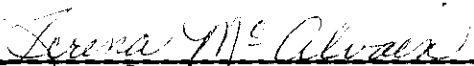
The "effective time" of the merger shall be the close of business on December 31, 1986. Prior to such effective time this Articles of Merger shall be filed and recorded as required by the Idaho Business Corporation Act.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be signed by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed and attested in accordance with the requirements of Section 30-1-71, all as of December 31, 1986.


McALVAIN CONSTRUCTION, INC.

By   
Doug McAlvain, President


ATTEST:

  
Serena McAlvain, Secretary

McALVIN, INC.

By   
Doug McAlvain, President

ATTEST:

  
Serena McAlvain, Secretary