

State of Idaho

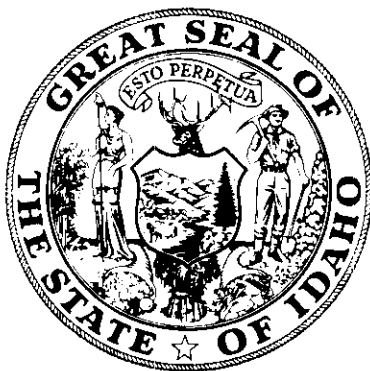
Department of State.

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 EASTERN IDAHO TRACTOR PULLERS ASSOCIATION, INC., an Idaho corporation, into TREASURE VALLEY PULLERS, INC., an Idaho corporation, changing the survivor's name to ROCKY MOUNTAIN PULLERS ASSOCIATION, 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 March 14, 19 88.



Pete T. Cenarrusa

SECRETARY OF STATE

Ray J. Cook
Corporation Clerk

**ARTICLES OF MERGER
OF
EASTERN IDAHO TRACTOR PULLERS ASSOCIATION, INC.
INTO
TREASURE VALLEY PULLERS, INC.
(Upon the effective date hereof, to be known as
ROCKY MOUNTAIN PULLERS ASSOCIATION, INC.)**

Pursuant to the provisions of the Idaho Business Corporation Act which is incorporated by reference into the Idaho Nonprofit Corporation Act, the undersigned corporations, Treasure Valley Pullers Association, Inc., an Idaho nonprofit corporation, hereinafter referred to as "Treasure Valley Pullers" and sometimes referred to as the "surviving corporation", and Eastern Idaho Tractor Pullers Association, Inc., an Idaho nonprofit corporation, hereinafter referred to as "Eastern Idaho Tractor Pullers" and sometimes referred to as the "merging corporation", adopt the following Articles of Merger for the purposes of merging them into one of such corporations:

I.

The following Plan of Merger was approved by the members of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act and the Idaho Nonprofit Corporation Act:

MAILED
MAR 14 2 35 PM '88
SECRETARY OF STATE

1. PLAN OF MERGER:

1.1 Surviving Corporation: On the effective date of the merger, Eastern Idaho Tractor Pullers shall be merged with and into Treasure Valley Pullers and thereupon the separate existence of Eastern Idaho Tractor Pullers as the merging corporation shall cease and the above corporation shall become a single corporation which shall be Treasure Valley Pullers as the surviving corporation. Thereafter, the name of the surviving corporation shall be, as provided in paragraph 1.2, Rocky Mountain Pullers Association, Inc.

1.2 Articles of Incorporation of the Surviving Corporation: The Articles of Incorporation of Treasure Valley Pullers shall continue to be the Articles of Incorporation of the surviving corporation until such time as they may be amended in accordance with the Idaho Nonprofit Corporation Act. Provided, however, that upon the effective date of the merger, the name of Treasure Valley Pullers, Inc., shall be changed to Rocky Mountain Pullers Association, Inc., and Article I of the surviving corporation's Articles of Incorporation shall read:

The name of the corporation shall be
Rocky Mountain Pullers Association, Inc.

1.3 **By-Laws of Surviving Corporation:** The By-Laws of Treasure Valley Pullers in effect immediately prior to the effective date of the merger shall continue to be the By-Laws of the surviving corporation until such time as they may be amended or repealed in the manner provided by Idaho law. Provided, however, that upon the effective date of the merger, the Bylaws of the surviving corporation shall be amended so that any reference to Treasure Valley Pullers will be read so as to refer to Rocky Mountain Pullers Association, Inc.

1.4 **Directors and Officers of the Surviving Corporation.** Upon the effective date of the merger, the officers and directors of the surviving corporation shall be the following individuals until their respective successors are duly elected and qualified:

Directors:

SAME AS OFFICERS

Officers:

President

John E. Shree Jim Payne

Vice President

Greg W. King

Secretary

Larry R. Cook

Treasurer

James J. Baker John E. Shree

1.5 Conversion of Membership: Each member of Treasure Valley Pullers on the effective date of the merger shall not be affected, as a result of the merger and shall continue to be a member of the surviving corporation. Each member of Eastern Idaho Tractor Pullers's on the effective date of the merger shall, by virtue of the merger, become, without action on the part of such member, a member of Treasure Valley Pullers, Inc. As soon as practicable after the effective date of the merger, each member holding an outstanding certificate of membership, if any, of Treasure Valley Pullers or Eastern Idaho Tractor Pullers shall be entitled, upon surrender of the same by such holder for cancellation, as directed by the surviving corporation, to receive a new certificate of membership of Rocky Mountain Pllers Association, Inc.

II.

As to each of the undersigned corporations, the number of members entitled to vote on such plan are as follows:

ARTICLES OF MERGER - 4

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<u>Name of Corporation</u>	<u>No. of Shares</u>
Treasure Valley Pullers, Inc.	<u>18 JP</u>
Eastern Idaho Tractor Pullers Association, Inc.	<u>14 JP</u>

III.

As to each of the undersigned corporations, the total number of members which voted for and against such plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>	
	<u>Voted For</u>	<u>Voted Against</u>
Treasure Valley Pullers, Inc.	<u>18</u>	<u>0</u>
Eastern Idaho Tractor Pullers Association, Inc.	<u>14</u>	<u>0</u>

DATED this 14 day of MARCH, 1988.

TREASURE VALLEY PULLERS, INC.

ATTEST:

Karen Co
Its Secretary

By [Signature]
Its President

EASTERN IDAHO TRACTOR
PULLERS ASSOCIATION, INC.

ATTEST:

By [Signature]
Its President

[Signature]
Its Secretary

STATE OF IDAHO)
) ss.
County of Ada)

I, Teresa A. Austin, a Notary Public, do hereby
certify that on this 14th day of March, 1988,
personally appeared before me T. D. Payne and
Karen Cox, who being by me first duly sworn,
declared that they are the President and Secretary of
TREASURE VALLEY PULLERS, INC., and that they signed the
foregoing document as officers of the corporation, and that
the statements therein contained are true.

Teresa A. Austin
Notary Public for Idaho
My Commission Expires: 2/13/93

STATE OF IDAHO)
) ss.
County of BINGHAM)

I, LON HARRINGTON, a Notary Public, do hereby
certify that on this 10th day of March, 1988,
personally appeared before me DONALD HARRINGTON and
SUSAN LARSEN, who being by me first duly sworn,
declared that they are the President and Secretary of EASTERN
IDAHO TRACTOR PULLERS ASSOCIATION, INC., and that they signed
the foregoing document as officers of the corporation, and
that the statements therein contained are true.

Lon Harrington
Notary Public for Idaho
My Commission Expires: 1991

(SEAL)