



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

CONTROL DEVELOPMENTS INCORPORATED

was filed in the office of the Secretary of State on the 12th day of January A.D., One Thousand Nine Hundred seventy-two and will be /duly recorded on ~~film~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for Perpetual Existence from the date hereof, with its registered office in this State located at Nampa, Idaho in the County of Canyon

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 13th day of January, A.D., 1972 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

11/2/12

ARTICLES OF INCORPORATION
OF
CONTROL DEVELOPMENTS INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens of the United States of America, over the age of twenty-one years, being the lawfully constituted President and Secretary of CONTROL DEVELOPMENTS, INC., an Idaho corporation, and the lawfully constituted President and Secretary of EVERGREENS, INC., an Idaho corporation, which said corporations have duly adopted, ratified, and approved an Agreement and Plan of Consolidation pursuant to the corporation laws of the State of Idaho, do hereby execute and adopt these Articles of Incorporation as the Articles of Incorporation of the resulting corporation to such consolidation, all in accordance with Sections 30-151 through 30-156, Idaho Code, and the corporation laws of the State of Idaho:

ARTICLE I - NAME

The name of the corporation shall be and is:

CONTROL DEVELOPMENTS INCORPORATED.

ARTICLE II - PURPOSES

The nature, objects, and purposes of this corporation are:

1. To acquire by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and good will of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this State; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or any part of any business thus acquired.
2. To purchase, take, own, hold, deal in, improve, develop, manage and mortgage or otherwise encumber personal property, and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of personal property.
3. To purchase, take, own, hold, deal in, improve, develop, manage, sell, lease, rent, mortgage or otherwise encumber, and deal in and with all forms and kinds of real estate and interests therein that may lawfully be acquired, held, developed, sold and dealt in by corporations under the laws of the state or country in which such real property or real estate shall be located.
4. To acquire or become interested in, and deal in and with, rights and securities of this or any other corporation or

entity; to cause to be formed, reorganized, merged, consolidated, or liquidated, and to promote, take charge of, or aid, in any way permitted by law, the formation, reorganization, merger, consolidation, or liquidation of any other corporation or entity, and to participate in syndicates and underwritings.

5. To perform, sell, and deal in and with personal and business services in all lawful manners.

6. To enter into any lawful partnerships, joint ventures or any arrangements for sharing costs and profits, union of interests or reciprocal concessions in any business which this company is authorized to carry on, so as to directly or indirectly benefit this corporation.

7. To enter into any other business incidental to, connected with or similar to the businesses set forth herein, and to do all of the acts and things, and exercise all of the rights and powers, at any time allowed or permitted to general business corporations for profit under the laws of the State of Idaho.

ARTICLE III - DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV - CAPITAL STOCK

A. The aggregate number of shares of capital stock which the corporation shall be authorized to allot is five million (5,000,000) shares, and the par value thereof shall be Ten Cents (\$.10) per share, being a total aggregate par value of authorized shares of Five Hundred Thousand Dollars (\$500,000.00).

B. All of the authorized capital stock shall be of a single class, to be known as common stock, and all shares shall have full voting rights and shall be nonassessable. All shares shall be equal to one another in all respects.

C. No shareholder shall have any pre-emptive or similar right to purchase or subscribe for any shares of stock or any securities convertible into stock of the corporation.

D. No shares shall be issued until fully paid, and the private property of the shareholders shall not be subject to payment of the debts or liabilities of the corporation to any extent whatsoever.

E. Shares of the consolidating corporations shall be converted into shares of this corporation in the following manner:

(1) Immediately upon the consolidation becoming effective, each present allotted and outstanding share of the capital stock of Evergreens, Inc., all of said shares being at said date owned by Control Developments, Inc., shall, ipso facto, be extinguished.

(2) Each share of the allotted and outstanding common stock of Control Developments, Inc. shall be eligible for conversion into one share of the common stock of this corporation. "Common stock of Control Developments, Inc.", as said term is used herein, shall mean the shares of no par value common stock of said corporation as authorized by its Articles of Incorporation at the effective date of

the consolidation. Prior issues of said corporation's stock, including issues of other corporations subsequently merged into said corporation, shall also be deemed common stock of Control Developments, Inc., but the number of shares evidenced by any certificate for any such prior issue shall be that number of shares of the presently-authorized no par value common stock into which such shares of such prior issue are convertible pursuant to such previous merger or amendment to the Articles of Incorporation thereof.

(3) The procedure for conversion of shares eligible for conversion as herein provided, shall be as set forth in the Agreement and Plan of Consolidation adopted by the constituent consolidating corporations, and not otherwise.

(4) All treasury shares, unallotted authorized shares, stock options, "bonus warrants", or securities of any other nature whatsoever comprising equity securities or rights to equity securities, of the constituent consolidating corporations, shall, ipso facto, be extinguished immediately upon such consolidation becoming effective, and shall not be convertible into shares of stock or securities of this corporation.

ARTICLE V - DIRECTORS

A. The affairs of the corporation shall be managed by a Board of Directors, who shall be elected at each annual meeting of shareholders, or any special shareholders' meeting called for such purpose, with cumulative voting allowed.

B. The number of directors shall be such number, not less than three, as may from time to time be designated in the by-laws of the corporation. Vacancies on the Board of Directors may be filled in the manner provided in the by-laws.

C. A person who is not a shareholder may serve as a director.

D. Directors shall be empowered to adopt, alter, amend and repeal the by-laws of the corporation, and to allot the capital stock of the corporation from time to time to such persons and for such consideration, not less than the par value thereof, as the Board of Directors may determine and as may be lawful.

E. It is the intent of these Articles of Incorporation to authorize and empower the Board of Directors to do all acts and things, and exercise all powers, whether or not expressly enumerated herein, to the maximum extent such Board of Directors may be so authorized and empowered pursuant to the corporation laws of the State of Idaho, and these Articles shall be so construed that unless any particular power and authority be reserved by law in the shareholders to such extent that the same cannot lawfully be delegated to the Board of Directors, such power and authority to act without the necessity for meetings of the shareholders shall be deemed so delegated by this provision of the Articles of Incorporation.

F. The initial Board of Directors of this corporation shall be as specified and set forth in the Agreement and Plan

of Consolidation adopted by the constituent corporations.

ARTICLE VII - OFFICERS

A. The officers of this corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer, whose duties and qualifications shall be as provided in the by-laws of the corporation, except that the President must be a member of the Board of Directors, and no Vice-President who is not a member of the Board of Directors may succeed to the office of President unless concurrently with such succession to office such Vice-President is elected as a Director.

B. The initial officers of the corporation shall be as specified and set forth in the Agreement and Plan of Consolidation adopted by the constituent corporations, and they shall serve at the pleasure of the Board of Directors.

ARTICLE VIII - MEETINGS

A. The Board of Directors shall hold an organizational meeting annually, immediately following the close of the Annual Meeting of Shareholders, without the necessity for further notice. Other meetings of the Board of Directors shall be held as determined by the Board of Directors, or as provided in the by-laws or statutes of the State of Idaho. Notice of any meeting may be waived in the manner provided by law, and the Board of Directors may act without formal meetings in the manner allowed by the corporation laws of the State of Idaho.

B. An Annual Meeting of the shareholders of the corporation shall be held at least once during each calendar year, within or without the State of Idaho, as may be provided for in the by-laws or by resolution of the Board of Directors. Except where a greater vote is expressly required by law, all propositions voted upon at any Annual or Special Meeting of the shareholders may be carried by the vote of a simple majority of the quorum present at such meeting. Special meetings may be held as provided in the by-laws or in the manner provided by law.

ARTICLE IX - LEGALITY OF TRANSACTIONS

No contract or other transaction between the corporation and any other corporation, whether or not an affiliate, subsidiary or parent corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any directors, individually, or any firm of which such director may be a member may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority of the members thereof; and any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such corporation or not so interested.

ARTICLE X - AMENDMENT OF ARTICLES

Except where a greater majority is expressly required by law by reason of the subject matter of the proposed amendment, these Articles of Incorporation may be amended at any annual or special meeting of the shareholders upon a resolution adopted by the affirmative vote of a majority of the shares represented at any such meeting, being a majority of the quorum, if such proposed amendment has been first approved by a majority of the members of the Board of Directors and if the proposed amendment, or a summary thereof, is contained in the notice given to shareholders of the meeting where such vote is to be taken. Otherwise, these Articles of Incorporation may be amended in the manner provided by the corporation laws of the State of Idaho.

ARTICLE XI - PRINCIPAL OFFICE

The principal office of this corporation shall be located within the State of Idaho, and may be designated from time to time by resolution of the Board of Directors. Until otherwise designated, the principal office shall be at 2616 Second Avenue South, Nampa, Idaho, and the mailing address thereof shall be Post Office Box 796, Nampa, Idaho 83651.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 30th day of December, 1971, by the respective duly authorized officers of the constituent corporations, of whose consolidation this corporation is the resulting corporation.

CONTROL DEVELOPMENTS, INC.,
an Idaho corporation,

By [Signature]

President

ATTEST,

[Signature]
Secretary

EVERGREENS, INC.,
an Idaho corporation.

By

Gary Knudsen
President

ATTEST:

Don Knudsen
Secretary

STATE OF IDAHO)

) ss.
COUNTY OF ADA)

On this 30th day of December, 1971,
before me, the undersigned, a Notary Public in and for said
State, personally appeared GARY KNUDSEN and DON KNUDSEN, known
to me to be the President and Secretary, respectively, of
CONTROL DEVELOPMENTS, INC., and also the President and Secretary,
respectively, of EVERGREENS, INC., the corporations that executed
the within instrument, and the persons who executed the same
in the name of said corporations, and acknowledged to me that
such corporations executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, the day and year in this certificate
first above written.

Dwight J. Bickel
Notary Public for the State of Idaho
Residing at Boise, Idaho

CONTROL DEVELOPMENTS, INC.,)
an Idaho corporation,)
and)
EVERGREENS, INC.,)
an Idaho corporation,)
to be consolidated into)
CONTROL DEVELOPMENTS INCORPORATED,)
an Idaho corporation.)

AGREEMENT AND PLAN OF
CONSOLIDATION

THIS AGREEMENT and PLAN OF CONSOLIDATION, dated as of November 30, 1971, by and between CONTROL DEVELOPMENTS, INC., an Idaho corporation, hereinafter called "CDI", through its President duly authorized to enter into the same pursuant to resolution of its Board of Directors, and EVERGREENS, INC., an Idaho corporation, hereinafter called "EVERGREENS", through its President duly authorized to enter into the same pursuant to resolution of its Board of Directors,

WITNESSETH:

I

In consideration of the premises and the mutual agreements and provisions herein contained, the parties hereto agree that CDI and EVERGREENS shall be consolidated into a single corporation, and that the terms and conditions of the consolidation and the mode of carrying it into effect shall be as hereinafter set forth, all pursuant to the applicable provisions of the corporation laws of the State of Idaho.

II

It is understood that EVERGREENS is the wholly-owned subsidiary of CDI.

III

The constituent corporations shall consolidate into a new Idaho corporation to be known as CONTROL DEVELOPMENTS INCORPORATED, hereinafter called the "resulting corporation". The effective date of this consolidation shall be when applicable provisions of the corporation laws of the State of Idaho have been fully complied with, and this Agreement and Plan of Consolidation, together with Articles of Incorporation of the resultant corporation, have been duly filed with the Secretary of State of the State of Idaho, retroactive, however, for accounting and other purposes to 12:01 A.M. on July 1, 1971.

IV

A copy of the proposed Articles of Incorporation of the resulting corporation is attached hereto and by this reference said Articles of Incorporation are incorporated herein, and the present Articles of Incorporation of the constituent corporations shall be deemed amended as necessary to carry out the terms of this Agreement and Plan of Consolidation, thereby providing the resulting corporation with all necessary power and authority to conduct the business and affairs of the constituent corporations under a legal capital structure. Upon ratification and approval of this Agreement and Plan of Consolidation by the shareholders of the constituent corporations, the same shall be deemed as Articles of Consolidation, and the attached Articles of Incorporation of the resulting corporation shall, by such ratification and approval, be thereby adopted, ratified, and approved by the shareholders of the constituent corporations.

V

A. The authorized capital of the resulting corporation shall be \$500,000.00, divided into 5,000,000 shares of voting common stock with a par value of \$.10 per share.

B. The capital accounts of the resulting corporation shall be constituted in accordance with the following provisions:

(1) The stated capital of the resulting corporation shall be the number of shares of said corporation allotted and issued, multiplied by \$.10, being the par value of each share.

(2) The retained earnings account of the resulting corporation shall not reflect any portion of the retained earnings account of Control Developments, Inc. arising or existing by reason of business operations or transactions prior to the date of reinstatement of such corporation's corporate franchise on September 4, 1969, it being specifically provided hereby, and approved and ratified by the shareholders of the constituent corporations by approval and ratification of this Agreement and Plan of Merger, that by reason of there having been no business transacted by said Control Developments, Inc. from the date of forfeiture of its charter on November 30, 1961, until said date of reinstatement, and the further reason that all business prior to November 30, 1961, was conducted in enterprises totally dissimilar to the existing business of said corporation or its subsidiary, and the lack of corporate books and records to substantiate the amounts heretofore assumed to constitute the retained earnings account of said corporation as of said date of reinstatement, that all balances of said retained earnings account as of September 4, 1969, be, and the same hereby are, extinguished, and the retained earnings account of the resulting corporation shall be calculated and constituted as if said retained earnings account of Control Developments, Inc., one of the constituent corporations, had been and was zero at September 4, 1969.

(3) Within 30 days after the filing of Articles of Incorporation of the resulting corporation with the Secretary of State of Idaho, as herein provided, the Board of Directors

of said resulting corporation shall adopt a resolution stating the balances of all capital accounts of said resulting corporation as of the effective date of the consolidation for accounting purposes (as defined herein), which shall be accomplished in accordance with the following procedure, and with force and effect as herein stated:

- (a) Prior to adoption of such resolution, the Board of Directors shall obtain from the auditors of the corporation their recommendations with respect to the designations of the various capital accounts, and the balances for each such account, with such accounts calculated in accordance with generally accepted accounting principles except as the application of any such principles shall be restricted or modified by specific provisions of this Article V.
- (b) The Board of Directors, upon recommendation of the auditors for the corporation, shall be authorized and empowered, in connection with such resolution, to deem and constitute the balances of all capital accounts of the constituent corporations as paid-in capital, retained earnings or deficit, or as other capital accounts of the resulting corporation, as deemed appropriate and desirable to accomplish a fair presentation and statement of the financial condition of said resulting corporation, consistent with the provisions of this Article V.
- (c) The account balances so stated in said resolution shall thereafter be binding upon the corporation, and all persons dealing therewith, for all purposes, subject only to such adjustments as may be recommended from time to time by the auditors for the corporation by reason of subsequent adjustments made by such auditors to financial statements and records of the constituent corporations for prior periods.

VI

A. Immediately upon this Plan of Consolidation becoming effective, each present allotted and outstanding share of the capital stock of EVERGREENS, being owned by CDI, shall, ipso facto, be extinguished.

B. Immediately upon this Plan of Consolidation becoming effective, all unallotted capital stock, all treasury stock, all stock options, all "bonus warrants" of CDI, or securities issued by either corporation of any nature whatsoever comprising equity securities or rights to equity securities, of all constituent corporations shall be extinguished, and shall thereafter have no further force or effect whatsoever.

VII

A. Each shareholder of CDI shall be given notice within thirty (30) days following approval of this Plan of Consolidation by such corporation's shareholders, stating the fact of such approval and instructing such shareholders to deliver, in person

or by certified or registered mail, all share certificates held by such shareholder for shares of CDI, whether under the present name of such corporation or any of its prior names, or for shares of any of the predecessor corporations of CDI merged into such corporation, to the principal office of the resulting corporation (or such other address as may be designated by such resulting corporation for such purpose), for the purpose of reissuing such certificates in the name of the resulting corporation.

B. Upon tender of certificates for shares as provided in subparagraph A above, each such shareholder shall be entitled to, and shall be issued, one share of the common stock of the resulting corporation for each one share of the no par value common stock of CDI so tendered for reissue (in case of tender of shares of a CDI predecessor corporation, or CDI shares of par value stock issued prior to the reverse stock split effected in 1970, such tendering party shall be entitled to issue of one share of the common stock of the resulting corporation for each one share of CDI no par value common stock to which the tendered certificates would have been convertible pursuant to such prior merger or reverse stock split, and in cases of fractional shares such shall be rounded to the nearest whole number of shares).

C. The resulting corporation shall have no duty to issue its shares upon tender of certificates for shares of CDI or any of its predecessors, unless such certificates be tendered not later than the close of business May 31, 1972, and the notice given to shareholders of CDI pursuant to subparagraph A above shall so state in bold or underlined type. From and after May 31, 1972, the Board of Directors of the resulting corporation may in its discretion, but shall not be obligated to, permit such tender and effect such reissue, upon good cause shown for such delay, but in such event such reissue shall confer no rights retroactively by reason of any intervening events after May 31, 1972 and prior to such reissue, the rights of such shareholder during such intervening period of time being strictly as specified in subparagraph D below.

D. No certificate for shares of CDI or any predecessor corporation thereto shall, after May 31, 1972, evidence any rights as a shareholder of the resulting corporation, and any owner or holder of such certificate shall after such date shall not be entitled to receive notices of shareholders' meetings, nor be included in determining the number of issued and outstanding shares of the resulting corporation, nor be entitled to vote at meetings of the shareholders, nor to receive or participate in any dividends of cash or stock which may at any time be declared by such resulting corporation, nor exercise any other of the rights and privileges of a shareholder of such resulting corporation.

E. In calculating capital account balances pursuant to subparagraph B(3) of Article V hereof, it shall be tentatively presumed that the stated capital of the corporation is \$.10 times the number of issued and outstanding shares of CDI on June 30, 1971, and on June 1, 1972, any sums tentatively presumed as stated capital pursuant to this instruction which are greater than the actual amount of stated capital, calculated in accordance with Article V, subparagraph A, shall be deemed and constituted as paid-in capital thereafter. If the Board of Directors, in its discretion, shall effect reissues subsequent to May 31, 1972 pursuant to subparagraph C of this Article VI, the amount added to stated capital by reason thereof shall be deducted and transferred from the paid-in capital account. For purposes of the determinations and calculations to

be made as of June 1, 1972, pursuant to this subparagraph, the "actual amount of stated capital" referred to herein shall not be deemed to include any increases in stated capital resulting from new original issues of shares after the effective date of this consolidation for accounting purposes as herein defined.

VIII

The by-laws of CDI in effect at the time Articles of Incorporation of the resulting corporation are filed with the Secretary of State of the State of Idaho, as herein provided, shall be the by-laws of the resulting corporation, until the same be altered, amended, or repealed, except to the extent, if any, such may be in conflict with the Articles of Incorporation of such resulting corporation.

IX

The officers and directors of CDI at the time Articles of Incorporation of the resulting corporation are filed with the Secretary of State of the State of Idaho, as herein provided, shall be the officers and directors of the resulting corporation until their successors are elected and qualify.

X

A. On the effective date of the consolidation, all the property, real, personal or mixed, of each of the constituent corporations, and all debts on whatever account to either of them, and all and singular, the rights, privileges, powers, certificates and franchises, and all and every other interest of the constituent corporations, shall be taken and deemed to be transferred to and vested in the resulting corporation without further act or deed, and shall be thereafter as effectually the property of the resulting corporation as they were of the respective constituent corporations; and title to any real estate or leasehold, whether vested by deed or otherwise in the constituent corporations, shall not revert or be in any way impaired by reason of the consolidation, and the resultant corporation shall, by operation of law, become vested with all such titles or leaseholds.

B. In conjunction with Paragraph A above, whenever a conveyance, assignment, transfer, or any act, deed or instrument is necessary or appropriate to evidence the vesting of property or rights in CONTROL DEVELOPMENTS INCORPORATED, as the resulting corporation, the officers of the constituent corporations as of the time of consolidation, shall execute, acknowledge and deliver such deeds or instruments and do such acts as may be necessary or appropriate in the premises.

C. The resulting corporation shall, on the effective date of the consolidation, be responsible for all the debts, liabilities, obligations and duties of the constituent corporations, and all said debts, liabilities, obligations and duties shall thenceforth attach to the resulting corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the resulting corporation in the first instance; the rights and liabilities of the constituent corporations, or of their stockholders, directors or officers, shall not be affected, nor shall the rights of the creditors thereof or of any persons dealing with the

constituent corporations or any liens upon the property of the constituent corporations, be impaired by the consolidation; and all rights of creditors and all liens upon any property of any of the constituent corporations may be prosecuted to judgment as if the consolidation had not taken place, or the resulting corporation may be proceeded against or substituted in place of such constituent corporation.

XI

The procedure for effecting this consolidation shall be as follows:

A. Upon approval of this Agreement and Plan of Consolidation by the Boards of Directors of the constituent corporations, this instrument shall be executed by the respective Presidents thereof.

B. As soon as possible after execution of this instrument, the Secretary of each of the constituent corporations shall call a meeting of the shareholders of such corporation for the purpose of considering the same; provided, such meeting may be combined with an annual meeting of such shareholders if held within 60 days following the date of execution hereof. Such call for meeting of shareholders shall be deemed given by the Boards of Directors of such constituent corporations by virtue of their approval of this Agreement and Plan of Consolidation.

C. Upon approval of this Agreement and Plan of Consolidation by the requisite vote of two-thirds of the issued and outstanding shares of stock of each constituent corporation, the respective Presidents and Secretaries thereof shall endorse upon one or more executed copies hereof their sworn certificates setting forth the holding of such meeting and the vote thereat, the date thereof, and the fact such meeting was duly held and that such vote was at least 2/3 of the voting power of such corporation, and affixing the corporate seal thereto.

D. The Presidents of the respective constituent corporations, duly attested by the Secretaries thereof, shall thereupon execute the Articles of Incorporation of the resultant corporation and said Articles of Incorporation, accompanied by a fully executed copy of this Agreement and Plan of Merger, bearing the certificates provided for in subparagraph C above, shall be filed with the Secretary of State of the State of Idaho (in such number of copies as may be required by law).

XII

A. This agreement and Plan of Consolidation may be amended in any detail prior to the meetings of the stockholders of the constituent corporations, upon approval of the Boards of Directors of each, provided such amendment does not materially change the substance of the Plan of Consolidation.

Typing errors or omissions, not changing the substance of the Plan of Consolidation or Agreement set forth herein, may be corrected by Order of the Presidents of the constituent corporations, at any time.

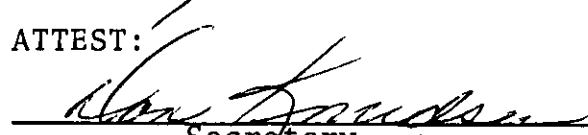
IN WITNESS WHEREOF, THE PRESIDENTS OF CDI and EVERGREENS, thereunto duly authorized by resolution of the Board of Directors of said constituent corporations, have set their hands and affixed the official seals of said corporations, effective the day and year first above written.

EVERGREENS, INC.,
an Idaho corporation

By

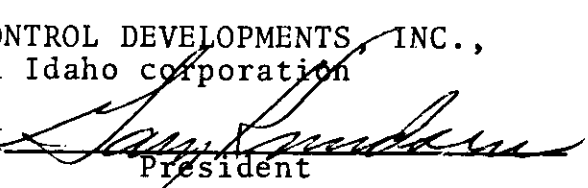

President

ATTEST:


Secretary

CONTROL DEVELOPMENTS, INC.,
an Idaho corporation

By


President

ATTEST:


Secretary

CERTIFICATE OF APPROVAL

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

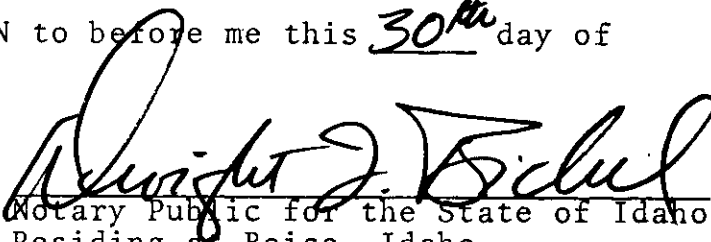
DON KNUDSEN, being first duly sworn, deposes and says:

That the foregoing Agreement and Plan of Consolidation between Control Developments, Inc., an Idaho corporation, and Evergreens, Inc., an Idaho corporation, was on the 30th day of December, 1971, submitted for approval by the shareholders of Evergreens, Inc. at a special meeting of the shareholders of said corporation duly held, and was there approved and ratified by the unanimous vote of all of the issued and outstanding shares of stock of said corporation; and that he is the duly elected and acting Secretary of said Evergreens, Inc., an Idaho corporation.

(Corporate Seal)


DON KNUDSEN

SUBSCRIBED AND SWORN to before me this 30th day of
December, 1971.


Notary Public for the State of Idaho
Residing at Boise, Idaho

CERTIFICATE OF APPROVAL

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

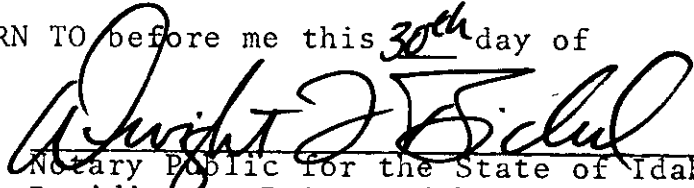
DON KNUDSEN, being first duly sworn, deposes and says:

That he is the duly elected and acting Secretary of Control Developments, Inc., an Idaho corporation; that an annual meeting of shareholders of said corporation was held on December 30, 1971, at the offices of said corporation in Nampa, Idaho, pursuant to proper written notice to all shareholders of record at least 10 days prior to said meeting; that said notice of annual meeting stated that the foregoing Agreement and Plan of Consolidation between Control Developments, Inc. and Evergreens, Inc., both Idaho corporations, would be submitted for approval thereat, and was accompanied by the full text of the same; that at said meeting said Agreement and Plan of Consolidation was approved by the vote of 1,056,545 shares of the corporation's common stock, being more than two-thirds of the total issued and outstanding shares thereof, with no dissenting votes.

(Corporate Seal)


DON KNUDSEN

SUBSCRIBED AND SWORN TO before me this 30th day of
December, 1971.


Notary Public for the State of Idaho
Residing at Boise, Idaho