

# 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 \_\_\_\_\_

MCGILLIS CORPORATION

into MALONE & HYDE, INC., a Tennessee corporation,  
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 June 15, 19 81.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

ARTICLES OF MERGER  
OF DOMESTIC SUBSIDIARY CORPORATION  
INTO  
FOREIGN PARENT CORPORATION

Jun 15 10 21 AM '81  
SECRETARY OF STATE

Pursuant to the provisions of Sections 30-1-75 and 30-1-77 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Merger for the purpose of merging a subsidiary corporation into the undersigned as the surviving corporation:

FIRST: The undersigned foreign corporation is incorporated under the laws of Tennessee and the laws of such jurisdiction permit such a merger.

SECOND: The following Plan of Merger was adopted by the undersigned corporation in the manner prescribed by the laws of the jurisdiction under which it is organized.

Plan of Merger

A. The name of the subsidiary corporation is MCGILLIS CORPORATION, an Idaho corporation.

B. The name of the surviving corporation is MALONE & HYDE, INC., a Tennessee corporation.

C. Upon the effective date of the merger, Malone & Hyde, Inc., as the surviving corporation, will succeed to the rights and interests of McGillis Corporation in every type of property, real, personal and mixed, and choses in action and other interests due or belonging to McGillis Corporation, by virtue of the merger and without any deed or other transfer; and Malone & Hyde, Inc. will become subject to, and responsible and liable for, all debts, liabilities, and obligations of McGillis Corporation, matured or unmatured, whether accrued, absolute or contingent; and the separate corporation existence of McGillis Corporation shall cease and its capital stock shall be extinguished.

THIRD: The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows: