

FILED EFFECTIVE

**ARTICLES OF MERGER
FOR
F.P. DESIGN, INC. MERGING INTO
F.P. DESIGN, LLC**

04 AUG 25 PM 4:41

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to Idaho Code 53-663, these Articles of Merger are filed with the Secretary of State for the State of Idaho.

I.

This merger involves the following business entities:

- a) F.P. Design, Inc., a corporation organized under the laws of the State of Idaho;
- b) F.P. Design, LLC, a limited liability company organized under the laws of the State of Idaho.

II.

The purpose and intent of this Merger is to change the form of business entity from a corporation organized under the laws of the State of Idaho to a limited liability company organized under the laws of the State of Idaho. This change in form of business entity is to be done so that there is no interruption in business activities of F.P. Design. Herein, F.P. Design, Inc. may be referred to as "Company" and the limited liability company in which the Company will be merged, F.P. Design, LLC may be referred to as "LLC".

III.

An agreement or plan of merger has been approved and executed by each business entity that is a party to this merger.

IV.

The name of the surviving entity is F.P. Design, LLC.

V.

The effective date of the merger shall be the date the Articles of Merger are filed, or January 2, 2004, whichever occurs earlier.

VI.

The merger documents are on file at the current place of business of F.P. Design, LLC: 1406 1st St. North, Nampa, ID 83687.

② 10/456

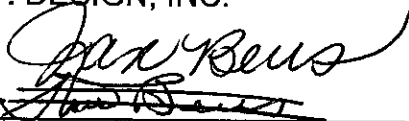
VII.

The interest holders (owners) in the merging corporation are the same interest holders (owners or members) of the surviving limited liability company and have been provided copies of the merger documents. Pursuant to IC 53-663(1)(f) copies of the merger documents will be furnished by SASCO Supply, LLC on request and without cost to any person legally holding an interest in the entity that was merged into the limited liability company.

VIII.

These Articles of Merger are executed by the limited liability company in the manner provided for in Idaho Code 53-610 and filed with the Secretary of State in the manner provided for in Idaho Code 53-611.

F.P. DESIGN, INC.



Signature

JAN BEUS
Jan Beus, Director and Shareholder

Dated: 1-2-04

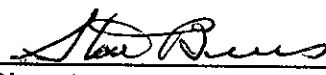
F.P. DESIGN, LLC



Signature

JAN BEUS
Jan Beus, Member

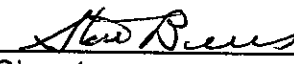
Dated: 1-2-04



Signature

STAN BEUS
Stan Beus, Director and Shareholder

Dated: 1-2-04

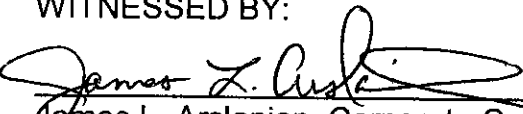


Signature

STAN BEUS
Stan Beus, Member

Dated: 1-2-04

WITNESSED BY:



James L. Arslanian, Corporate Counsel

1-2-04
Date

PLAN OF MERGER
FOR
F.P. DESIGN, INC.

FILED EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

I. SUMMARY

The purpose and intent of this Plan of Merger of F.P. Design, Inc. is to change the form of business entity from a corporation organized under the laws of the State of Idaho to a limited liability company organized under the laws of the State of Idaho. This change in form of business entity is to be done so that there is no interruption in business activities of F.P. Design. Herein, F.P. Design, Inc. may be referred to as "Company" and the limited liability company in which the Company will be merged, F.P. Design, LLC may be referred to as "LLC".

II.

Pursuant to the relevant laws of the State of Idaho, particularly the Idaho Business Corporations Act (specifically Idaho Code 30-1-1101 *et seq.*) and the Idaho Limited Liability Company Act (Idaho Code 53-601 *et seq.*) to accomplish the stated purpose without disruption of ongoing business activities of F.P. Design, the following is to occur:

- a) a new limited liability company named F.P. Design, LLC will be organized with the individual Members of the LLC to be the individual shareholders of the Company;
- b) this Plan of Merger to be adopted by the Board of Directors of F.P. Design, Inc. and recommended to the shareholders;
- c) this Plan of Merger to be unanimously approved and adopted by the shareholders of F.P. Design, Inc.;
- d) and, Articles of Merger are to be filed by the surviving LLC with the Idaho Secretary of State's Office showing the merger of the Company into the LLC. The surviving entity shall be F.P. Design, LLC.

III.

There are currently two shareholders of the Company. These two shareholders will be the original Members of the LLC. For each shareholders respective Fifty (50) shares of stock, each shareholder will receive a Fifty Percent (50%) ownership interest in and to the LLC.

IV.

Pursuant to IC 30-1-1106, at the time of the merging of the Company into the LLC, title to all real property, personal property and all assets of any kind owned or held by the Company will be vested in the surviving LLC without reversion or

impairment. This will include but not be limited to bank accounts, licenses, contracts, vendor accounts, credit ratings, real property, personal property, etc. In addition, the surviving LLC shall also have all liabilities, potential claims against, obligations of any kind, etc. of the Company. Any pending or potential litigation, claims, etc. shall continue and the surviving LLC can be substituted in as a party. And, as indicated in the preceding paragraph, the ownership interests in the Company as reflected by shares of stock shall be converted into ownership interests and rights in the surviving LLC. In summary, all rights, duties, interests, claims, obligations, liabilities, etc. are vested in the surviving LLC. Upon completion of the merger of the Company into the LLC, the Company will cease to exist and the surviving entity will be the LLC.

V.

Upon approval of the Plan of Merger by the Shareholders of the Company, the Officers and Directors of the Company are authorized to take any and all steps necessary to effectuate this merger consistent with the merger documents. This includes but is not limited to authorizing the changing of names on bank accounts, name changes on licenses, contracts, etc.

VI.

The surviving LLC shall file Articles of Merger with the Secretary of State pursuant to IC 53-663. Following completion of the merger and filing of the Articles of Merger by the surviving entity (LLC) pursuant to IC 53-663, the two original Members of the surviving LLC (which were the two sole shareholders of Company) shall have prepared and approve an Operating Agreement for the LLC. The Operating Agreement shall include provisions restricting the transferability of ownership interests in and to the LLC, division of profits and losses consistent with ownership interests or as the Members may agree from time to time as indicated in the Operating Agreement, and any other provision allowed by relevant Idaho law.

END OF DOCUMENT