

# State of Idaho

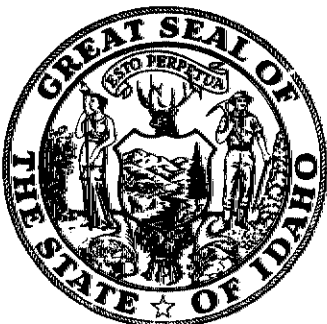
## Department of State

### 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 PEBBLE STAR INVESTMENT COMPANY, INC., a California corporation, not qualified in Idaho into GOLD JUNCTION DEVELOPMENT CO. INC., an Idaho corporation, file number C 108466, 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 30, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Jonny Harold*

**ARTICLES OF MERGER  
OF  
SUBSIDIARY INTO PARENT  
Pebble Star Investment Company, Inc., into  
Gold Junction Development Co. Inc.**

DEC 30 1 45 PM '94  
SECRETARY OF STATE

Pursuant to the provisions of Idaho Code Section 30-1-75 (Idaho Business Corporation Act), the undersigned corporations adopt the following Articles of Merger for the purpose of merging Pebble Star Investment Company, Inc., a California corporation ("Pebble Star"), into Gold Junction Development Co. Inc., an Idaho corporation ("Gold Junction"), its parent.

**FIRST:** The directors of Gold Junction have unanimously adopted the Plan of Merger ("Plan") attached to these Articles of Merger as Exhibit A, whereby the appropriate officers of each corporation are authorized and directed to merge Pebble Star into its parent, Gold Junction.

**SECOND:** Gold Junction owns all of the outstanding shares (50,000), all one class, of Pebble Star and, as of the date of merger, those 50,000 shares will be retired, cancelled and exchanged for all of the assets, liabilities and other corporate characteristics and attributes of Pebble Star, which shall be incorporated into those of Gold Junction, and shall then become the assets, liabilities and attributes of Gold Junction. No additional shares of Gold

IDaho SECRETARY OF STATE  
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**ARTICLES OF MERGER - 1  
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Junction stock shall be issued.

Dated this 28th day of December, 1994.

Pebble Star Investment  
Company, Inc.

Gold Junction Development  
Co. Inc.

By: Ernie Bryant  
Its President  
and Kathy T. Roberts  
Its Secretary

By: Ernie Bryant  
Its President  
and Kathy T. Roberts  
Its Secretary

STATE OF IDAHO

County of Bonner

)  
) ss

On this 28th day of December, 1994, personally appeared Ernie Bryant and, after being sworn on his oath, did state (a) that he is president of Pebble Star Investment Company, Inc., a California corporation, and president of Gold Junction Development Co. Inc., an Idaho corporation; (b) that he has read the foregoing Articles of Merger and attached Plan of Merger and knows the contents thereof to be true and correct; and (c) that he has executed the within instruments on behalf of said corporations.

Ernie Bryant  
Ernie Bryant

Sworn and subscribed to before me, the undersigned Notary Public for Idaho, as of the date set forth above.

Jimmy Lee  
Notary Public for Idaho  
Residing at Sandpoint

ARTICLES OF MERGER - 2  
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### PLAN OF MERGER

Pursuant to Sections 30-1-44 and 30-1-75 of the Idaho Business Corporation Act, the following constitutes the unanimous action of the board of directors of Gold Junction Development Co. Inc., an Idaho corporation (hereinafter "Gold Junction/Idaho"), which action is taken as of December 27, 1994, but is to be effective as of December 31, 1994.

Whereas Pebble Star Investment Company, Inc., (hereinafter "Pebble Star") is a corporation duly organized and existing under the laws of the State of California, having been incorporated on November 20, 1989, with authorized capital stock of 50,000 shares, one class, no par value, all of which are issued, outstanding and held by a single shareholder;

Whereas Gold Junction/Idaho is a corporation duly organized and existing under the laws of the State of Idaho, having been incorporated on December 2, 1994, and, immediately prior hereto having entered a merger whereby Gold Junction Development Co. Inc., a California corporation ("Gold Junction/California"), was merged into Gold Junction/Idaho;

Whereas the Gold Junction/California was the sole shareholder of Pebble Star, and, after and as a result of the merger of Gold Junction/California into Gold Junction/Idaho, Gold Junction/Idaho is the sole shareholder of Pebble Star;

Whereas the business of these corporations is now conducted from the same office, and the board of directors of Gold Junction/Idaho deems it advisable for the general welfare

AGREEMENT AND PLAN OF MERGER - 1  
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**EXHIBIT**

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and advantage of these corporations, the businesses conducted and the stockholders thereof that the business of the corporations be conducted in a single corporation, and that Pebble Star be merged into its parent corporation, Gold Junction/Idaho, pursuant to this Plan and the applicable laws of the State of Idaho and Section 368(a)(1)(A) of the Internal Revenue Code;

Now, therefore, pursuant to Idaho Code Section 30-1-75, and Section 368(a)(1)(A) of the Internal Revenue Code, Pebble Star shall be merged into Gold Junction/Idaho on the following terms and conditions:

(1) The Merger. On the effective date of this merger, the separate existence of Pebble Star shall cease and Pebble Star shall be merged with and into Gold Junction/Idaho, which shall continue its corporate existence and be the corporation surviving the merger (the "Surviving Corporation"). Consummation of this Plan shall be effected by the filing of Articles of Merger in the State of Idaho, after satisfaction of the requirements of the applicable laws of said state. The effective time of the merger shall be the time at which the Articles of Merger shall have been filed in accordance with the laws of the State of Idaho, and a Certificate of Merger issued. Nevertheless, the appropriate corporate officers are hereby directed to use their best efforts to accomplish this merger as of December 31, 1994.

(2) Governing Laws. The laws which are to govern the Surviving Corporation are the laws of the State of Idaho.

(3) Certificate of Incorporation and Bylaws. The Certificate of Incorporation of Gold Junction/Idaho, issued December 2, 1994, shall, on the effective date of the merger, become and continue to be the Certificate of Incorporation of the Surviving Corporation until changed as provided by law.

The Bylaws of Gold Junction/Idaho at the effective time of the merger shall become and continue to be the Bylaws of the Surviving Corporation until altered or amended in accordance with the provisions thereof.

(4) Directors. The directors of Gold Junction/Idaho at the effective time of the merger shall become the directors of the Surviving Corporation until their successors are chosen.

(5) Officers. The officers of Gold Junction/Idaho at the effective time of the merger shall continue to be the officers of the Surviving Corporation until their successors to office are duly selected.

(6) Annual Meeting of Stockholders. The first annual meeting of the stockholders of the Surviving Corporation after the effective time of the merger shall be the next annual meeting provided by the Bylaws of the Surviving Corporation.

(7) Terms and Conversion of Shares. The mode of carrying into effect the merger provided in this Plan and the manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Corporation, are:

all 50,000 shares of Pebble Star shall be surrendered for cancellation and the assets, liabilities, capital and corporate characteristics of Pebble Star shall become, and shall be assumed by, Gold Junction/Idaho, provided that no additional stock in Gold Junction/Idaho shall be issued therefor. The outstanding stock in Gold Junction/Idaho shall remain in full force.

(8) Rights and Liabilities of the Constituent Corporations. As of the merger date, the corporate existence of Gold Junction/Idaho, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the merger. Gold Junction/Idaho shall, from and after the effective time of the merger, have all of the rights, privileges, immunities and powers and be subject to all the duties and liabilities of a corporation organized under the Idaho Business Corporation Act and shall possess all of the rights, privileges, immunities and franchises, public and private, of Pebble Star and all property, real, personal and mixed, and all debts due and all other choices in action, and every other interest of or belonging to or due to Pebble Star, shall be transferred to and vested in Gold Junction/Idaho without further act or deed, all in accordance with, and with the effect stated in Section 30-1-76 of the Idaho Business Corporation Act. The title to real estate, or interest in real estate, vested in Pebble Star shall not revert nor shall it in any way be impaired because of the merger. The separate

existence and corporate organization of Pebble Star shall cease upon the effective time of the merger.

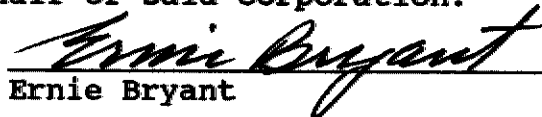
Gold Junction/Idaho, as the surviving corporation, shall be responsible for compliance with applicable provisions of state and federal law, including without limitation, compliance with the reporting requirements of Treasury Regulations, Section 1.368-3.

(9) Signatures. Pursuant to Idaho Code Section 30-1-44, this Plan is unanimously adopted by the board of directors of Gold Junction/Idaho and the appropriate officers of the relevant corporations are hereby authorized and directed to effect this merger on or near December 31, 1994.

  
Sole Director

STATE OF IDAHO  
County of Bonner 28th ss

On this 28th day of December, 1994, personally appeared Ernie Bryant and, after being sworn on his oath, did state (a) that he is president and sole director of Gold Junction Deveopment Co. Inc., an Idaho corporation; (b) that he has read the foregoing Plan of Merger and knows the contents thereof to be true and correct; and (c) that he has executed the within instrument on behalf of said corporation.

  
Ernie Bryant

Sworn and subscribed to before me, the undersigned Notary Public for Idaho, as of the date set forth above.

  
Notary Public for Idaho  
Residing at Sandpoint