

# 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 HOBIE DESIGNS, INC. a California corporation into HOBIE DESIGNS, INC. an Idaho 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 29, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Devine*

ARTICLES OF MERGER

OF

HOBIE DESIGNS, INC.  
(a California corporation)

INTO

HOBIE DESIGNS, INC.  
(an Idaho corporation)

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned domestic and foreign corporations hereby certify:

1. That the following Plan of Merger was approved by the directors and shareholders of Hobie Designs, Inc., in the manner prescribed by the Idaho Business Corporation Act and was approved by Hobie Designs, Inc. in the manner prescribed by the laws of the State of California under which it is organized.

(a) That the names of the constituent corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Hobie Designs, Inc.	California
Hobie Designs, Inc.	Idaho

(b) That the laws of the State under which such foreign corporation is organized permit such Merger.

(c) That the name of the surviving corporation is Hobie Designs, Inc., and it is to be governed by the laws of the State of Idaho.

(d) The following is the Plan of Merger for merging the subsidiary corporation into the parent corporation as approved by the Board of Directors of both corporations on April 30, 1993;

(i) HOBIE DESIGNS, INC., which is a business corporation of the State of Idaho and is the owner of all of the outstanding shares of HOBIE DESIGNS, INC., which is a business corporation of the State of California, hereby merges HOBIE DESIGNS, INC., a California corporation into HOBIE DESIGNS, INC., an Idaho corporation pursuant to the provisions of the Idaho Business Corporation Act and the laws of the State of Idaho.

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- (ii) The separate existence of HOBIE DESIGNS, INC., a California corporation shall cease upon the effective date of the merger pursuant to the provisions of the Idaho Business Corporation Act; and HOBIE DESIGNS, INC., an Idaho Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
- (iii) The issued shares of HOBIE DESIGNS, INC., a California corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
- (iv) The issued shares of HOBIE DESIGNS, INC., an Idaho corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of HOBIE DESIGNS, INC., an Idaho corporation.
- (v) The Board of Directors and the proper officers of HOBIE DESIGNS, INC., an Idaho corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.
- (vi) Neither the certificate of incorporation of the parent corporation nor the certificate of incorporation of the subsidiary corporation requires the approval of its shareholders to authorize the merger herein certified.
- (vii) The applicable provisions of the laws of the jurisdiction of organization of the parent corporation relating to the merger of the subsidiary corporation into the parent corporation will have been complied with upon compliance with any of the filing and recording requirements thereof.

(viii) The parent corporation will continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

2. That, as to each of the constituent corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class of such Plan, are as follows:

<u>Name of Corporation</u>	<u>No of Shares Outstanding</u>	<u>Entitled to Vote as a Class Designation of Class</u>	<u>No. of Shares</u>
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Hobie Designs Inc.	1,000	Common	1,000
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Hobie Designs	1,000	Common	1,000
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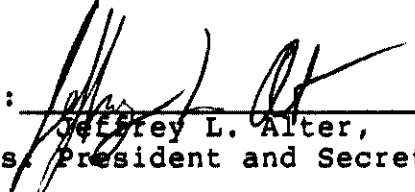
<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class Class</u>	<u>Voted For</u>	<u>Voted Against</u>
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Hobie Designs Inc. (Calif.)	1,000		common	1,000	
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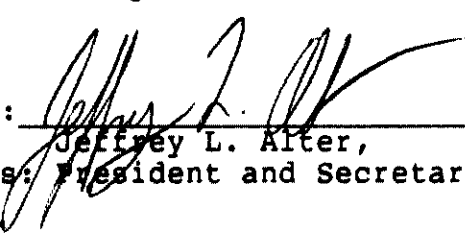
Hobie Designs Inc. (Idaho)	1,000		common	1,000	
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IN WITNESS WHEREOF, this Certificate has been signed this 30th day of April, 1993.

HOBIE DESIGNS, INC., a  
California corporation

By:   
Jeffrey L. Alter,  
Its President and Secretary

HOBIE DESIGNS, INC., an  
Idaho corporation

By:   
Jeffrey L. Alter,  
Its President and Secretary

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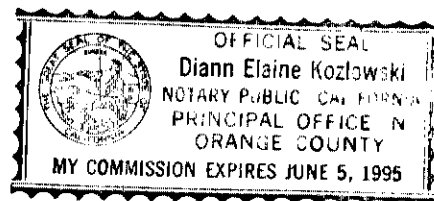
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REC. OF STATE

Diann E. Kozlowski, a Notary Public, does hereby certify that on this 30th day of April, 1993, personally appeared before me, Jeffrey L. Alter, who being by me first duly sworn, declared that he is the President, respectively, of Hobie Designs, Inc., and that the statements therein contained in the Certificate of Ownership are true.

WITNESS my hand and official seal.

*Diann Elaine Kozlowski*  
Diann Elaine Kozlowski



STATE OF CALIFORNIA

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COUNTY OF ORANGE

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Diann E. Kozlowski, a Notary Public, does hereby certify that on this 30th day of April, 1993, personally appeared before me, Jeffrey L. Alter, who being by me first duly sworn, declared that he is the President, respectively, of Hobie Designs, Inc., and that the statements therein contained in the Articles of Merger are true.

WITNESS my hand and official seal.

Diann Elaine Kozlowski

Diann Elaine Kozlowski

