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# 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 SEELY SUPER THRIFT DRUGS, INC. into SUPER THRIFT DRUGS, INC., duly executed 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: May 15, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Alisa Hutton*

**ARTICLES OF MERGER OF**  
**SEELY SUPER THRIFT DRUGS, INC.**  
**WITH AND INTO**  
**SUPER THRIFT DRUGS, INC.**

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SECRETARY OF STATE  
STATE OF IDAHO

**THE FOLLOWING ARTICLES OF MERGER** are being filed pursuant to §30-1-74, *Idaho Code*, to reflect the merger of **SEELY SUPER THRIFT DRUGS, INC.**, a corporation organized and existing under the laws of the State of Idaho, with and into **SUPER THRIFT DRUGS, INC.**, a corporation organized and existing under the laws of the State of Idaho.

**I.**

The following plan of merger was approved by the stockholders of each of the undersigned corporations in the manner prescribed by 30-1-73, *Idaho Code*:

- a. Super Thrift Drugs, Inc. shall be the surviving corporation.
- b. The Articles of Incorporation of Super Thrift Drugs, Inc. shall continue to be the Articles of Incorporation of the surviving corporation following the effective date of the merger, until the same shall be altered or amended.
- c. The By-Laws of Super Thrift Drugs, Inc. shall be and remain the By-Laws of the surviving corporation until altered, amended or repealed.

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- d. The officers and directors of Super Thrift Drugs, Inc. in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of Super Thrift Drugs, Inc. for the term elected until their respective successors shall be elected or appointed and qualified.
- e. On the effective date of the merger, Super Thrift Drugs, Inc. shall be deemed responsible and liable for all of the liabilities and obligations of Seely Super Thrift Drugs, Inc.; and any claims existing by or against Seely Super Thrift Drugs, Inc. may be prosecuted to Judgment as if the merger had not taken place, or Super Thrift Drugs, Inc. may be substituted in place of Seely Super Thrift Drugs, Inc.
- f. The rights of the creditors shall not be impaired by this merger.
- g. Super Thrift Drugs, Inc. shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of Seely Super Thrift Drugs, Inc.

## **II.**

On the effective date of the merger, all the outstanding shares of stock of Seely Super Thrift Drugs, Inc. shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock of Super Thrift Drugs, Inc. as follows:

each share of Seely Super Thrift Drugs, Inc. shall be exchanged for one share of Super Thrift Drugs, Inc.

**III.**

As to each of the undersigned corporations, the number of shares outstanding are:

Super Thrift Drugs, Inc.	300
Seely Super Thrift Drugs, Inc.	2

**IV.**

As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, are as follows:

	<u>Total Voted For</u>	<u>Total Voted Against</u>
Super Thrift Drugs, Inc.	300	0
Seely Super Thrift Drugs, Inc.	2	0

IN WITNESS WHEREOF, the undersigned corporations have hereunto caused their names to be subscribed this 8<sup>th</sup> day of May, 1997.

SEELY SUPER THRIFT DRUGS, INC.

By A. James Seals  
A. James Seals, President

SUPER THRIFT DRUGS, INC.

By A. James Seals  
A. James Seals, President