

State of Idaho



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 _____

PAYETTE LAKES LUMBER CO., INC.

into BROWN'S INDUSTRIES, INC.

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.

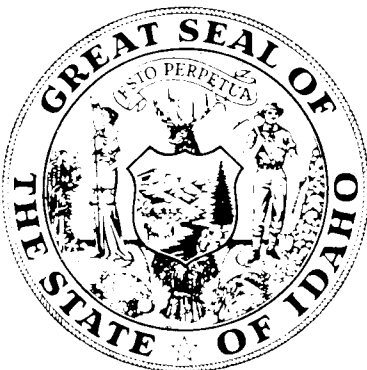
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of

Merger

, and attach hereto a duplicate original of the Articles of

Merger

Dated August 18, 19 83



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF MERGER
OF
PAYETTE LAKES LUMBER CO., INC.

Aug 4 9 02 AM '83
RECORDED & INDEXED

("PAYETTE LAKES")

Into

BROWN'S INDUSTRIES, INC.

("Surviving Corporation")

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned Corporations adopt the following Articles of Merger for the purpose of merging Payette Lakes into Brown's Industries, Inc., as the Surviving Corporation.

FIRST: The attached Plan and Agreement of Merger, which is incorporated by reference, was adopted by the shareholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act.

SECOND: As to each of the undersigned corporations, the number of shares outstanding is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>
Payette Lakes Lumber Co., Inc.	32 1/2	common
Brown's Industries, Inc.	87,765	common

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan is as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Payette Lakes Lumber Co., Inc.	32 1/2	0
Brown's Industries, Inc.	87,765	0

FOURTH: For all purposes, and as to each of the undersigned corporations, the effective date of the merger was and is as of November 30, 1982.

PAYETTE LAKES LUMBER CO., INC.

By Judd W. DeBoer
Its President

and

By Lee McDougal
Its Secretary

BROWN'S INDUSTRIES, INC.

By Judd W. DeBoer
Its President

and

By Marion W. Hopper
Its Secretary

STATE OF IDAHO)
) ss.
County of Ada)

JUDD W. DEBOER, being first duly sworn, deposes and says:

He is the President of PAYETTE LAKES LUMBER CO., INC., the corporation named in the above-entitled proceeding, and is authorized to make this verification in its behalf.

He has read the foregoing ARTICLES OF MERGER, knows the contents thereof and the same are true to the best of his knowledge, information and belief.

Judd W. DeBoer
Judd W. DeBoer

SUBSCRIBED AND SWORN to before me ^{on} this 30th day of November, 1982.

[Signature]
NOTARY PUBLIC for Idaho
Residing at Boise

STATE OF IDAHO)
) ss.
County of Ada)

JUDD W. DEBOER, being first duly sworn, deposes and says:

He is the President of BROWN'S INDUSTRIES, INC., the corporation named in the above-entitled proceeding, and is authorized to make this verification in its behalf.

He has read the foregoing ARTICLES OF MERGER, knows the contents thereof and the same are true to the best of his knowledge, information and belief.

Judd W. DeBoer
Judd W. DeBoer

SUBSCRIBED AND SWORN to before me this 20th day of November, 1982.

W.C. Labbatt
NOTARY PUBLIC for Idaho
Residing at Boise

PLAN AND AGREEMENT OF MERGER

Between

BROWN'S INDUSTRIES, INC.
An Idaho Corporation
(The Surviving Corporation)

and

PAYETTE LAKES LUMBER CO., INC.
An Idaho Corporation
(The Merging Corporation)

PLAN AND AGREEMENT OF MERGER, dated as of November 30, 1982, between BROWN'S INDUSTRIES, INC., an Idaho corporation, and PAYETTE LAKES LUMBER CO., INC., an Idaho corporation, which two corporations are hereinafter sometimes referred to as the "Constituent Corporations."

I

Recitals

BROWN'S INDUSTRIES, INC. and PAYETTE LAKES LUMBER CO., INC. are validly organized, existing and in good standing under the laws of the State of Idaho.

The total number of shares of stock which BROWN'S INDUSTRIES, INC. is authorized to issue is 1,500,000 shares of common stock having a par value of one cent (\$.01) per share, of which on the 30th day of November, 1982, 87,765 shares of said stock were issued and outstanding.

The total number of shares of stock which PAYETTE LAKES LUMBER CO., INC. has issued is 32-1/2 shares of common stock.

The Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of their respective corporations and stockholders that PAYETTE LAKES LUMBER CO., INC. merge with and into BROWN'S INDUSTRIES, INC. in accordance with the provisions of applicable statutes of the State of Idaho, and have entered into this Plan and Agreement Agreement of Merger in connection with the merger.

II

Agreement of Merger

NOW, THEREFORE, the Constituent Corporations agree, each with the other, to merge into a single corporation which shall be BROWN'S INDUSTRIES, INC., the Surviving Corporation, pursuant to

the laws of the State of Idaho, and agree upon and prescribe the terms and conditions of the merger, the mode of carrying it into effect and the manner and basis of converting the shares of PAYETTE LAKES LUMBER CO., INC. into shares of BROWN'S INDUSTRIES, INC., as herein set forth:

On the effective date of the merger, PAYETTE LAKES LUMBER CO., INC. shall be merged with and into BROWN'S INDUSTRIES, INC., and the separate existence of PAYETTE LAKES LUMBER CO., INC. shall cease; the Constituent Corporations shall become a single corporation named BROWN'S INDUSTRIES, INC., an Idaho corporation, which shall be the Surviving Corporation.

III

Articles of Incorporation of Surviving Corporation

The Articles of Incorporation of BROWN'S INDUSTRIES, INC. shall continue to be the Articles of Incorporation of BROWN'S INDUSTRIES, INC., the Surviving Corporation, until further amended in accordance with the corporation laws of the State of Idaho.

IV

Bylaws of Surviving Corporation

The Bylaws of BROWN'S INDUSTRIES, INC. in effect immediately prior to the effective date of the merger shall continue to be the Bylaws of BROWN'S INDUSTRIES, INC., the Surviving Corporation, until altered or repealed in the manner provided by the corporation laws of the State of Idaho.

V

Directors and Officers of Surviving Corporation

The Directors and Officers of BROWN'S INDUSTRIES, INC. immediately prior to the effective date of the merger shall continue to be the Directors and Officers of BROWN'S INDUSTRIES, INC., the Surviving Corporation, to hold office for the terms specified in the Bylaws of BROWN'S INDUSTRIES, INC. and until their respective successors are duly elected and qualified.

VI

Manner and Basis of Conversion of Shares

The treatment of the shares of PAYETTE LAKES LUMBER CO., INC., and the manner of converting the shares of PAYETTE LAKES LUMBER CO., INC. into shares of common stock of BROWN'S INDUSTRIES, INC., shall be as follows:

1. Each share of Common Stock of PAYETTE LAKES LUMBER CO., INC. which was issued and outstanding immediately prior to the effective date of the merger, shall be entitled to be converted and exchanged as a result of the merger for 70.64 shares of common stock in BROWN'S INDUSTRIES, INC. and shall continue to be a fully paid and nonassessable share of BROWN'S INDUSTRIES, INC.'s Common Stock.

2. After the effective date of the merger, each holder of outstanding certificates for Common Stock theretofore issued by PAYETTE LAKES LUMBER CO., INC. shall be entitled to receive new certificates for the number of shares of Common Stock of BROWN'S INDUSTRIES, INC. to which he is entitled.

3. On the effective date of the merger, any shares of Common Stock of PAYETTE LAKES LUMBER CO., INC. which are then held in its treasury, shall be cancelled and retired without further action, and no shares of Common Stock of BROWN'S INDUSTRIES, INC. shall be issued in respect thereof.

VII

Shareholder Approval

This agreement shall be submitted to the shareholders of each of the merging corporations as provided by law, and shall take effect and be the Plan and Agreement of Merger of BROWN'S INDUSTRIES, INC. and PAYETTE LAKES LUMBER CO., INC., after adoption thereof by the shareholders of each of the Constituent Corporations in accordance with the laws of the State of Idaho and, upon the execution and filing of such documents as required for accomplishing the merger under the laws of the State of Idaho, this Plan and Merger Agreement shall be and become effective, all as of November 30, 1982.

VIII

Authorization

This agreement is entered into pursuant to resolutions to be adopted by the board of directors of the respective merging corporations.

IX

Effect of Merger

On the effective date of the merger, BROWN'S INDUSTRIES, INC., the surviving corporation, shall possess all the rights, privileges, powers, and franchises of a public as well as a private nature of each of the Constituent Corporations, and shall become subject to all the restrictions, disabilities and duties

of each of the Constituent Corporations and all of the singular rights, privileges, powers and franchises of each of the Constituent Corporations. All property, real, personal and mixed, and debts due to each of the Constituent Corporations on whatever account, including stock subscriptions as well as all other things in action or belonging to each of the Constituent Corporations shall be vested in BROWN'S INDUSTRIES, INC., and all property, assets, rights, privileges, powers, franchises and immunities, and all and every other interest shall be thereafter as effectually the property of BROWN'S INDUSTRIES, INC., the surviving corporation, as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the merger; provided, however, that all of the creditors and liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective Constituent Corporations shall thenceforth attach to BROWN'S INDUSTRIES, INC. and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

If at any time after the merger becomes effective it shall appear to BROWN'S INDUSTRIES, INC. that any further assignments or assurances are necessary or desirable to evidence the vesting in BROWN'S INDUSTRIES, INC. of the title to any of the property or rights of PAYETTE LAKES LUMBER CO., INC., those persons who were proper officers and directors of PAYETTE LAKES LUMBER CO., INC. as of the effective date of the merger shall execute, acknowledge and deliver such assignments or other instruments and do such acts as may be necessary or appropriate to evidence the vesting of title to such property or rights in BROWN'S INDUSTRIES, INC. For such purposes the capacity and authority of PAYETTE LAKES LUMBER CO., INC. and its officers shall be deemed to be continuing.

X

Accounting and Stated Capital

When the merger becomes effective, the assets and liabilities of the Constituent Corporations shall be recorded in the accounting records of BROWN'S INDUSTRIES, INC. at the amounts at which they shall be carried at that time in the accounting records of the Constituent Corporations.

XI

Termination

This Plan and Agreement of merger may be terminated and abandoned by the Constituent Corporations at any time prior to the merger becoming effective, notwithstanding approval of this

agreement by the shareholders of both of the constituent corporations. In the event of the termination and abandonment of this agreement and the merger, pursuant to the foregoing provisions of this paragraph, this agreement shall become void and have no effect, without any liability on the part of either BROWN'S INDUSTRIES, INC. or PAYETTE LAKES LUMBER CO., INC., or the shareholders or directors or officers thereof.

XII

Right of Amendment

BROWN'S INDUSTRIES, INC. and PAYETTE LAKES LUMBER CO., INC., by mutual consent of their respective boards of directors, may amend, modify and supplement this agreement in such manner as may be agreed upon by them in writing at any time before or after adoption thereof by the shareholders of BROWN'S INDUSTRIES, INC. or PAYETTE LAKES LUMBER CO., INC. or both; provided, however, that no such amendment, modification or supplement shall affect the rights of the shareholders of BROWN'S INDUSTRIES, INC. or PAYETTE LAKES LUMBER CO., INC. in a manner which is materially adverse to such shareholders in the judgment of their respective boards of directors.

BROWN'S INDUSTRIES, INC.

By Jesse W. Weber, President

PAYETTE LAKES LUMBER CO., INC.

By Jesse W. Weber, President