

# State of Idaho



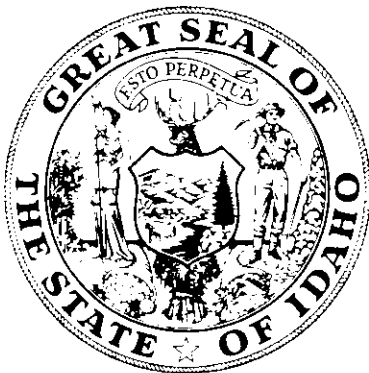
## CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of MOUNTAIN ALARM  
CORPORATION

into FIRE PROTECTION SERVICE 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 December 31, 1987.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF MERGER

DEC 31 2 25 PM '87

FOR

SECRETARY OF STATE

THE MERGER OF

MOUNTAIN ALARM CORPORATION, an Idaho Corporation

INTO

FIRE PROTECTION SERVICE CORPORATION, a Utah Corporation

Pursuant to the provisions of Section 16-10-70 of the Utah Business Corporation Act and Section 30-1-75 of the Idaho Business Corporation Act, Fire Protection Service Corporation, a Utah corporation ("FPS"), has caused its President and Secretary to execute these Articles of Merger for the purpose of filing them with the Utah Division of Corporations and Commercial Code and the Idaho Secretary of State.

#### ARTICLE I

The Plan of Merger attached hereto as Exhibit A and made a part hereof has been approved and adopted by the directors of FPS. Mountain Alarm Corporation, an Idaho corporation ("MAC"), shall be merged with and into FPS pursuant to the terms and conditions of such Plan of Merger.

#### ARTICLE II

MAC has outstanding 30,000 shares of common stock, \$1.00 par value, all of which is owned by FPS. MAC has no shares of any other class outstanding.

ARTICLE III

FPS hereby waives the right to receive by mail a copy of the Plan of Merger as sole shareholder of MAC and expressly consents to the immediate filing of these Articles of Merger with the Utah Division of Corporations and Commercial Code and the Idaho Secretary of State.

EXECUTED this 30th day of December, 1987.

FIRE PROTECTION SERVICE  
CORPORATION

By: Rodney G. Garner  
President

By: Paul D. Barker  
Secretary

VERIFICATION

STATE OF UTAH       )  
                              : ss.  
COUNTY OF WEBER    )

Rodney G. Garner, President of Fire Protection Service Corporation, verified to me that the foregoing Articles of Merger are true and accurate in all respects.

DATED this 30th day of December, 1987.

(SEAL)

James H. [Signature]  
Notary Public

My Commission Expires:  
1/1/89

Residing at:  
1111 [Address]

CG4/FRWD

## EXHIBIT A

### PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger"), dated this 30th day of December, 1987, relates to the merger of MOUNTAIN ALARM CORPORATION, an Idaho corporation ("MAC"), with and into FIRE PROTECTION SERVICE CORPORATION, a Utah corporation ("FPS"). FPS owns all of the issued and outstanding stock of MAC, which consists of 30,000 shares of \$1.00 par value common stock.

1. Merger. In accordance with the applicable provisions of the Idaho Business Corporation Act and the Utah Business Corporation Act, MAC shall be merged with and into FPS, with FPS being the surviving corporation.

2. Effective Date. Such merger (the "Merger") shall become effective (the "Effective Date") on the date and at the time the Articles of Merger with respect to the Merger has been accepted for filing by the Utah Division of Corporations and Commercial Code in accordance with section 16-10-70 of the Utah Business Corporation Act and by the Idaho Secretary of State in accordance with section 30-1-75 of the Idaho Business Corporation Act.

3. Effect of Merger.

(a) Upon the Effective Date, MAC shall be merged with and into FPS, and the separate existence of MAC shall cease. FPS, as the surviving corporation, shall continue to exist under and be governed by the Utah Business Corporation Act.

(b) Except as specifically set forth in this Plan of Merger, the corporate existence of FPS, with all its purposes, power and objects, shall continue unaffected and unimpaired by the Merger. The corporate identity and existence of MAC, together with all the rights, privileges, immunities, powers and franchises of MAC, both of a public and private nature, and all property, real, personal and mixed, and all debts due on whatever account, and all other things or chooses in action belonging to MAC, and every other interest of MAC shall be and deemed to be transferred to and to vest, and shall be vested, in FSP as of the Effective Date without further act or deed and as effectively as they were formerly vested in MAC.

(c) The Merger shall effect no change in any of the presently authorized shares of FPS stock, whether issued or unissued, and upon the Effective Date all of such authorized shares, both issued and unissued, shall continue to be shares of stock of FSP. All shares of FPS stock outstanding on the Effective Date shall remain outstanding, shall be fully paid and nonassessable, and shall have the same rights as such stock possessed immediately preceding the Effective Date. As of the Effective Date, each share of stock of MAC shall be automatically cancelled and of no further force or effect and the certificates representing such shares shall be surrendered to FSP.

DEC 31 2 25 PM '87  
SECRETARY OF STATE

UNDERTAKING

BY

FIRE PROTECTION SERVICE CORPORATION, a Utah corporation

WITH

THE IDAHO SECRETARY OF STATE

Pursuant to Section 30-1-77 of the Idaho Business Corporation Act, Fire Protection Service Corporation, a Utah corporation ("FPS"), hereby agrees and certifies as follows:

1. FPS is the surviving corporation of a merger whereby Mountain Alarm Corporation, an Idaho corporation ("MAC"), merged with and into FPS. Articles of Merger regarding such merger have been filed with the Utah Division of Corporations and Commercial Code and the Idaho Secretary of State.

2. FPS agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of MAC and in any proceeding for the enforcement of the rights of a dissenting shareholder of MAC against FPS, the surviving corporation.

3. FPS hereby irrevocably appoints the Idaho Secretary of State as its agent to accept service of process in any proceeding referred to in paragraph 2 above.

4. FPS agrees that it will promptly pay to the dissenting shareholders of MAC the amount, if any, to which they shall be entitled under the provisions of the Idaho

Business Corporation Act with respect to the rights of  
dissenting shareholders.

EXECUTED this 30th day of December, 1987.

FIRE PROTECTION SERVICE  
CORPORATION, a Utah corporation

By: Rodney G. Garner  
President

Attest:

Peary B. Barker  
Secretary

STATE OF UTAH )  
: ss.  
COUNTY OF WEBER )

On the 30th day of December, 1987, personally  
appeared before me Rodney G. Garner and Peary B. Barker, who  
being by me duly sworn, did say that they are the President  
and Secretary, respectively, of Fire Protection Service  
Corporation, and that said instrument was signed in behalf of  
said corporation by authority of its by-laws and said  
President and Secretary acknowledged to me that said  
corporation executed the same.

(SEAL)

My Commission Expires:

9-17-91

DS7/WDHD

Emily Huen  
Residing at:  
1141 N. 1st St.