



**Department of State.**

**CERTIFICATE OF MERGER OR CONSOLIDATION**

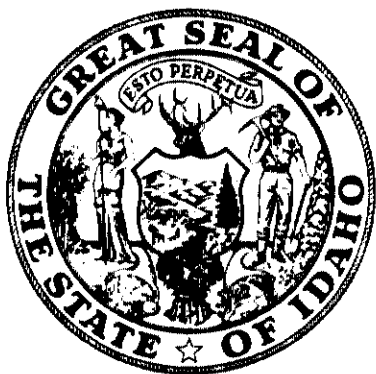
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of IDA OIL & GAS CORPORATION

into L. B. 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 January 27, 19 88.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

**ARTICLES OF MERGER  
OF  
IDA OIL & GAS CORPORATION  
INTO L. B. INDUSTRIES, INC., AN IDAHO CORPORATION**

JAN 27 4 05 PM '88  
(Idaho)  
SECRETARY OF STATE

These Articles of Merger are made, effective January 5, 1988, in accordance with Idaho Code Sections 30-1-75 and 30-1-77, whereby Ida Oil & Gas Corporation, a Texas Corporation, as a wholly owned subsidiary of L. B. Industries, Inc. shall merge into L. B. Industries, Inc. and where L. B. Industries, Inc. shall be the Surviving Corporation and the separate existence of the subsidiary corporation shall terminate and the Surviving Corporation shall succeed to all of the rights, privileges, immunities, franchises, duties, liabilities and all other rights and obligations of Ida Oil & Gas Corporation, a Texas Corporation.

First: The subsidiary corporation to be merged into the undersigned parent corporation is as follows:

Ida Oil & Gas Corporation	Texas Corporation
---------------------------	-------------------

The laws of Texas permit the merger of this subsidiary corporation into the undersigned parent corporation.

Second: The attached Plan of Merger which is incorporated herein as Exhibit "A" was approved by the Board of Directors of the undersigned, as the Surviving Corporation, in the manner prescribed by the Idaho Business Corporation Act and was authorized and approved in the manner prescribed by the laws of the State of Texas, the jurisdiction under which the wholly owned subsidiary of Ida Oil & Gas Corporation is organized.

Third: The number of outstanding shares of each class of stock for the subsidiary corporation and the number of shares of each class of stock owned by the Surviving Corporation is as follows:

Name of Subsidiary	Number of Shares Outstanding	Designation of Class	Number of Shares Owned by Surviving Corporation
Ida Oil & Gas Corporation	1,000	Common	1,000

Fourth: A mailing of a copy of the Plan of Merger to the shareholder of Ida Oil & Gas Corporation, a Texas Corporation and L. B. Industries, Inc. has been waived by L. B. Industries, Inc. since L. B. Industries, Inc. is the owner of all outstanding shares of stock issued by the subsidiary corporation which is being merged into L. B. Industries, Inc. as the Surviving Corporation.

Fifth: These Articles of Merger shall be filed with the Secretary of State's office for the State of Idaho after January 5, 1988 but prior to January 29, 1988. The merger shall be effective on the date filed with the concurrent issuance of Certificates of Merger by the States of Idaho and Texas.

IN WITNESS WHEREOF, the Surviving Corporation, L. B. Industries, Inc., has hereunto set its hand and seal on the date indicated below.

Date: 12/30/87

L. B. INDUSTRIES, INC.

ATTEST:

By: Joe D. Davis

By: Shirley M. Link

Title: Vice-President & Treasurer

Title: Secretary

State of Idaho

County of Ada

I, Christopher W. Clark, a notary public, do hereby certify that on this 30<sup>th</sup> day of December, 1987, personally appeared before me Joe D. Davis and Shirley M. Link who, being by me first duly sworn, declared that they are the Vice President / Treasurer and the Secretary of L. B. Industries, Inc., respectively, that they signed the foregoing document on behalf of said corporation, and that the statements therein contained are true.

(Notary Seal)

Christopher W. Clark  
NOTARY PUBLIC

Residing at: Boise, Idaho

My Commission Expires: 10-28-91

EXHIBIT A  
PLAN OF MERGER

THIS PLAN OF MERGER shall be effective on January 5, 1988 by and between L. B. Industries, Inc., an Idaho Corporation ("LBI") and Ida Oil & Gas Corporation, a Texas Corporation ("IDA").

LBI is a corporation duly organized and existing under the laws of the State of Idaho, having been incorporated thereunder on December 31, 1975. LBI is currently authorized to transact business as a foreign corporation within the State of Texas under the assumed name of Larry Barnes Petroleum, Inc.

IDA is a corporation duly authorized and existing under the laws of the State of Texas having been incorporated thereunder on March 23, 1987.

The authorized capitalization of IDA consists of 50,000 shares of Common Stock, \$1.00 par value per share of which 1,000 shares are issued and outstanding as of the effective date hereof, all of which shares are owned by LBI.

The registered office in the State of Idaho of LBI is located at 1401 Shoreline Drive, Boise, Idaho, 83702. The registered office of IDA in the State of Texas is located at 1601 Elm Street, Dallas, Texas 75201.

The Board of Directors of LBI and IDA deem it to be to the benefit and advantage of each of said corporations that said corporations merge under and pursuant to the provisions of the Idaho Business Corporation Act and the Texas Business Corporation Act; the Board of Directors of LBI and IDA by resolution duly adopted, have approved this Plan of Merger; and the directors of each corporation have duly authorized the execution of such Plan of Merger.

In consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereto agree that, in accordance with the provisions of the Idaho Business Corporation Act and the Texas Business Corporation Act that IDA shall be merged with and into LBI, with LBI surviving, and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as set forth herein.

ARTICLE I

Except as herein specifically set forth, the corporate existence of LBI, with all its purposes, powers and objects, shall continue in effect and unimpaired by the merger, and the corporate identity and existence, with all the purposes, powers, and objects of IDA shall be merged into LBI; and LBI, as the corporation surviving the merger, shall be fully vested therewith. The separate existence and corporate organization of IDA shall cease as soon as the merger shall become effective as herein provided, and thereupon LBI and IDA shall be a single corporation, to wit, LBI (hereinafter sometimes referred to as the "Surviving Corporation"). The Surviving Corporation shall be governed by the laws of the State of Idaho. Copies of the Plan of Merger and the appropriate Articles of Merger which need to be filed in each respective state shall be

filed with the appropriate entity within the states of Idaho and Texas. The merger shall become effective after January 5, 1988 but prior to January 29, 1988 upon the filing of the merger documents with the appropriate state offices.

The address of the principal office of the Surviving Corporation shall be P.O. Box 2797, 1401 Shoreline Drive, Boise, Idaho 83701.

## ARTICLE II

Upon the effective date of the merger, the Certificate and Articles of Incorporation of LBI shall be the Certificate and Articles of Incorporation of the Surviving Corporation, without any changes unless and until the same shall thereafter be altered or amended in accordance with law and the Articles of Incorporation.

## ARTICLE III

Upon the effective date of the merger, the Bylaws of LBI shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered or amended in accordance with law, the Articles of Incorporation, and said Bylaws.

## ARTICLE IV

On the effective date of the merger, the Surviving Corporation shall continue in existence and, without further transfer, succeed to and possess all of the rights, privileges, and purposes of IDA and all of the property, real and personal, including subscriptions to shares, causes of action and every other asset of IDA, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall be liable for all liabilities, obligations and penalties of IDA. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any stockholder, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against IDA or any stockholder, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against IDA or any stockholder, officer, director or employee thereof shall abate or be discontinued by such merger, but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred or the Surviving Corporation may be substituted in any action or proceeding in place of IDA.

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Corporation the title to any property or rights of IDA, or otherwise to carry out the provisions hereof, the proper officers and directors of IDA, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances in law, and do any things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions hereof.

#### ARTICLE V

The number of shares of stock which the Surviving Company shall have authority to issue shall be as authorized by the Articles of Incorporation of the Surviving Corporation.

#### ARTICLE VI

Upon the effective date of the merger, each issued and outstanding share of stock of IDA shall be cancelled. Conversion of the shares of Common Stock which is held by LBI into shares of the Stock of LBI is not required because LBI is the sole shareholder of the subsidiary which is being merged into LBI.

#### ARTICLE VII

Upon the effective date of the merger, the Surviving Corporation shall utilize the name L. B. Industries, Inc., as previously used by it. Since the Articles of Incorporation and Bylaws of LBI shall, in accordance with Articles II and III hereof, constitute the Articles of Incorporation and Bylaws of the Surviving Corporation, no amendment to the Articles of Incorporation or Bylaws is required to perfect the merger.

#### ARTICLE VIII

Upon the merger becoming effective, the shares of Common Stock of IDA which shall be outstanding immediately prior to the effective date of the merger, shall be cancelled and retired, and no new shares of Common Stock or other securities of the Surviving Corporation shall be issuable with respect thereto.

#### ARTICLE IX

The officers and directors of LBI at the effective date of the merger shall serve as the officers and directors of the Surviving Corporation, until their successors shall have been elected and shall qualify or as otherwise provided in the Bylaws of the Surviving Corporation.

#### ARTICLE X

All corporate acts, plans, policies, approvals and authorizations of IDA, its stockholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as they were on IDA. The employees of IDA shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of IDA. It is intended that the transaction described herein qualify as a reorganization within the definition of Sections 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

#### ARTICLE XI

This Plan of Merger shall be submitted to and subject to obtaining the consents and approvals of the respective Board of Directors of LBI and IDA as

are necessary under the applicable laws of the State of Idaho and State of Texas. It should be noted, however, that it is not necessary under the applicable laws of the State of Idaho and State of Texas to submit this Plan of Merger for approval before the stockholders of LBI or the stockholder of IDA since the Surviving Corporation owns in excess of 90% of the outstanding stock in of the subsidiary being merged into the Surviving Corporation pursuant to this Plan of Merger.

#### ARTICLE XII

This Plan of Merger and the merger may be terminated and abandoned by resolutions of the Board of Directors of LBI and IDA prior to the merger becoming effective. In the event of the termination and the abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article XII, this Agreement shall become void and of no further effect without any liability on the part of LBI and IDA or their stockholders, directors or officers in respect thereof.

#### ARTICLE XIII

This Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each party to this Plan of Merger, pursuant to authority duly given by its Board of Directors, has caused these presents to be executed on its behalf by its president or vice-president, and attested to by its secretary or assistant secretary as of the date or dates indicated below.

L. B. INDUSTRIES, INC.,  
an Idaho Corporation

12/30/87  
Date

ATTEST:  
Shirley M. Link  
Secretary

By: Joe A. Davis  
Title: Vice-President & Treasurer

IDA OIL & GAS CORPORATION  
a Texas Corporation

12/31/87  
Date

ATTEST:  
Mike D. Taylor  
Secretary

By: [Signature]  
Title: President