

# 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 \_\_\_\_\_

J. ROSS BRADY TRUST COMPANY, an Idaho corporation

with and into

into THE POST COMPANY, 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.

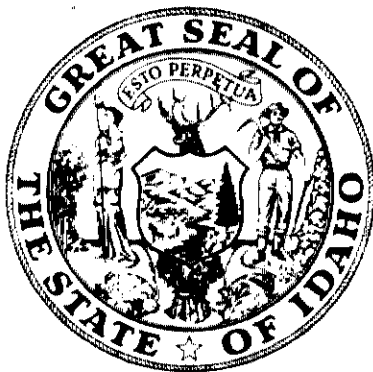
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of

Merger

, and attach hereto a duplicate original of the Articles of

Merger

Dated February 12, \_\_\_\_\_, 19 82



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

ARTICLES OF MERGER

OF

THE POST COMPANY and J. ROBB BRADY TRUST COMPANY

Pursuant to Section 30-1-74 Idaho Code, The Post Company and J. Robb Brady Trust Company hereby adopt these Articles of Merger.

1. The Plan of Merger is as follows:

a. The corporation has caused a request for private letter ruling to be filed with the Internal Revenue Service requesting a ruling letter to the effect that the merger of J. Robb Brady Trust Company into The Post Company will qualify for tax-free treatment under Section 368 of the Internal Revenue Code.

b. The corporation has caused the appropriate Application to be filed with the Federal Communications Commission to approve the proposed merger.

c. The written approval of the Federal Communications Commission has been received and a favorable ruling letter from the Internal Revenue Service has been received. J. Robb Brady Trust Company shall merge into The Post Company. The Post Company shall be the surviving corporation.

d. The Post Company, James M. Brady, J. Robb Brady, Rose Anna Keller and the Estate of Governor J. H. Brady, deceased, the sole shareholders of J. Robb Brady Trust Company, will transfer all of the issued and outstanding shares of common stock of J. Robb Brady Trust Company (there are presently issued and outstanding fifty (50) shares of common stock of J. Robb Brady Trust Company stock) to The Post Company in return for which The Post Company shall issue thirty thousand (30,000) shares of fully paid and nonassessable common stock in The Post Company to each of James M. Brady, J. Robb Brady, Rose Anna Keller, seventeen thousand two hundred thirty-six and 80/100 (17,236.80) shares of fully paid and nonassessable common stock in The Post

Company to the Estate of Governor J. H. Brady, deceased, and twelve thousand seven hundred sixty-three and 20/100 (12,763.20) shares of fully paid and non-assessable common stock in The Post Company to The Post Company. All of the assets of J. Robb Brady Trust Company shall be transferred to The Post Company and The Post Company shall assume all of the liabilities of J. Robb Brady Trust Company, if any. All of the issued and outstanding shares of J. Robb Brady Trust Company shall then be cancelled. J. Robb Brady Trust Company will then cease to exist.

e. No changes will be made in the Articles of Incorporation of The Post Company because of the merger of J. Robb Brady Trust Company into The Post Company.

2. The number of issued and outstanding shares of stock of The Post Company is one hundred forty-one thousand five hundred ninety-seven and 44/100 (141,597.44). The number of issued and outstanding shares of stock of J. Robb Brady Trust Company is fifty (50).

3. One hundred forty-one thousand five hundred ninety-seven and 44/100 (141,597.44) of the shares of The Post Company voted for the Plan of Merger and Zero (0) number of shares of The Post Company voted against the Plan of Merger. Fifty (50) of the shares of J. Robb Brady Trust Company voted for the Plan of Merger and Zero (0) number of shares of J. Robb Brady Trust Company voted against the Plan of Merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed this 4<sup>th</sup> day of February, 1982.

THE POST COMPANY

BY James M. Brady  
James M. Brady, President

ATTEST:

J. Robb Brady  
J. Robb Brady, Secretary

(corporate seal)

J. ROBB BRADY TRUST COMPANY

By J. Robb Brady  
J. Robb Brady, President

ATTEST:

James M. Brady  
James M. Brady, Secretary  
(corporate seal)

STATE OF IDAHO )  
County of Bonneville ) ss.

J. ROBB BRADY, being first duly sworn, deposes and says:

1. That he is the Secretary for The Post Company.
2. That James M. Brady is the President of The Post Company.
3. That James M. Brady signed the foregoing Articles of Merger as president of The Post Company, and that the undersigned also signed said Articles of Merger as secretary; and that said statements contained in the foregoing Articles of Merger are true.

J. Robb Brady  
J. Robb Brady

SUBSCRIBED AND SWORN to before me, the undersigned Notary Public for Idaho, this 4<sup>th</sup> day of February, 1982.

(seal)

Donna J. Smith  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My commission expires: 1/1/84

STATE OF IDAHO )  
County of Bonneville ) ss.

JAMES M. BRADY, being first duly sworn, deposes and says:

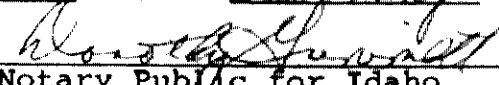
1. That he is the secretary of J. Robb Brady Trust Company.
2. That J. Robb Brady is the President of J. Robb Brady Trust Company.

3 - ARTICLES OF MERGER

3. That J. Robb Brady signed the foregoing Articles of Merger as president of J. Robb Brady Trust Company and that the undersigned also signed said Articles of Merger as secretary; and that said statements contained in the foregoing Articles of Merger are true.

  
James M. Brady

SUBSCRIBED AND SWORN to before me, the undersigned  
Notary Public for Idaho, this 4<sup>th</sup> day of February, 1982.

  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My commission expires: 1/1/85

(seal)