

*Date*

## AGREEMENT OF MERGER

THIS AGREEMENT, Made and entered into this 28th day of December, 1973, by and between DAHAPCO, INC., an Idaho corporation, Party of the First Part, hereinafter referred to as "DAHAPCO", and PINEHURST DRUGS, INC., an Idaho corporation, Party of the Second Part, hereinafter referred to as "PINEHURST".

### RECITALS:

(a) Dahapco is capitalized for \$50,000 divided into 50,000 shares of non-assessable common stock having a par value of \$1.00 per share, of which 19,113 shares are issued and outstanding.

(b) Pinehurst is capitalized for \$25,000 divided into 25,000 shares of non-assessable common stock having a par value of \$1.00 per share, of which 21,000 shares are issued and outstanding.

(c) The respective Boards of Directors of said corporations are of the opinion that it would be for the benefit and to the advantage of each corporation and stockholders thereof to merge Pinehurst into Dahapco under and pursuant to the corporate laws of the State of Idaho pertaining to the merger of corporations organized under the laws of the State of Idaho.

### WITNESSETH:

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter set out by each of the parties hereto to be faithfully kept and performed, IT IS MUTUALLY AGREED that Pinehurst shall be merged into Dahapco in the manner and upon the terms and conditions as follows, to-wit:

1. Dahapco shall issue to each and every shareholder of Pinehurst one share of Dahapco for each share of stock owned by each

and every shareholder of Pinehurst when surrendered to Dahapco.

2. Upon the consummation of this Agreement and the completion and effectuation of the merger of Pinehurst into Dahapco said two corporations shall become and thereafter be one corporation, to-wit: DAHAPCO, INC., the survivor, and the separate corporate existence of Pinehurst shall cease and Dahapco shall possess all the rights, privileges, monies, franchises and powers theretofore possessed by Pinehurst and Dahapco, or either of them, and the title to and ownership of all property, real, personal and mixed, of each of said corporations, and all debts due or owing on whatsoever account to Pinehurst and/or Dahapco, including subscriptions for shares and other choses in action belonging to either of said corporations shall be taken and be deemed to be transferred to and vested in Dahapco, without further act or deed, and Dahapco shall be responsible for all the liabilities and obligations of Pinehurst, including the obligation to perform any and all contracts or agreements heretofore entered into by Pinehurst with any other corporation or corporations, in the same manner and to the same extent as if Dahapco itself had incurred such liabilities or obligations, and the liabilities of Pinehurst and Dahapco or of their respective stockholders, directors or officers shall not be affected, nor shall the rights of the creditors of Pinehurst or those of Dahapco or of any persons who shall theretofore have had dealings with Pinehurst and/or Dahapco be impaired by such merger and any claim then existing or action or proceedings then pending by or against Pinehurst and/or Dahapco may be prosecuted to judgment as if such merger had not taken place, or Dahapco may be proceeded against or substituted in the place of Pinehurst in such action or proceedings; and all property, rights, privileges powers and franchises and all and every other interest of Pinehurst shall be thereafter as effectually the property of Dahapco as they were the property of Pinehurst and the title to any real estate vested by deed or otherwise in

Pinehurst shall not revert or be in any way impaired by the merger of Pinehurst into Dahapco; PROVIDED, however, that all rights of creditors and all liens, if any, upon any property theretofore owned by Pinehurst shall be preserved and unimpaired, and all debts, liabilities and duties of Pinehurst shall thenceforth attach to Dahapco and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Dahapco.

3. This Agreement shall be executed initially by Dahapco's and Pinehurst's Directors, upon the same being approved by a vote of a majority of each of said Boards of Directors; thereupon this Agreement shall be submitted for consideration to the stockholders of Dahapco and Pinehurst at meetings of such stockholders to be duly called in the manner provided by Section 30-133 Idaho Code, and at each of said meetings, which shall be called and held separately; this Agreement shall be considered and a vote in person or by proxy, shall be taken for the adoption or rejection of the same, each share entitling the holder thereof to one vote; and if the votes of the stockholders of each of the said corporations representing two-thirds (2/3) of the total number of outstanding shares of its capital stock shall be for the adoption of this Agreement, then that fact shall be certified on this Agreement by the Secretary of each of said corporations, under the seal thereof and this Agreement, so adopted and certified shall be signed in duplicate by the President or Vice-President and Secretary of each of said corporations, before a duly appointed and qualified Notary Public of and for the State of Idaho, to be the respective act, deed and agreement of each of said corporations, and one copy of this Agreement when so adopted by the stockholders of both Pinehurst and Dahapco and when so certified by the Secretary of each of said corporations, under the corporate seals thereof,

CERTIFICATE

I, DEBORAH LOU DAMIANO, Secretary of PINEHURST DRUGS, INC., hereby certify that at a Special Shareholders Meeting held December 28, 1973, in Kellogg, Idaho, a Resolution adopting the foregoing Agreement of Merger between DAHAPCO, INC., and PINEHURST DRUGS, INC., was voted upon by the shareholders of Pinehurst Drugs, Inc., and that all of the issued and outstanding shares voted in favor of said proposal, there being presently issued and outstanding 21,000 shares.

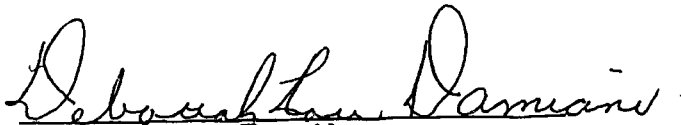
IN WITNESS WHEREOF, I have hereunto set my hand this  
28th day of December, 1973.

  
Deborah Lou Damiano

CERTIFICATE

I, DEBORAH LOU DAMIANO, Secretary of DAHAPCO, INC., hereby certify that at a Special Shareholders Meeting held December 28, 1973, in Kellogg, Idaho, a Resolution adopting the foregoing Agreement of Merger between DAHAPCO, INC., and PINEHURST DRUGS, INC., was voted upon by the shareholders of Dahapco, Inc., and that all of the issued and outstanding shares voted in favor of said proposal, there being presently issued and outstanding 19,113 shares.

IN WITNESS WHEREOF, I have hereunto set my hand this  
28th day of December, 1973.

  
Deborah Lou Damiano

STATE OF IDAHO     )  
                              :     ss.  
County of Shoshone    )

On this 28<sup>th</sup> day of December, 1973, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared PATRICK GARY DAMIANO, known to me to be the President of DAHAPCO, INC., the corporation that executed the within and foregoing instrument, and acknowledged to me that said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

William F. Boyd  
Notary Public for the State of Idaho  
Residing at Kellogg, Idaho



STATE OF IDAHO     )  
                              :     SS.  
County of Shoshone    )

On this 20<sup>th</sup> day of December, 1973 before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared PATRICK GARY DAMIANO, known to me to be the president of PINEHURST DRUGS, INC., the corporation that executed the within and foregoing instrument, and acknowledged to me that said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

William F. Boyd  
Notary Public for the State of Idaho  
Residing at Kellogg, Idaho



and when so signed by the President or Vice-President and Secretary of each of said corporations, under the corporate seals thereof, and so acknowledged, shall be filed in the office of the Secretary of the State of Idaho, and a copy of said Agreement certified by said Secretary of State shall be recorded in the offices of the Recorders of the counties in which the parties have their registered offices and in which they have land.

4. The effective date of this merger if approved by two-thirds (2/3) of the shareholders of Pinehurst and Dahapco shall be the date the Agreement of Merger, executed and acknowledged, and a Certificate that this Agreement has been adopted by the votes of the shareholders of Pinehurst and Dahapco in accordance with the laws of the State of Idaho, are filed in the office of the Secretary of the State of Idaho.

5. After the effective date of this Agreement as defined in Article 4, Pinehurst shall be merged with and into Dahapco and Dahapco shall be fully vested therewith and the separate existence and the corporate organization of Pinehurst shall cease. The By-Laws of Dahapco as they are in effect on the effective date of this merger shall then become the By-laws of the surviving corporation.

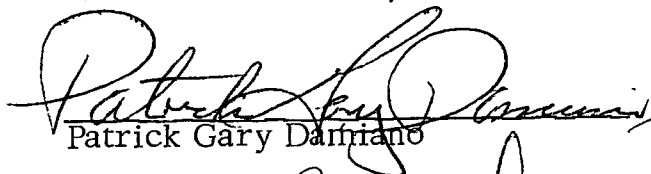
6. After the effective date of the merger all the shares of stock of Pinehurst shall cease to exist and all certificates representing such shares shall be cancelled. Each holder of record of the outstanding shares of Pinehurst upon surrender of the certificates representing such shares of Pinehurst, shall be entitled to the issuance by Dahapco of one share of Dahapco for each one share of Pinehurst which is surrendered. If certificates of Pinehurst are surrendered and they are to be issued Dahapco shares in a name other than that on the certificate surrendered for exchange is registered, it

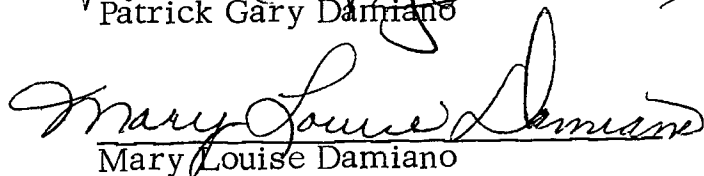


shall be a condition of such exchange that the certificate so surrendered shall be properly endorsed for transfer.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed by the duly elected, qualified and acting Directors of the respective corporations herein the day and year first above written.

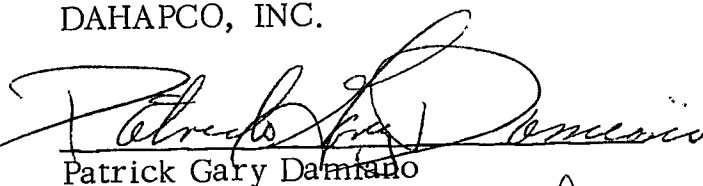
PINEHURST DRUGS, INC.

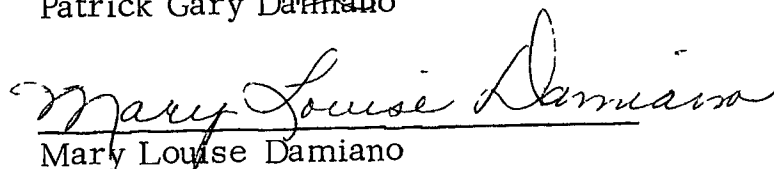
  
Patrick Gary Damiano

  
Mary Louise Damiano

  
Deborah Lou Damiano

DAHAPCO, INC.

  
Patrick Gary Damiano

  
Mary Louise Damiano

  
Deborah Lou Damiano