

AGREEMENT OF MERGER

This Agreement made and entered into by and between American Land Title Company, Inc., formerly the Pocatello Title Co., Inc., hereinafter sometimes called Bannock County Corporation; American Land Title Company, Inc. (of Bingham County), formerly the Guardian Title Company of Bingham County, Inc., hereinafter sometimes called Bingham County Corporation; and American Land Title Company, Inc. (of Power County), formerly Guardian Title Company, Inc., hereinafter sometimes called Power County Corporation, witnesseth that:

WHEREAS: All three participating Corporations are proper legal entities, chartered by, domiciled and authorized to do business in the State of Idaho. Though having legal existence, the Bingham and Power County Corporations have, in fact, no assets nor obligations of any substance; their only shareholders are their respective incorporators, each of whom hold only one share of stock in the respective Corporations; and neither Corporation has been nor now is conducting business.

The business operations authorized and contemplated by the Articles incorporating the Bingham and Power County Corporations have been and are now, in actuality, conducted by the Bannock County Corporation. All of the assets and obligations consequent to the conduct of such business operations are those of the latter Corporation.

Each of the shareholders in the Bingham and Power County Corporations is also a shareholder in the Bannock County Corporation.

The further hollow existence of the Bingham and Power County Corporations serves no useful function, is expensive and confusing.

THEREFORE, the officers, directors and stockholders of the three participating Corporations deem it generally advisable and for the specific best interests of themselves and the Corporations to merge the Bingham and Power County Corporations into the Bannock County Corporation and to accomplish this purpose hereby agree that:

1. The actions of the three respective Boards of Directors of such Corporations heretofore taken, agreeing to and authorizing such merger by majority vote and prescribing its terms, conditions and the mode of carrying it into effect, be submitted to the shareholders of each merging Corporation for their approval in accordance with the provisions of ¶2 of §30-152 of the Idaho Code.

2. If the Agreement of Merger be adopted in the manner required by said Code Section by each group of shareholders, that adoption shall be certified hereon by the secretary of each Corporation and the certificates signed by the president and secretary of each Corporation and acknowledged by the president of each.

3. This Agreement so adopted, certified and acknowledged shall then be delivered to the Secretary of this State for filing and recording, and copies hereof filed for record in the offices of the recorders of those Counties in this State in which the merging Corporations have their registered offices, viz., Bannock, Bingham and Power Counties.

4. This Agreement and its merger shall be effective, in accordance with applicable law, when it has been so filed in the Office of the Secretary of State.

5. Thereafter, the separate existences of the Bingham

and Power County Corporations shall cease and only the Bannock County Corporation, American Land Title Company, Inc., will survive. The surviving Corporation will have all the rights, privileges and franchises previously possessed by it and the other merged Corporations; will succeed to all of their property; assume all of their debts and be responsible for all of their liabilities and obligations.

6. This Agreement will serve as an amendment to the Articles of Incorporation of the surviving Corporation.

7. The name of the surviving Corporation is American Land Title Company, Inc.

8. This Corporation shall have its principal place of business and registered office in Pocatello, Idaho.

9. The Articles of Incorporation of the Bannock County Corporation, as hereby amended, shall be the Articles of the surviving Corporation.

10. The By-Laws of the Bannock County Corporation will be the By-Laws of the surviving Corporation.

11. The directors of the surviving Corporation are:

Name of Director	Address of Director
David J. Anderson	P. O. Box 1176, Pocatello, Idaho
Gus Carr Anderson	P. O. Box 1589, Pocatello, Idaho
Susan M. Anderson	500 South 11th, Pocatello, Idaho
Marie J. Downing	1556 N. Garfield, Pocatello, Idaho
D. J. Larsen	Downey, Idaho
C. Walker Lyon	P. O. Box 250, Salmon, Idaho

12. The outstanding shares of the Bingham and Power County Corporations will be surrendered to the secretary of the Bannock County Corporation for cancellation.

13. The capital stock structure and outstanding shares of the Bannock County Corporation will remain unchanged and be the structure and shares of the surviving Corporation.

14. The surviving Corporation shall have the right to amend

this and its original Articles in accordance with them and applicable law.

American Land Title Company,
Inc. of Bannock County

Attest Gus Carr Anderson
Gus Carr Anderson,
Secretary

by David J. Anderson
~~David J. Anderson~~ President

David J. Anderson
David J. Anderson

Marie A. Downing
Marie A. Downing

Gus Carr Anderson
Gus Carr Anderson

D. J. Larsen
D. J. Larsen

Susan M. Anderson
Susan M. Anderson

Walker Lyon
~~Walker Lyon~~

American Land Title Company,
Inc. of Bingham County

Attest Venus deBolt
Venus deBolt, Secretary

by Susan M. Anderson
Susan M. Anderson, President

David J. Anderson
David J. Anderson

Venus deBolt
Venus deBolt

Susan M. Anderson
Susan M. Anderson

Bruce G. Hansen
Bruce G. Hansen

American Land Title Company,
Inc. of Power County

Attest Susan M. Anderson
Susan M. Anderson,
Secretary

by David J. Anderson
David J. Anderson, President

David J. Anderson
David J. Anderson

Susan M. Anderson
Susan M. Anderson

Gus Carr Anderson
Gus Carr Anderson

ACKNOWLEDGEMENT

STATE OF IDAHO)
)
) ss
COUNTY OF BANNOCK)

Before me, on this 31ST day of AUGUST, 1971, the undersigned notary public, personally appeared DAVID J. ANDERSON, Susan M. Anderson and David J. Anderson, known to me to be the Presidents of the Bannock, Bingham and Power County Corporations, respectively, which are the parties to this Agreement, and acknowledged to me that each of these participating Corporations respectively executed this Agreement.

William W. Bishop
Notary Public

CERTIFICATE OF ADOPTION

We hereby certify that the foregoing Agreement of Merger, of which this Certificate is a part, was adopted by unanimous votes of all of the qualified shareholders of the respective participating Corporations at separate meetings of each of them called in the manner prescribed by law.

Gus Carr Anderson
Gus Carr Anderson, Secretary of
American Land Title Company, Inc.
of Bannock County

Venus deBolt
Venus deBolt, Secretary of
American Land Title Company, Inc.
of Bingham County

Susan M. Anderson
Susan M. Anderson, Secretary of
American Land Title Company, Inc.
of Power County



STATE OF IDAHO
OFFICE OF THE ATTORNEY GENERAL
BOISE 83707

W. ANTHONY PARK
ATTORNEY GENERAL

June 2, 1972

RETAIN LETTER AND SEE NOTATION
ON INSIDE OF BLUE COVER SHEET?

Mr. William W. Becker
Suite C-2
Center Plaza
Pocatello, Idaho

Dear Mr. Becker:

This will acknowledge receipt of a copy of your letter to the Secretary of State on May 25, 1972, in which you expressed concern respecting the disposition of a merger agreement which the Secretary of State's office questioned and forwarded to this office.

Please be informed that it is neither the province of the Secretary of State's office nor the Attorney General's office to pass upon the legal effect and validity of merger agreements of this nature.

I have advised the office of the Secretary of State to file these kinds of agreements regardless of latent laymen legal concerns with respect to them. If the agreement is defective for some reason, then the attorney who drafted the same will shoulder the entire blame. If it is valid, then no private party is prejudiced by official misconduct. In short, it is my opinion that the Secretary of State's duty respecting the filing of merger agreements is purely ministerial and the office of Attorney General is, by law, constrained not to give private legal advice.

If I can be of further assistance to you, please do not hesitate to contact me.

Very truly yours,

FOR THE ATTORNEY GENERAL

A handwritten signature in cursive script that reads "John F. Croner".

JOHN F. CRONER
Assistant Attorney General

JFC:rc