

**ARTICLES OF MERGER**

**of**

**MAR-DENE CORP. and WESTWEND RESTAURANTS, LTD.**

**into**

**WESMAR, INC.**

99 MAR 23 11:45 AM  
STATE OF IDAHO  
FILED

**PURSUANT** to the provisions of Idaho Code Section 30-1-1105 and all other applicable laws of the State of Idaho, the undersigned corporations have adopted these articles of merger for the purpose of merging the undersigned corporations and do hereby certify as follows:

**FIRST:** The plan of merger is set forth in the instrument entitled "Merger Agreement", a true copy of which is attached hereto and by this reference incorporated herein, and the surviving corporation is "**WESMAR, INC.**".

**SECOND:** As to each undersigned corporation:

- (a) **Wesmar, Inc.** has 31 shares of capital voting stock outstanding and 26,900 shares of non-voting preferred stock and there are no other shares and no other class of shares subscribed or issued or outstanding.
- (b) **Mar-Dene Corp.** has 800 shares of common stock outstanding and there are no other shares and no other class of shares subscribed or issued or outstanding.
- (c) **Westwend Restaurants, Ltd.** has 1,000 shares of common stock outstanding and there are no other shares and no other class of shares subscribed or issued or outstanding.

**THIRD:** As to each undersigned corporation, the approval of the shareholders is not required but was obtained and is as follows:

- (a) In the case of **Wesmar, Inc.**, 31 shares voted for and no shares voted against such merger agreement.
- (b) In the case of **Mar-Dene Corp.**, 800 shares voted for and no shares voted against such merger agreement.

IDAHO SECRETARY OF STATE  
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**EISMANN LAW OFFICES**  
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(c) In the case of **Westwend Restaurants, Ltd.**, 1,000 shares voted for and no shares voted against such merger agreement.

Duplicate originals of these articles of merger shall be forthwith delivered to the Secretary of State of the State of Idaho; to the Secretary of State of the State of Oregon; and to the Secretary of State of the State of Ohio.

**DATED:** September 30, 1997

**SIGNED: WESMAR, INC.**

By *Kirk G. Smith*  
Kirk G. Smith, its President

By *Gordon C. Smith*  
Gordon C. Smith, its Secretary

**SIGNED: MAR-DENE CORP.**

By *Jeffrey N. Vogel*  
Jeffrey N. Vogel, its President

By *Marsha O. Smith*  
Marsha Smith, its Secretary

**SIGNED: WESTWEND RESTAURANTS, LTD.**

By *Jeffrey N. Vogel*  
Jeffrey N. Vogel, its President

By *Marsha O. Smith*  
Marsha Smith, its Secretary

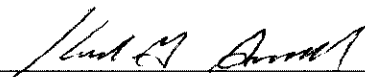
**VERIFICATION BY PRESIDENT**

**OF**


**WESMAR, INC.**

**STATE OF IDAHO**, County of Canyon ) ss

**Kirk G. Smith**, the affiant, being first duly sworn, on oath deposes and says: that the affiant is the president of **Wesmar, Inc.**, an Idaho corporation; that the affiant has read the foregoing articles of merger; that the affiant knows the contents thereof; and that the affiant believes the statements contained therein to be true.

  
\_\_\_\_\_  
**Kirk G. Smith**, affiant

**SUBSCRIBED AND SWORN** to before me on \_\_\_\_\_.

  
\_\_\_\_\_  
Notary Public for Idaho.

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**VERIFICATION BY PRESIDENT**

**OF**

**MAR-DENE CORP.**

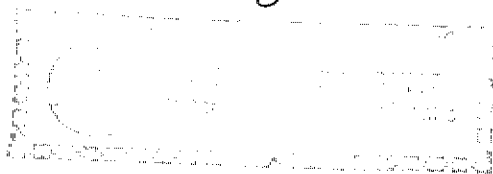
STATE OF Idaho, County of Canyon ) ss

**Jeffrey N. Vogel**, the affiant, being first duly sworn, on oath deposes and says: that the affiant is the president of **Mar-Dene Corp.**, an Ohio corporation; that the affiant has read the foregoing articles of merger; that the affiant knows the contents thereof; and that the affiant believes the statements contained therein to be true.

Jeffrey N. Vogel  
**Jeffrey N. Vogel**, affiant

**SUBSCRIBED AND SWORN** to before me on \_\_\_\_\_

Janice L. Sargent Notary Public for Idaho



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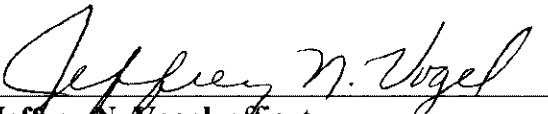
**VERIFICATION BY PRESIDENT**

**OF**

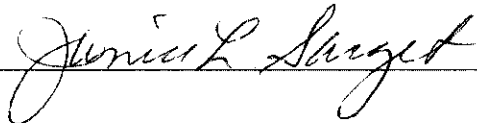
**WESTWEND RESTAURANTS, LTD.**

STATE OF Idaho, County of Canyon ) ss

**Jeffrey N. Vogel**, the affiant, being first duly sworn, on oath deposes and says: that the affiant is the president of **Westwend Restaurants, Ltd.**, an Oregon corporation; that the affiant has read the foregoing articles of merger; that the affiant knows the contents thereof; and that the affiant believes the statements contained therein to be true.

  
Jeffrey N. Vogel, affiant

SUBSCRIBED AND SWORN to before me on \_\_\_\_\_.

 Notary Public for Idaho

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## MERGER AGREEMENT

**THE PARTIES** hereto are **WESMAR, INC.**, a corporation and its directors or a majority thereof (herein called **Wesmar**) and **MAR-DENE CORP.**, a corporation, and its directors or a majority thereof (herein called **Mar-Dene**) and **WESTWEND RESTAURANTS, LTD.**, a corporation, and its directors or a majority thereof (herein called **Westwend**).

**AGREEMENT:** It is mutually agreed by and between the parties hereto as follows:

**Corporate existence.** **Wesmar** is a corporation organized and existing under the laws of the State of Idaho; **Mar-Dene** is a corporation organized and existing under the laws of the State of Ohio; and **Westwend** is a corporation organized and existing under the laws of the State of Oregon.

**Merger.** **Wesmar, Mar-Dene** and **Westwend** shall be one corporation and to that end **Mar-Dene** and **Westwend** shall be merged into **Wesmar** under the provisions of the Internal Revenue Code Section 368(a)(1)(A) and the corporate existence of **Mar-Dene** and **Westwend** shall cease and these corporations following the merger are to be liquidated under the provisions of the Internal Revenue Code Section 332 and the corporate existence of **Wesmar** shall continue under the name of "**Wesmar, Inc.**" as a corporation for profit organized and existing under the laws of the State of Idaho.

**Rights, privileges and franchises.** **Wesmar** as the surviving corporation shall possess all of the rights, privileges and franchises possessed by **Wesmar, Mar-Dene** and **Westwend** prior to this merger.

**Property rights.** All property, real, personal and mixed, of **Wesmar, Mar-Dene** and **Westwend** and all debts due on whatever account to any of them, including subscriptions for shares and other choses in action belonging to them, shall be taken and be deemed to be transferred to and vested in **Wesmar** as such surviving corporation, without further act or deed.

**By-laws.** The code of by-laws of **Wesmar** in effect immediately prior to the effective date of this merger shall be the by-laws of **Wesmar** as the surviving corporation until the same shall be amended, supplemented or repealed.

**Liabilities and obligations.** Wesmar as the surviving corporation shall be responsible for all of the liabilities and obligations of **Wesmar, Mar-Dene** and **Westwend** in the same manner as if **Wesmar** as such surviving corporation had itself incurred such liabilities or obligations.

**Directors and officers.** The members of the board of directors and officers of **Wesmar** immediately prior to the effective date of merger shall be the members of the board of directors and the officers, respectively, of **Wesmar** as such surviving corporation, and they shall continue to hold office until their respective successors shall have been elected and shall qualify pursuant to the by-laws of such surviving corporation. The names and addresses of the present directors of **Wesmar**, who shall act as the directors of such surviving corporation until their successors are duly chosen and qualified, are as follows: Kirk G. Smith, sole director. The names and addresses of the present officers of **Wesmar**, who shall act as the officers of such surviving corporation until their successors are duly chosen and qualified, are as follows: President, Kirk G. Smith; and, Secretary, Gordon C. Smith.

**Surrender and exchange of stock.** The manner of converting the capital stock of all of the corporations (the parties hereto) into the capital stock of **Wesmar** as the surviving corporation shall be as follows: (1) all present holders of stock of **Wesmar** shall continue to hold the same certificates of stock which they now hold and such certificates shall represent a like number of shares of the common stock of **Wesmar** as such surviving corporation; (2) **Wesmar**, the surviving corporation, as holder of all of the issued and outstanding stock of **Mar-Dene** shall surrender the certificates of stock which it now holds which certificates shall be cancelled; and (3) **Wesmar**, the surviving corporation, as holder of all of the issued and outstanding stock of **Westwend** shall surrender the certificates of stock which it now holds which certificates shall be canceled.

**Other instruments and actions.** From time to time, as and when requested by **Wesmar** as the surviving corporation, **Wesmar, Mar-Dene** and **Westwend** shall execute and deliver all other instruments and shall take all further or other action which **Wesmar** as the surviving corporation may deem necessary or desirable to carry out the interest and purposes of this merger agreement.

**Effective date.** This merger agreement shall be submitted to the stockholders of **Wesmar, Mar-Dene** and **Westwend**, separately, as provided by law and shall take effect and be effective as provided by law if approved by a two-thirds vote of the stockholders of each such corporation taken at a meeting noticed and held as provided by law.

**Expense of merger.** If this merger is consummated, all expenses incident hereto shall be paid by **Wesmar** as the surviving corporation. If this merger is not consummated, then **Wesmar**

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shall pay all expenses incident hereto incurred by it, **Mar-Dene** shall pay all expenses incident hereto incurred by it and **Westwend** shall pay all expenses incident hereto and incurred by it.

**SIGNED:** This agreement of merger was signed by the directors, or a majority thereof, of **Wesmar**, of **Mar-Dene** and of **Westwend** under their respective corporate seals.

**DATED:** September 30, 1997

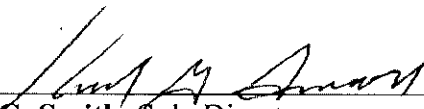
**DIRECTORS OF WESMAR**

  
\_\_\_\_\_  
**Kirk G. Smith**, Sole Director.

**DIRECTORS OF MAR-DENE**

  
\_\_\_\_\_  
**Kirk G. Smith**, Sole Director.

**DIRECTORS OF WESTWEND**

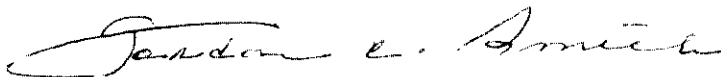
  
\_\_\_\_\_  
**Kirk G. Smith**, Sole Director.



## CERTIFICATE OF SECRETARY

**THE UNDERSIGNED**, Secretary of **Wesmar, Inc.**, one of the corporations herein described and a party to the foregoing merger agreement hereby certifies: that such merger agreement was submitted to the Stockholders of such corporation at a meeting thereof, duly held on September 30, 1997, which meeting was duly called separately from the meeting of the Stockholders of **Mar-Dene Corp.** and **Westwend Restaurants, Ltd.**, for the purposes, among other things, of taking such merger agreement into consideration; that waiver of the written notice specifying the time, place and purposes of such meeting and containing notice of the substance of such proposed agreement of merger to be given to all Stockholders of such corporation of the meeting as is provided by the by-laws of such corporation was signed by all Stockholders of such corporation; that at such meeting a quorum was present as provided in the by-laws of such corporation; that at such meeting such agreement of merger was considered and a vote duly taken for the adoption or rejection of the same and such agreement of merger was unanimously adopted and approved by those present and voting at such meeting.

**DATED AND SEALED:**      September 30, 1997



Gordon C. Smith, Secretary.

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**CERTIFICATE OF SECRETARY**

**THE UNDERSIGNED**, Secretary of **Mar-Dene Corp.**, one of the corporations herein described and a party to the foregoing merger agreement hereby certifies: that such merger agreement was submitted to the Stockholders of such corporation at a meeting thereof, duly held on September 30, 1997, which meeting was duly called separately from the meeting of the Stockholders of **Wesmar, Inc.** and **Westwend Restaurants, Ltd.**, for the purposes, among other things, of taking such merger agreement into consideration; that waiver of the written notice specifying the time, place and purposes of such meeting and containing notice of the substance of such proposed agreement of merger to be given to all Stockholders of such corporation of the meeting as is provided by the by-laws of such corporation was signed by all Stockholders of such corporation; that at such meeting a quorum was present as provided in the by-laws of such corporation; that at such meeting such agreement of merger was considered and a vote duly taken for the adoption or rejection of the same and such agreement of merger was unanimously adopted and approved by those present and voting at such meeting.

**DATED AND SEALED:** September 30, 1997



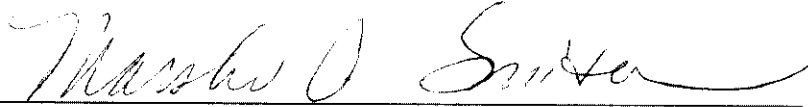
**Marsha Smith**, Secretary.

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**CERTIFICATE OF SECRETARY**

**THE UNDERSIGNED**, Secretary of **Westwend Restaurants, Ltd.**, one of the corporations herein described and a party to the foregoing merger agreement hereby certifies: that such merger agreement was submitted to the Stockholders of such corporation at a meeting thereof, duly held on September 30, 1997, which meeting was duly called separately from the meeting of the Stockholders of **Wesmar, Inc.** and **Mar-Dene Corp.**, for the purposes, among other things, of taking such merger agreement into consideration; that waiver of the written notice specifying the time, place and purposes of such meeting and containing notice of the substance of such proposed agreement of merger to be given to all Stockholders of such corporation of the meeting as is provided by the by-laws of such corporation was signed by all Stockholders of such corporation; that at such meeting a quorum was present as provided in the by-laws of such corporation; that at such meeting such agreement of merger was considered and a vote duly taken for the adoption or rejection of the same and such agreement of merger was unanimously adopted and approved by those present and voting at such meeting.

**DATED AND SEALED:** September 30, 1997



**Marsha Smith**, Secretary.

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