

FILED EFFECTIVE

**ARTICLES OF MERGER
OF
THOMAS MOTORS, INC., AN IDAHO CORPORATION
AND
RONALD O. THOMAS ENTERPRISES, INC., AN IDAHO CORPORATION
INTO
THOMAS MOTORS, INC., AN IDAHO CORPORATION**

03 JUN 11 PM 3:03

SECRETARY OF STATE
STATE OF IDAHO

IN ACCORDANCE WITH IDAHO CODE § 30-1-1101, ET SEQ.

The undersigned, Ronald O. Thomas and Elaine K. Thomas being the President and Secretary, respectively, of THOMAS MOTORS, INC., an Idaho Corporation, and Ronald O. Thomas and Elaine K. Thomas being the President and Secretary of RONALD O. THOMAS ENTERPRISES, INC., an Idaho Corporation, do hereby certify as follows:

1. The plan of merger providing for the merger of THOMAS MOTORS, INC., and RONALD O. THOMAS ENTERPRISES, INC., into THOMAS MOTORS, INC., is set forth in the Agreement and Plan of Merger attached hereto as Exhibit A and incorporated herein by this reference.

2. As to each corporation, the plan of merger was adopted by a consent in writing of the holders of outstanding shares having not less than the minimum number of votes necessary to adopt such plan, as provided by the articles of incorporation of the respective corporations, and in accordance with the Idaho Business Corporation Act.

3. As to each corporation, the number of shares outstanding on the day hereof is as follows:

<u>NAME OF CORPORATION</u>	<u>No. OF SHARES</u>	<u>CLASS</u>
THOMAS MOTORS, INC.	100	Common Stock
RONALD O. THOMAS ENTERPRISES, INC.	2000	Common Stock

4. As to each corporation, the number of shares voted for and against such Plan of Merger is as follows:

IDAHO SECRETARY OF STATE
06/11/2003 05:00
CK: 2061 CT: 153500 BH: 605466
1 @ 30.00 = 30.00 MERGER # 2

0121435

NAME OF CORPORATION:

VOTED FOR: VOTED AGAINST:

THOMAS MOTORS, INC.

100

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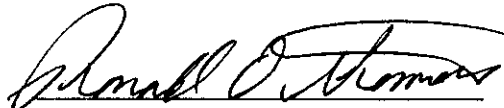
RONALD O. THOMAS
ENTERPRISES, INC.

2000

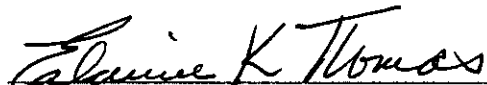
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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be duly executed effective as of the 19th day of May, 2003.


THOMAS MOTORS, INC.,
An Idaho Corporation


Ronald O. Thomas - President

ATTEST:


Elaine K. Thomas - Secretary

RONALD O. THOMAS ENTERPRISES, INC.,
An Idaho Corporation


Ronald O. Thomas - President

ATTEST:



Elaine K. Thomas - Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

EXHIBIT A

AGREEMENT AND PLAN OF MERGER OF THOMAS MOTORS, INC., an Idaho Corporation, and RONALD O. THOMAS ENTERPRISES, INC., an Idaho Corporation

THIS AGREEMENT AND PLAN OF MERGER is made and entered into effective the ____ day of _____ 2003, by and among THOMAS MOTORS, INC., an Idaho Corporation and RONALD O. THOMAS ENTERPRISES, INC., an Idaho Corporation (collectively, the "Constituent Corporations").

WITNESSETH:

WHEREAS, each of the Constituent Corporations has, subject to approval by their respective shareholders, adopted the plan of merger set forth in this Agreement, and the Constituent Corporations and their respective boards of directors deem it advisable and in the best interest of each of the Constituent Corporations that RONALD O. THOMAS ENTERPRISES, INC. be merged with and into THOMAS MOTORS, INC., pursuant to the applicable corporation laws of the State of Idaho and Section 368 of the Internal Revenue Code of 1986 (the "Merger");

NOW THEREFORE, the Constituent Corporations do hereby agree to merge on the terms and conditions herein provided as follows:

1. MERGER.

(a) **GOVERNING LAW.** RONALD O. THOMAS ENTERPRISES, INC., will be merged into THOMAS MOTORS, INC., in accordance with the applicable laws of the State of Idaho. THOMAS MOTORS, INC., shall be the surviving corporation (the "Surviving Corporation") and shall be governed by the laws of the State of Idaho.

(b) **EFFECTIVE DATE.** The "Effective Date" of the Merger shall be, and such term as used herein shall mean, 5:00 p.m., M.S.T., of the day on which Articles of Merger are filed in the office of the Secretary of State of the State of Idaho.

2. SHARE CONVERSION.

(a) **STOCK OF THE CONSTITUENT CORPORATIONS.** The stock of THOMAS MOTORS, INC., is currently held one hundred percent (100 %) by Ronald O. Thomas and Elaine K. Thomas. The stock of RONALD O. THOMAS ENTERPRISES, INC., is currently held fifty percent (50%) by Ronald O. Thomas and fifty percent (50%) by Elaine K. Thomas.

The manner and basis of converting shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

(i) All of the outstanding common shares of RONALD O. THOMAS ENTERPRISES, INC., outstanding on the effective date of the merger and all rights in respect thereto, shall forthwith, upon

such effective date, be converted into, and become exchanged for 5,000 voting common shares and 15,000 non-voting common shares of the Surviving Corporation, and each holder of the common shares of RONALD O. THOMAS ENTERPRISES, INC., shall thereafter be entitled, upon presentation for surrender to THOMAS MOTORS, INC., or its agent, of the certificate or certificates representing the shares of fully-paid and non-accessable common shares of the Surviving Corporation to which such holder shall be entitled on the aforesaid basis of conversion in exchange.

(ii) All of the outstanding common shares of THOMAS MOTORS, INC., outstanding on the effective date of the merger and all rights in respect thereto which shares are owned by Ronald O. Thomas and Elaine K. Thomas, shall forthwith, upon such effective date, be converted into, and become exchanged for 5,000 voting common shares and 15,000 non-voting common shares of the Surviving Corporation, (2,500 voting common shares to Ronald O. Thomas and 2,500 voting common shares to Elaine K. Thomas and 7,500 non-voting common shares to Ronald O. Thomas and 7,500 non-voting common shares to Elaine K. Thomas) and each holder of the common shares of THOMAS MOTORS, INC., shall thereafter be entitled, upon presentation for surrender to THOMAS MOTORS, INC., or its agent, of the certificate or certificates representing the shares of fully-paid and non-accessable common shares of the Surviving Corporation to which such holder shall be entitled on the aforesaid basis of conversion in exchange.

Currently, the ownership interests issued and outstanding in the Constituent Corporations is held as follows:

RONALD O. THOMAS ENTERPRISES, INC.

<u>Shareholders</u>	<u>Shares</u>
Ronald O. Thomas	1,000
Elaine K. Thomas	1,000

THOMAS MOTORS, INC.

<u>Shareholders</u>	<u>Shares</u>
Ronald O. Thomas and Elaine K. Thomas	100

After the merger, the stock issued and outstanding in the Surviving Corporation will be held as follows:

<u>SHAREHOLDER</u>	<u>SHARES</u>
Ronald O. Thomas	5,000 voting 15,000 non-voting

Elaine K. Thomas

5,000 voting
15,000 non-voting

3. EFFECT OF THE MERGER.

(a) **RIGHTS, PRIVILEGES AND OBLIGATIONS.** On the Effective Date, the Surviving Corporation, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all of the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of the Constituent Corporations; all property of every description and every interest therein and all debts and other obligations of or belonging to or due to the Constituent Corporations on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or vested in the Surviving Corporation without further act or deed; title to any real estate, or any interest therein, vested in the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger; and all of the rights of creditors of the Constituent Corporations shall be preserved unimpaired, and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the Constituent Corporations shall thenceforth remain with or attach to, as the case may be, the Surviving Corporation and may be enforced against it to the same extent as if all of said debts, liabilities, obligations and duties had been incurred or contracted by it.

(b) **ARTICLES OF INCORPORATION AND BYLAWS.** The Articles of Incorporation and Bylaws of THOMAS MOTORS, INC., in effect on the Effective Date shall, from and after the Effective Date, be and continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation unless and until changed as therein provided.

(c) **DIRECTORS AND OFFICERS.** The directors and officers of the Surviving Corporation on the Effective Date are as follows:

Directors:

Ronald O. Thomas
Elaine K. Thomas

Officers:

President:	Ronald O. Thomas
Vice President:	Elaine K. Thomas
Secretary:	Elaine K. Thomas
Treasurer:	Ronald O. Thomas

Such directors and officers shall serve until they are removed or replaced in accordance with the Articles of Incorporation and Bylaws of THOMAS MOTORS, INC.

(d) **FURTHER ACTION.** From time to time, as and when requested by the Surviving Corporation, or by its successors or assigns, any party hereto shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be

taken all such further or other actions, as the Surviving Corporation, or its successors or assigns, may deem necessary or desirable in order to vest in or confirm to the Surviving Corporation, and its successors or assigns, title to and possession of all the property, rights, privileges, powers and franchises referred to herein and otherwise to carry out the intent and purposes of this Agreement.

4. TERMINATION; AMENDMENT.

(a) **TERMINATION PROVISION.** Anything contained in this Agreement to the contrary notwithstanding, this Agreement may be terminated and the Merger abandoned upon written notice at any time prior to the Effective Date.

(i) by mutual consent of the Constituent Corporations;

(ii) if holders of at least a majority of the outstanding shares of common stock of THOMAS MOTORS, INC., or outstanding shares of common stock of RONALD O. THOMAS ENTERPRISES, INC., shall not have voted in favor of the Merger; or

(iii) if there exists a suit, action or other proceeding commenced, pending or threatened, before any court or other governmental agency of the federal or state government, in which it is sought to restrain, prohibit or otherwise adversely affect the consummation of the Merger.

(b) **AMENDMENT PROVISIONS.** Anything contained in this Agreement notwithstanding, this Agreement may be amended or modified in writing at any time prior to the Effective Date, provided that an amendment made subsequent to the adoption of this Agreement by the shareholders of the Constituent Corporations shall not (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of the Constituent Corporations; (ii) alter or change any term of the Articles of Incorporation of the Surviving Corporation to be effected by the Merger, or (iii) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series thereof of the Constituent Corporations. Subject of the immediately foregoing sentence, the Constituent Corporations may by agreement in writing extend the time for performance of, or waive compliance with, the conditions or agreements set forth herein.

(c) **BOARD ACTION.** In exercising their rights under this Section 4, each of the Constituent Corporations may act by its Board of Directors or Manager, and such rights may be so exercised, notwithstanding the prior approval of this Agreement by the shareholders or members of the Constituent Corporations.

IN WITNESS WHEREOF, this Agreement, having first been duly approved by resolution of the Board of Directors of each of the Constituent Corporations, is hereby executed on behalf of each of the Constituent Corporations by their respective officers thereunto duly authorized.

THOMAS MOTORS, INC.,
An Idaho Corporation

Ronald O. Thomas - President

ATTEST:

Elaine K. Thomas - Secretary

RONALD O. THOMAS ENTERPRISES, INC.,
An Idaho Corporation

Ronald O. Thomas - President

ATTEST:

Elaine K. Thomas - Secretary