

C 100.812
Chg directors
& officers

with the Secretary of State of Washington or the date of filing of the Articles of Merger with the Secretary of State of Idaho (the "Effective Time").

2. Articles of Incorporation

The Articles of Incorporation of DCI shall, at the Effective Time of the Merger, be amended in their entirety to read as set forth in Exhibit 1 to this Plan and such Articles of Incorporation, as so amended, shall be the Articles of Incorporation of the Surviving Corporation until the same shall be further altered, amended or repealed as therein provided.

3. Bylaws

The Bylaws of DCI shall, at the Effective Time of the Merger, become the Bylaws of the Surviving Corporation until the same shall be further altered, amended or repealed as provided therein or in the Surviving Corporation's Articles of Incorporation.

4. Directors and Officers

The following persons shall, at the Effective Time of the Merger, become the directors and officers of the Surviving Corporation and shall hold such offices in accordance with and subject to the Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately after the Effective Time of the Merger.

Directors:

Johnny M. Humphreys
Carl R. Aron
Steven L. Hodges

Officers:

Steven L. Hodges	President
Donald Grundhauser	Vice President
Joe Bowen	Vice President

5. Conversion of Shares

At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of stock of DCI or of Sub:

(a) Each issued and outstanding share of DCI Voting Common Stock and each issued and outstanding share of DCI Nonvoting Common Stock shall be converted into the right to receive 0.5773632 shares of the Common Stock, without par value, of Itron.