

RESOLUTION
of
J. E. HALL CONTRACTORS, INC.

WHEREAS it has been proposed and deemed worthy of investigation the merger of BIG SKY LOGGING CO., a Montana corporation, and HALL MACHINERY CO., a Washington corporation, into J. E. HALL CONTRACTORS, INC., an Idaho corporation, and

WHEREAS the Board of Directors deem it advisable that this corporation enter into negotiations with BIG SKY LOGGING CO. and HALL MACHINERY CO., through their Board of Directors, with a view to possible merger of those two corporations into this corporation, now therefore,

BE IT RESOLVED that the President and Secretary of this corporation are hereby authorized and directed to enter into negotiations with BIG SKY LOGGING CO. and HALL MACHINERY CO. with a view of merging those two corporations into this corporation, to prepare an agreement of merger prescribing the terms and conditions of such corporate combination, the method of carrying the same into effect, as well as conversion of shares of such constituent corporations into the shares of the surviving corporation, as well as other details as may be deemed to be necessary.

BE IT FURTHER RESOLVED that said agreement shall be presented
to the Board of Directors at a special meeting called to consider the same.

J. E. Hall

Florence Hall

Ray Hill

MINUTES OF SPECIAL STOCKHOLDERS' MEETING

of

J. E. HALL CONTRACTORS, INC.

WHEREAS, a Special Meeting of Stockholders of the above Corporation was called on the 24 day of December, 1969, at the hour of 2:00 o'clock P.M. at East 6200 Alki, Spokane, Washington, for the purposes of considering the action of the Directors of the Corporation in a Contract of Merger whereby the above-entitled Corporation would be merged with BIG SKY LOGGING CO., a Montana Corporation, and the HALL MACHINERY CO., a Washington Corporation, and

WHEREAS, said stockholders have heretofore executed a Waiver and Consent to a meeting waiving notice thereof, and at said Stockholders' Meeting pursuant to Agreement of Merger, it appearing that the following individuals were registered stockholders of said Corporation and entitled to participate therein to the extent thereof:

J. E. HALL	5,000 shares
------------	--------------

FLORENCE ANN HALL	49 shares
-------------------	-----------

and,

WHEREAS, said stockholders being so certified, the Stockholders' Meeting was called to order by J. E. HALL, President, with CHARLES W. SHOBE, Secretary, recording said proceedings, and

WHEREUPON, the Merger Agreement between this Corporation and HALL MACHINERY CO. and BIG SKY LOGGING CO. came on duly for discussion; Financial Statements were examined, the conversion ratio discussed, and all agreements relative to said proposed merger were fully discussed,

WHEREUPON, upon Motion of J. E. HALL it was duly moved that the stockholders adopt, approve and consent to said merger, pursuant to the provisions of 30-152 Idaho Code, which Motion was seconded by FLORENCE ANN HALL, and thereupon a roll call vote was had wherein said stockholders voted as follows:

J. E. HALL	Yes
------------	-----

FLORENCE ANN HALL	Yes
-------------------	-----

and

WHEREAS, said Motion was duly approved and entered upon vote as the action of the stockholders, and there being no further business said meeting was duly adjourned, and the Secretary was instructed to certify said Resolution and Minutes of the Stockholders'

DATED this 24 day of December, 1969.

J. E. Hall

Florence Ann Hall

[illegible]

J. E. HALL and CHARLES W. SHOBE, the duly elected President and Secretary of the above-entitled Corporation do hereby certify that the foregoing Minutes of Special Stockholders' Meeting held on the 24 day of December, 1969, as stated, are true and correct copies of said Minutes and the action of the stockholders taken at said meeting, and do the 24 day of December, 19 69, set their hands and seals and certify the same as being action taken by said Corporation.

J. E. Hall, President

Charles W. Shobe, Secretary

MINUTES OF SPECIAL STOCKHOLDERS' MEETING

of

HALL MACHINERY CO.

WHEREAS, a Special Meeting of Stockholders of the above Corporation was called on the 24 day of December, 1969, at the hour of 2:00 o'clock P.M. at East 6200 Alki, Spokane, Washington, for the purposes of considering the action of the Directors of the Corporation in a Contract of Merger whereby the above-entitled Corporation would be merged with J. E. HALL CONTRACTORS, INC., an Idaho Corporation, and the BIG SKY LOGGING CO., a Montana Corporation, and

WHEREAS, said stockholders have heretofore executed a Waiver and Consent to a meeting waiving notice thereof, and at said Stockholders' Meeting pursuant to Agreement of Merger, it appearing that the following individuals were registered stockholders of said Corporation and entitled to participate therein to the extent thereof:

J. E. HALL	4,999 shares
------------	--------------

FLORENCE ANN HALL	1 share
-------------------	---------

and,

W H E R E A S, said stockholders being so certified, the Stockholders' Meeting was called to order by J. E. HALL, President, with FLORENCE ANN HALL, Secretary, recording said proceedings, and

W H E R E U P O N, the Merger Agreement between this Corporation and J. E. HALL CONTRACTORS, INC. came on duly for discussion; Financial Statements were examined, the conversion ratio discussed, and all agreements relative to said proposed merger were fully discussed,

W H E R E U P O N, upon Motion of J. E. HALL it was duly moved that the stockholders adopt, approve and consent to said merger, pursuant to the provisions of 30-152 Idaho Code, which Motion was seconded by FLORENCE ANN HALL, and thereupon a roll call vote was had wherein said stockholders voted as follows:

J. E. HALL Yes

FLORENCE ANN HALL Yes

and

W H E R E A S, said Motion was duly approved and entered upon vote as the action of the stockholders, and there being no further business said meeting was duly adjourned, and the Secretary was instructed to certify said Resolution and Minutes of the Stockholders'

Meeting unto the Directors for submission with the Agreement of
Merger to the Secretary of the State of Idaho.

DATED this 24 day of December, 1969.

J. E. Hall

Florence Ann Hall
Florence Ann Hall

CERTIFICATE

STATE OF WASHINGTON)

ss.

County of Spokane)

J. E. HALL and FLORENCE ANN HALL, the duly elected
President and Secretary of the above-entitled Corporation do hereby
certify that the foregoing Minutes of Special Stockholders' Meeting
held on the 24 day of December, 1969, as stated, are true and
correct copies of said Minutes and the action of the stockholders taken
at said meeting, and do the 24 day of December, 1969, set
their hands and seals and certify the same as being action taken by said
Corporation.

J. E. Hall, President

Florence Ann Hall
Florence Ann Hall, Secretary

RESOLUTION
of
HALL MACHINERY CO.

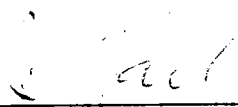
WHEREAS it has been proposed to this corporation by J. E. HALL CONTRACTORS, INC., an Idaho corporation, to consolidate or merge the two corporations into a single corporation, and

WHEREAS said proposal includes the merger therein of the BIG SKY LOGGING CO., a Montana corporation, and

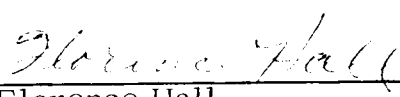
WHEREAS this Board of Directors deems it advisable that this corporation enter into negotiations with J. E. HALL CONTRACTORS, INC., an Idaho corporation, and BIG SKY LOGGING CO., a Montana corporation with a view to possibly merge the corporations, now therefore,

BE IT RESOLVED that the President and Secretary of this corporation are hereby authorized and directed to enter into negotiations with J. E. HALL CONTRACTORS, INC. and with BIG SKY LOGGING CO., with a view of merging and also to prepare an agreement of merger as prescribed by the statutes of the State of Idaho setting forth the combination and the method of carrying the same into effect, as well as the manner of converting stock of each of the constituent corporations into shares of the surviving corporation and such other details as may be deemed necessary.


BE IT FURTHER RESOLVED that said agreement, when prepared, shall be presented to the Board of Directors at a special meeting called to consider the same.



J. E. Hall



Florence Hall



Gene Friend

RESOLUTION
of
BIG SKY LOGGING CO.

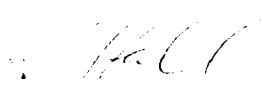
WHEREAS it has been proposed to this corporation by J. E. HALL CONTRACTORS, INC., an Idaho corporation, to consolidate or merge the two corporations into a single corporation, and

WHEREAS said proposal includes the merger therein of the HALL MACHINERY CO., a Washington corporation, and

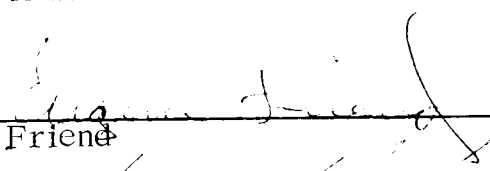
WHEREAS this Board of Directors deems it advisable that this corporation enter into negotiations with J. E. HALL CONTRACTORS, INC., an Idaho corporation, and HALL MACHINERY CO. with a view to possibly merge the corporations, now therefore,

BE IT RESOLVED that the President and Secretary of this corporation are hereby authorized and directed to enter into negotiations with J. E. HALL CONTRACTORS, INC. and with HALL MACHINERY CO., with a view of merging and also to prepare an agreement of merger as prescribed by the statutes of the State of Idaho setting forth the combination and the method of carrying the same into effect, as well as the manner of converting stock of each of the constituent corporations into shares of the surviving corporation and such other details as may be necessary.

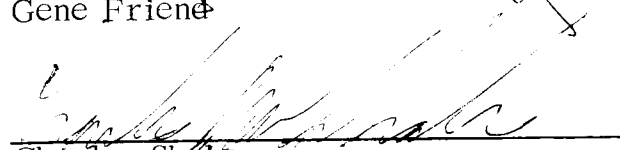
BE IT FURTHER RESOLVED that said agreement, when prepared,
shall be presented to the Board of Directors at a special meeting called to
consider the same.



J. E. Hall



Gene Friend



Charles Shobe

MINUTES OF SPECIAL STOCKHOLDERS' MEETING

of

BIG SKY LOGGING CO.

W H E R E A S, a Special Meeting of Stockholders of the above Corporation was called on the 24 day of December, 1969, at the hour of 2:00 o'clock P.M. at East 6200 Alki, Spokane, Washington, for the purposes of considering the action of the Directors of the Corporation in a Contract of Merger whereby the above-entitled Corporation would be merged with J. E. HALL CONTRACTORS, INC., an Idaho Corporation, and the HALL MACHINERY CO., a Washington Corporation, and

W H E R E A S, said stockholders have heretofore executed a Waiver and Consent to a meeting waiving notice thereof, and at said Stockholders' Meeting pursuant to Agreement of Merger, it appearing that the following individuals were registered stockholders of said Corporation and entitled to participate therein to the extent thereof:

J. E. HALL	16 shares
EUGENE FRIEND	5 shares
CHARLES W. SHOBE	5 shares

and,

W H E R E A S, said stockholders being so certified, the Stockholders' Meeting was called to order by J. E. HALL, President, with CHARLES W. SHOBE, Secretary, recording said proceedings, and

W H E R E U P O N, the Merger Agreement between this Corporation and J. E. HALL CONTRACTORS, INC. came on duly for discussion; Financial Statements were examined, the conversion ratio discussed, and all agreements relative to said proposed merger were fully discussed,

W H E R E U P O N, upon Motion of EUGENE FRIEND it was duly moved that the stockholders adopt, approve and consent to said merger, pursuant to the provisions of 30-152 Idaho Code, which Motion was seconded by CHARLES W. SHOBE, and thereupon a roll call vote was had wherein said stockholders voted as follows:

J. E. HALL	Yes
------------	-----

EUGENE FRIEND	Yes
---------------	-----

CHARLES W. SHOBE	Yes
------------------	-----

and

W H E R E A S, said Motion was duly approved and entered upon vote as the action of the stockholders, and there being no further business said meeting was duly adjourned, and the Secretary was instructed to certify said Resolution and Minutes of the Stockholders'

DATED this 24 day of December, 1969.

Charles W. Shobe

J. E. HALL and CHARLES W. SHOBE, the duly elected President and Secretary of the above-entitled Corporation do hereby certify that the foregoing Minutes of Special Stockholders' Meeting held on the 24 day of December, 1969, as stated, are true and correct copies of said Minutes and the action of the stockholders taken at said meeting, and do the 24 day of December, 1969, set their hands and seals and certify the same as being action taken by said Corporation.

J. E. Hall, President

Charles W. Shobe, Secretary

PLAN OF MERGER PURSUANT TO
30-152 Idaho Code

THIS AGREEMENT AND PLAN OF MERGER, hereinafter referred to as "agreement" dated this 24~~th~~ day of December, 1969, by and between J. E. HALL CONTRACTORS, INC., an Idaho corporation, and BIG SKY LOGGING CO., a Montana corporation, and HALL MACHINERY CO., a Washington corporation, said corporations hereinafter sometimes being referred to as the "constituent corporations,"

WITNESSETH:

WHEREAS, J. E. HALL CONTRACTORS, INC., is an Idaho corporation existing under and by virtue of the laws thereof and duly authorized to do business therein, having been chartered on the 17th day of March, 1965, and

WHEREAS, the BIG SKY LOGGING CO. is a Montana corporation authorized and existing under and by virtue of the laws of the State of Montana and duly authorized to do business therein, having been chartered on the 30th day of March, 1964, and

WHEREAS, HALL MACHINERY CO., is a Washington corporation duly authorized to do business in that State, having been duly chartered by the State of Washington on the 14th day of October, 1960, and

WHEREAS, J. E. HALL CONTRACTORS, INC., an Idaho corporation has authorized capital stock of 8,000 shares of common stock, having a par value of \$100 per share and that there have been issued, fully subscribed, paid and outstanding 4,350 shares of stock, and

WHEREAS, BIG SKY LOGGING CO. has an authorized capital of \$300,000 divided into 3,000 shares of common stock, having a par value of \$100 per share and there is issued, outstanding and fully paid and subscribed for 26 shares of stock, and

WHEREAS, HALL MACHINERY CO. has an authorized capital of \$800,000 divided into 8,000 shares of common stock having a par value of \$100 per share and that there has been subscribed, issued and fully paid 5,000 shares, and

WHEREAS the Board of Directors of the constituent corporations deem it advisable for the general welfare and advantage of the respective corporations and their shareholders that the constituent corporations merge into a single corporation pursuant to this Agreement and that the corporations respectively desire to so merge pursuant to this agreement and the applicable provisions of the laws of the State of Idaho, now therefore,

IN CONSIDERATION of the promises and the mutual agreements herein contained, the parties do hereby agree in accordance with the applicable laws of the State of Idaho, that the constituent corporations shall be merged into a single corporation, to-wit: J. E. HALL CONTRACTORS, INC., an Idaho Corporation, and one of the constituent corporations hereunder, which is not a new corporation and which shall continue its existence and be the surviving corporation of this merger, and the terms and conditions of the merger hereby agreed upon, and hereinafter called the "merger", which covenants the parties hereto do agree to keep and perform and carry the same into effect as hereinafter set forth:

ARTICLE I

Effective Time of the Merger

At the effective time of the merger, as provided by the provisions of 30-154 Idaho Code, the separate existence of BIG SKY LOGGING CO. and of HALL MACHINERY CO. shall cease and shall be merged into the surviving corporation. The consummation of this agreement shall be effected on the date upon which the merger agreement has been duly ratified by the members of the constituent corporations and the shareholders thereof, as provided by 30-152 Idaho Code, and such certificate of merger and this agreement shall be filed in the office of the Secretary of State of the State of Idaho, which certificate of merger and this agreement as filed shall thereupon be the effective date of such merger as is provided by 30-154 Idaho Code.

ARTICLE II

Governing Law; Certificate of Incorporation

The laws which are to govern the surviving corporation are the laws of the State of Idaho and the Articles of Incorporation of J. E. HALL CONTRACTORS, INC. may be amended to the extent as set forth and required herein, if necessary, to carry forth and effect such merger.

ARTICLE III

By - Laws

The By-Laws of J. E. HALL CONTRACTORS, INC. as effective at the time of the merger shall be the By-Laws of the surviving corporation until the same shall be amended or altered by the laws of the State of Idaho or these Articles hereof.

ARTICLE IV

Directors and Officers

The directors of J. E. HALL CONTRACTORS, INC., effective at the time of the merger, shall be the directors of the surviving corporation and shall serve until their respective successors have been elected and qualified. Subject to the authority of the Board of Directors as provided by law and the By-Laws of the surviving corporation, the officers of J. E. HALL CONTRACTORS, INC., effective at the time of the merger, shall be the officers of the surviving corporation.

ARTICLE V

Conversion of Shares in the Merger

The mode of carrying into effect the merger and the manner and basis of converting the shares of the constituent corporations into the shares of the surviving corporation are as follows:

1) BIG SKY LOGGING CO. All common stock of the Big Sky Logging Co. having a par value of \$100 per share issued, outstanding and effective at the time of the merger shall be converted as result of this merger for stock of J. E. HALL CONTRACTORS, INC. upon the basis of one (1) share of BIG SKY LOGGING CO. common stock for one (1) share of J. E. HALL CONTRACTORS, INC. common stock.

2) HALL MACHINERY CO. At the effective date of this merger the common stock of HALL MACHINERY CO. stock issued, outstanding and subscribed for at the time of such merger shall be converted for stock of J. E. HALL CONTRACTORS, INC. upon the basis of ^{two (2)}~~three (3)~~ shares of HALL MACHINERY CO. common stock for one(1) share of J. E. HALL CONTRACTORS, INC. common stock.

3) FRACTIONAL SHARES. No fractional shares of stock shall be recognized upon conversion.

4) SURRENDER OF STOCK. As soon as practical after the merger agreement has become effective, the stock certificates representing stock in BIG SKY LOGGING CO. and HALL MACHINERY CO. shall be surrendered for exchange to the surviving corporation as by its By-Laws provided for transfer, but in no event shall the same not be surrendered within 90 days of the date of the effective date of this merger. In the event that any stock shall be outstanding and not converted within 90 days of the effective date of such merger, then pursuant to the statutes, such transfer may be effected upon the books and records of the surviving corporation and its stock register in proportion to that conversion into the surviving corporation as herein provided and shall be held by the treasurer of such surviving corporation and delivered upon demand to the stockholders entitled thereto.

ARTICLE VI

Effect of the Merger

At the effective time of the Merger, the Surviving corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and a private nature, and be subject to all the restrictions, disabilities and duties of each of the constituent corporations, and all the rights, privileges, immunities, powers and franchises of each of the constituent corporations and all property, real, personal and mixed, and all debts due to either of said constituent corporations on whatever account, for stock subscriptions

as well as for all other things in action or belonging to each of said corporations, shall be vested in the surviving corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective constituent corporations, and the title to any real estate vested by deed or otherwise in either of said constituent corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either of said constituent corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the merger, and all debts, liabilities and duties of said constituent corporations, respectively, shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the surviving corporation.

ARTICLE VII

Accounting Matters

The assets and liabilities of the constituent corporations as at the effective time of the merger, shall be taken up on the books of the surviving corporation at the amounts at which they shall be carried at that time on the books of the respective constituent corporations. The amount of capital of the surviving corporation after the merger shall be equal to the sum of the aggregate amount of the par value of the convertible preferred stock to be issued in the merger and of the aggregate par value of the common stock that will remain issued upon the merger. The surplus of the surviving

corporation after the merger, including any surplus arising in the merger, shall be available to be used for any legal purposes for which surplus may be used.

ARTICLE VIII

Approval of Shareholders

This agreement shall be submitted to the shareholders of each of the constituent corporations, as provided by 30-152 Idaho Code, at their respective meetings which shall be held on or before December 29, 1969. The respective designation and number of shares of capital stock of the constituent corporations outstanding on the date hereof and a statement as to the shares of stock entitled to vote upon the adoption and approval of this agreement, shall be as is reflected by the stock register of each corporation on said date. After the adoption and approval, subject to the conditions contained herein, a certificate of merger as well as a copy of this merger agreement shall thereupon be filed with the Secretary of State of the State of Idaho, pursuant to the provisions of 30-154 Idaho Code.

ARTICLE IX

Representations and Warranties

BIG SKY LOGGING CO. does hereby represent and warrant unto J. E. HALL CONTRACTORS, INC. as follows:

1) That said corporation is duly organized, validly existing and in good standing under the laws of the State of Montana. That said corporation has power to carry on business as is now being conducted and qualified to do business within the character of its charter and Articles of Incorporation.

2) That the capitalization of such corporation is \$300,000 divided into 3,000 shares of common stock, having a par value of \$100 per share and that there are 26 shares outstanding and the balance held unissued by said corporation.

HALL MACHINERY CO. does hereby represent and warrant unto J. E. HALL CONTRACTORS, INC. as follows:

1) That said corporation is duly organized, validly existing and in good standing under the laws of the State of Washington. That said corporation has power to carry on business as is now being conducted and qualified to do business within the character of its charter and Articles of Incorporation.

2) That the capitalization of such corporation is \$800,000 divided into 8,000 shares of common stock, having a par value of \$100 per share and that there are 5,000 shares outstanding and the balance held unissued by said corporation.

ARTICLE X

Financial Statements

That each of the constituent corporations has delivered to the other corporations a balance sheet and related statements as to its assets, holdings, earnings and liabilities and each director, officer and shareholder has had full access of such information. Each of the corporations does warrant that the balance sheet presents a true and complete statement of its financial condition, assets and liabilities as well as contingent liabilities, if any, and litigation or proceedings, if any, involving said corporations and full information relative thereto. In addition thereto each corporation has

made available for full and complete inspection all material, contracts or contracts in force and effect by which there exists obligations or performance.

ARTICLE XI

Employee Benefit Plans

All employee benefit plans, if any, existing at the time of the merger by any of the constituent corporations, shall be assumed, performed and carried into force and effect by the surviving corporation, pursuant to the terms of such plan.

ARTICLE XII

Termination

Anything herein stated to the contrary notwithstanding this agreement, may be terminated and abandoned at any time prior to the effective time for the merger, whether before or after adoption or approval of this agreement by the directors or shareholders of any constituent corporation, but by the directors only for the mutual consent of all constituent corporations. Upon termination and abandonment, neither party hereto shall have any liability or obligation to the others herein.

ARTICLE XIII


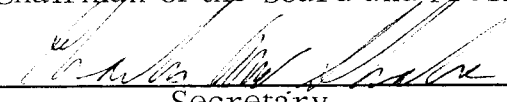
Amendments

Any of the terms or conditions of this agreement may be modified or waived at any time before the effective time of the merger by a party or the shareholders of the parties hereto, provided that such modification


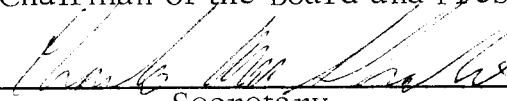
shall be mutually ratified and adopted by the other constituent corporations and the shareholders thereof.

IN WITNESS WHEREOF this agreement has been signed by the Board of Directors of each constituent corporation and ratified and approved by the shareholders of such constituent corporation in the manner as provided by 30-152 Idaho Code.


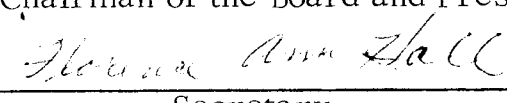
J. E. HALL CONTRACTORS, INC.

By 
Chairman of the Board and President
By 
Secretary

BIG SKY LOGGING CO.

By 
Chairman of the Board and President
By 
Secretary

HALL MACHINERY CO.

By 
Chairman of the Board and President
By 
Secretary

STATE OF WASHINGTON :
County of Spokane : ss.

Personally appeared before me, a Notary Public, in and for said county and state aforesaid, J. E. HALL, Chairman of the Board and President, and CHARLES W. SHOBE, Secretary of J. E. HALL CONTRACTORS, INC., an Idaho corporation, with whom I am personally acquainted, and who

WITNESS my hand and official seal, at office in the county and state
aforesaid, this 24th day of December, 1969.

Harold L. George
Notary Public for Washington.
Residing at Spokane.
My commission expires: June 28, 1971

STATE OF WASHINGTON :
 ss.
County of Spokane :

Personally appeared before me, a Notary Public, in and for said county and state aforesaid, J. E. HALL, Chairman of the Board and President, and CHARLES W. SHOBE, Secretary of BIG SKY LOGGING CO., a Montana corporation, with whom I am personally acquainted, and who acknowledged that they executed the foregoing Plan of Merger Pursuant to 30-152 Idaho Code, on behalf of BIG SKY LOGGING CO., pursuant to authority duly granted by its Board of Directors.

WITNESS my hand and official seal, at office in the county and state
aforesaid, this 24th day of December, 1969.

Wesley L. George
Notary Public for Washington.
Residing at Spokane.
My commission expires: June 28, 1971

STATE OF WASHINGTON :
County of Spokane : ss.

Personally appeared before me, a Notary Public, in and for said county and state aforesaid, J. E. HALL, Chairman of the Board and President, and FLORENCE ANN HALL, Secretary of HALL MACHINERY CO., a Washington corporation, with whom I am personally acquainted, and who

acknowledged that they executed the foregoing Plan of Merger Pursuant to 30-152 Idaho Code, on behalf of HALL MACHINERY CO., pursuant to authority duly granted by its Board of Directors.

WITNESS my hand and official seal, at office in the county and state aforesaid, this 24th day of December, 1969.

Theron L. George
Notary Public for Washington.
Residing at Spokane.
My commission expires: June 28, 1971