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ARTICLES OF MERGER
OF
TALBOT-TANDY & WOOD, INC.
AND
TALBOT-BHJ INSURANCE, INC.

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SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of the Wyoming Business Corporation Act (Title 17, Chapter 16, 2004 Wyoming Statutes), Talbot-Tandy & Wood, Inc. (hereinafter "TTW") and Talbot-BHJ Insurance, Inc. (hereinafter "BHJ") each hereby adopt the following Articles of Merger, for the purpose of merging TTW into BHJ.

The following Plan of Merger with respect to the merger of TTW into BHJ was approved by the Board of Directors of each corporation in the manner prescribed by the Wyoming Business Corporation Act (Title 17, Chapter 16, 2004 Wyoming Statutes):

ARTICLE I. PLAN OF MERGER

a) Parties. This Plan of Merger is adopted this 13th day of December, 2004, by Talbot-Tandy & Wood, Inc., an Idaho corporation (hereinafter "TTW"), and Talbot-BHJ Insurance, Inc., a Wyoming corporation (hereinafter "BHJ"), for the purpose of merging TTW into BHJ.

b) Surviving Corporation. BHJ shall be the surviving corporation and shall continue to exist as a domestic corporation under the laws of the state of Wyoming, with all rights and obligations of such surviving domestic corporation as are provided under the Wyoming Business Corporation Act (Title 17, Chapter 16, 2004 Wyoming Statutes).

TTW shall cease to exist except as otherwise provided for specific purposes under the laws of the state of Idaho and its property shall become the property of BHJ as the surviving corporation.

c) Conversion of Shares. This merger is intended and shall be treated as a distribution and complete liquidation of BHJ under sections 332(b) and 334(b)(1) of the Internal Revenue Code, 1986, as amended.

Upon merger, all issued and outstanding shares of TTW, such shares being owned in their entirety by Talbot Agency, Inc., a New Mexico corporation (hereinafter "TAI"), and all rights in respect thereof, shall be canceled as of the effective date of this merger. The certificates representing such shares shall be surrendered and canceled.

Each share of TTW outstanding on the effective date of this merger shall, thereupon, without further action, become one share of TAI, without the issuance of new shares or share certificates.

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d) Effective Date. For all purposes of the state of Wyoming, this merger shall become effective on the later to occur of the date of filing of Articles of Merger with the Secretary of State of Wyoming, in accordance with the laws of the state of Wyoming, or on the 31st day of December, 2004.

The date upon which the Articles are filed in the office mentioned above and become effective (as specified in the previous sentence), and upon which TTW and BHJ shall so become as single corporation, shall be the effective date of the merger (hereinafter "effective date").

e) Directors and Officers. The directors and officers of TTW immediately prior to the effective date shall continue to serve as such after the effective date, until the next annual meeting of shareholders and directors, respectively, and the election and qualification of their successors.

f) Name Change. Upon the effective date of this agreement, Article I of the Articles of Incorporation of TTW shall be amended to read as follows:

"ARTICLE I. NAME

The name of the corporation is Talbot-BHJ Insurance, Inc.:

ARTICLE II. OUTSTANDING SHARES

As of the date of the Plan of Merger, the number of issued and outstanding shares of TTW was 41,960; and the number of shares entitled to vote thereon was 41,960. TAI owns 100% of the issued and outstanding shares.

ARTICLE III. APPROVAL OF THE PLAN OF MERGER

The Plan of Merger was adopted and approved on the 13th day of December, 2004, by Resolution of the Board of Directors of BHJ. A copy of said resolution is attached hereto. As provided in Title 17, Chapter 16, section 17-16-1103 (g), 2004 Wyoming Statutes, approval of the Plan of Merger by the shareholders of either corporation was not required.

DATED this 13th day of December, 2004.

TALBOT-BHJ INSURANCE, INC.

By: Matthew Chavez

Its: Vice President

STATE OF NEW MEXICO

COUNTY OF BERNALILLO

BEFORE ME, a notary public, on this 13th day of December, 2004 personally appeared Matthew J. Chavez known to me to be the Secretary and Treasurer of Talbot-BHJ Insurance, Inc., and the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Nichelle S. Kawanaugh
Notary public, State of New Mexico,
residing at
1423 Madeira Dr NE, Albuqu 87110

My commission expires:
OCT. 17, 2007

[S E A L]

DATED this 13th day of December, 2004.

TALBOT-TANDY & WOOD, INC.

By: Matthew Chavez

Its: Vice President

STATE OF NEW MEXICO

COUNTY OF BERNALILLO

BEFORE ME, a notary public, on this 13th day of December, 2004, personally appeared Matthew J. Chavez, known to me to be the Vice President, Secretary and Treasurer of Talbot-Tandy & Wood, Inc., and the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Michelle S. Kawanaugh
Notary public, State of New Mexico

, residing at
1923 Madeira Dr NE, Alb. NM 87110

My commission expires:

OCT. 17, 2007

[SEAL]

FILED EFFECTIVE

FILED: 12/20/2004
CID: 1980-00078160
WY Secretary of State

PLAN OF MERGER
OF
TALBOT-TANDY & WOOD, INC.
AND
TALBOT-BHJ INSURANCE, INC.

2005 JAN 24 11 01 23 Doc. ID: 2004-00479390

Filed -
TTW &
BHJ;
CC: Jill

Talbot-Tandy & Wood, Inc. and Talbot-BHJ Insurance, Inc. each hereby adopt the following Plan of Merger for the purpose of merging Talbot-Tandy & Wood, Inc. into Talbot-BHJ Insurance, Inc.

a) Parties. This Plan of Merger is adopted this 13th day of December, 2004, by Talbot-Tandy & Wood, Inc., an Idaho corporation (hereinafter "TTW"), and Talbot-BHJ Insurance, Inc., a Wyoming corporation (hereinafter "BHJ"), for the purpose of merging TTW into BHJ.

b) Surviving Corporation. BHJ shall be the surviving corporation and shall continue to exist as a domestic corporation under the laws of the state of Wyoming, with all rights and obligations of such surviving domestic corporation as are provided under the Wyoming Business Corporation Act (Title 17, Chapter 16, 2004 Wyoming Statutes).

TTW shall cease to exist except as may otherwise be provided for specific purposes under the laws of the state of Idaho and its property shall become the property of BHJ as the surviving corporation.

c) Conversion of Shares. This merger is intended and shall be treated as a distribution and complete liquidation of TTW under Sections 332(b) and 334(b)(1) of the Internal Revenue Code, 1986, as amended.

Upon merger, all issued and outstanding shares of TTW, such shares being owned in their entirety by Talbot Agency, Inc., a New Mexico corporation (hereinafter "TAI"), and all rights in respect thereof, shall be canceled as of the effective date of this merger. The certificates representing such shares shall be surrendered and canceled.

Each share of TTW outstanding on the effective date of this merger shall thereupon, without further action, become one share of TAI, without the issuance or exchange of any new shares or share certificates.

d) Effective Date. For all purposes of the state of Wyoming, this merger shall become effective on the later to occur of the date of filing of Articles of Merger with the Secretary of State of Wyoming, in accordance with the laws of the state of Wyoming or on the 31st day of December, 2004.

The date upon which the Articles are filed in the office mentioned above and become effective (as specified in the previous sentence), and upon which TTW and BHJ shall so become a single corporation, shall be the effective date of the merger (hereinafter referred to as the "effective date").

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e) Directors and Officers. The directors and officers of TTW immediately prior to the effective date shall continue to serve as such after the effective date, until the next annual meeting of shareholders and directors, respectively, and the election and qualification of their successors.

f) Name Change. Upon the effective date of this agreement, Article I of the Articles of Incorporation of TTW shall be amended to read as follows:

“ARTICLE I. NAME

The name of the corporation is Talbot-BHJ Insurance, Inc.:

**BOARD OF DIRECTORS' RESOLUTION APPROVING
MERGER**

2007 JAN 01 AM 9
STATE OF IDAHO

WHEREAS, the Board of Directors of Talbot-BHJ Insurance, Inc. (hereinafter referred to as "BHJ"), a corporation organized under the laws of the state of Wyoming, has determined that by merging Talbot-Tandy & Wood, Inc., (hereinafter referred to as "TTW"), a corporation organized under the laws of the state of Idaho, into BHJ, it will be possible to gain operating efficiencies, it is hereby

RESOLVED, that said TTW be merged with BHJ, and that after the merger is effected said BHJ shall be the Surviving Corporation and shall assume all of the debts and liabilities of both TTW and BHJ.

The undersigned, Matthew J. Chavez, certifies that he is the duly appointed Secretary and Treasurer of BHJ and that the above is a true and correct copy of a resolution duly adopted at a meeting of the directors thereof, convened and held in accordance with law and the Bylaws of said Corporation on the 13th day of December, 2004, and that such resolution is now in full force and effect.

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IN WITNESS THEREOF, I have affixed my name as Secretary and Treasurer of BHJ to this resolution.

Dated: 12/13/04

Matthew Chavez
Matthew J. Chavez
Secretary and Treasurer

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