

# State of Idaho



## CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that  
duplicate originals of Articles of Merger of J. C. THOMPSON  
ENTERPRISES, INC. into ELECTRONIC CONTROLS (ECCO) CO. NO. 2, and that  
corporation changed its name to ELECTRONIC CONTROLS COMPANY

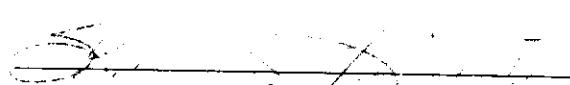
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of  
Merger, and attach hereto a duplicate original of the Articles of  
Merger.

Dated January 8, 1988.



  
Pete T. Cenarrusa  
SECRETARY OF STATE

  
Corporation Clerk

JAN 3 3 35 PM '88

ARTICLES OF MERGER PURSUANT TO ~~§ 30-1-74~~ STATE

Idaho Business Corporations Act of  
J.C. THOMPSON ENTERPRISES, INC. into  
ELECTRONIC CONTROLS (ECCO) COMPANY NO. 2  
HEREINAFTER TO BE KNOWN AS ELECTRONIC CONTROLS COMPANY

Pursuant to the provisions of §30-1-71, §30-1-73, and §30-1-74 of the Idaho Business Corporations Act the undersigned corporations adopt the plan of merger whereby J.C. Thompson Enterprises, Inc., an Idaho corporation, is merged into and becomes part of Electronic Controls (ECCO) Company No. 2, said merged company to be known hereafter as Electronic Controls Company:

FIRST: The plan of merger by J.C. Thompson Enterprises, Inc. into Electronic Controls (ECCO) Company No. 2 is more fully set forth on Exhibit "A" attached hereto and by this reference made a part hereof as though fully set forth herein. Essentially, James C. Thompson Enterprises, Inc. shall merge into and become a part of Electronic Controls (ECCO) Company No. 2. All shares of common stock in Electronic controls (ECCO) Company No. 2 owned and outstanding and in the possession of J. C. Thompson Enterprises, Inc. shall be cancelled. All shares of stock in J.C. Thompson Enterprises, Inc. issued and outstanding in the hands of its shareholders shall be entitled to a conversion of one share of J.C. Thompson Enterprises, Inc. stock for one share of common stock of Electronic Controls (ECCO) Company No. 2. All liabilities incurred by J.C. Thompson Enterprises, Inc. and outstanding at the date of

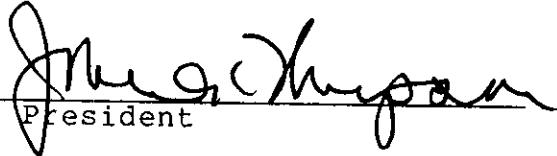
the merger are fully assumed without exception by Electronic Controls Company.

SECOND: As to J.C. Thompson Enterprises, Inc. there is one class of shares outstanding, that being the common stock of the corporation of which 940 shares are issued and outstanding. There are 4 holders of said shares entitled to vote. Each of the shareholders of said corporation have consented to the merger in accordance with Idaho Code §30-1-145. The result of said action is that the number of shares voted for the plan of merger is 940 and those against such plan is 0.

THIRD: As to Electronic Controls (ECCO) Company No. 2, there is one class of shares outstanding, that being the common stock of the corporation of which 125 shares are issued and outstanding. There is one holder of said shares entitled to vote. The shareholder of said corporation has consented to the merger in accordance with Idaho Code §30-1-145. The result of said action is that the number of shares voted for the plan of merger is 125 and those against such plan is 0.

FOURTH: Pursuant to the plan of merger (Exhibit "A") the surviving company shall be hereafter known as Electronic Controls Company.

ELECTRONIC CONTROLS (ECCO) COMPANY  
NO. 2

By   
President

STATE OF IDAHO, )  
                  ) ss  
County of Ada. )

Mary Anne Thompson  
Secretary

Mary Anne Thompson, being first duly sworn, deposes and says:

That she is the secretary of Electronic Controls (ECCO) Company No. 2, an Idaho corporation, that she has read the above and foregoing Articles and knows the contents thereof, that the facts stated therein are true as she verily believes and the President's signature affixed thereto is his signature.

SUBSCRIBED AND SWEARN to before me this 31 day of Dec., 1987.

Robin Snod  
Notary Public for Idaho  
Residing at Boise, Idaho

J.C. THOMPSON ENTERPRISES, INC.

By J.C. Thompson  
President

Mary Anne Thompson  
Secretary

STATE OF IDAHO, )  
                  ) ss  
County of Ada. )

Mary Anne Thompson, being first duly sworn, deposes and says:

That she is the secretary of J.C. Thompson Enterprises, Inc., an Idaho corporation, that she has read the above and foregoing Articles and knows the contents thereof, that the

facts stated therein are true as she verily believes and the President's signature affixed thereto is his signature.

Mary Ann Shumaker

SUBSCRIBED AND SWORN to before me this 31 day of  
Dec, 1987.

Robin L. Smith  
Notary Public for Idaho  
Residing at Boise, Idaho

1  
2  
3 PLAN OF MERGER  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25

THIS PLAN OF MERGER dated as of the 31st day of December, 1987, by and between J.C. Thompson Enterprises, Inc., an Idaho corporation, hereinafter referred to as "Thompson" with its principal office in Boise, Ada County, Idaho, and Electronic Controls (ECCO) Company No. 2, an Idaho corporation, hereinafter referred to as "ECCO", with its principal place of business in Boise, Ada County, Idaho, which corporations are sometimes hereinafter referred to collectively as "the constituent corporations";

WITNESSETH:

THAT WHEREAS Thompson is a corporation duly organized and existing under the laws of the State of Idaho having been incorporated on or about June 17, 1985, and having an authorized capital stock of 5,000 all of which is of one class with a par value of \$10.00 a share of which shares, 940 shares are issued and outstanding in the hands of shareholders; and

WHEREAS ECCO is a corporation duly organized and existing under the laws of the State of Idaho having been incorporated on or about December 28, 1979, and having an authorized capital stock consisting of 1,000 shares of nonassessable common stock without par value of which 125 shares are issued and outstanding in the hands of the shareholders; and

1           WHEREAS the boards of directors of the constituent  
2           corporations deem it advisable that these corporations  
3           merge; and

4           WHEREAS the laws of the State of Idaho permit such a  
5           merger and the constituent corporations desire to merge  
6           under and pursuant to the provisions of the laws of the  
7           State of Idaho;

8           NOW THEREFORE, for and in consideration of the premises  
9           and of the mutual agreements and covenants herein contained,  
10           it is hereby agreed that Thompson shall be and the same is  
11           hereby merged into ECCO which shall be the surviving  
12           corporation, and the terms and conditions of such merger and  
13           the mode of carrying it into effect are and shall be as  
14           follows:

15           1. Name of the surviving corporation: The name of the  
16           corporation which is sometimes hereinafter referred to as  
17           the "surviving corporation" shall, from and after the  
18           effective date of the merger, be Electronic Controls  
19           Company.

20           2. Office of surviving corporation: The principal  
21           office of the surviving corporation in Idaho shall be  
22           located in the City of Boise, County of Ada, State of Idaho.  
23           The name of its resident agent in charge thereof shall be  
24           James C. Thompson and the address of said resident agent  
25           shall be 11080 Executive Drive, Boise, Idaho, 83704, such

1 address also being the address of the principal office of  
2 the surviving corporation.

3. Purposes of surviving corporation: The nature and  
4 the business of the surviving corporation and the objects  
5 and purposes to be transacted, promoted, or carried on by it  
6 are identical to the object and purposes set forth in the  
7 Articles of Incorporation of ECCO filed in the office of the  
8 Secretary of State of the State of Idaho on or about  
9 December 28, 1979.

10. Capitalization of surviving corporation. The total  
11 number of shares of stock which the surviving corporation  
12 shall be authorized to issue is 1,000 shares, all of which  
13 shall be without par value. All such shares are designated  
14 common stock and are of one and the same class and have full  
15 voting powers and equal rights of participation and  
16 dividends and assets of the surviving corporation. Holders  
17 of stock of the surviving corporation shall have no  
18 preemptive right to subscribe for any additional shares of  
19 the common stock or the securities of the surviving  
20 corporation convertible into common stock or any other  
21 securities of the surviving corporation.

22. Bylaws of the surviving corporation. The bylaws of  
23 ECCO as they shall exist upon the effective date of the  
24 merger, shall be and remain and continue to be the bylaws of  
25 the surviving corporation until they shall be altered,  
amended or repealed as therein provided.

1                   6. Directors and officers.

2                   (a) Persons who are directors of ECCO on the effective  
3 date of the merger shall be and remain and continue to be  
4 directors of the surviving corporation; such directors shall  
5 hold office until the first annual meeting of the  
6 shareholders of the surviving corporation after the  
7 effective date of the merger and until their respective  
8 successors are elected or appointed in the manner provided  
9 by the bylaws thereof. If on the effective date of the  
10 merger a vacancy shall exist on the board of directors of  
11 the surviving corporation for any reason whatsoever, such  
12 vacancy may be filled by the board of directors of the  
13 surviving corporation as provided for in the bylaws of said  
14 surviving corporation.

15                   (b) The first annual meeting of the shareholders of  
16 the surviving corporation after the effective date of the  
17 merger shall be the annual meeting provided for by the  
18 bylaws thereof for the year 1988.

19                   (c) All persons who, upon the effective date of the  
20 merger, shall be executive or administrative officers of  
21 ECCO shall be and remain and continue to be the officers of  
22 the surviving corporation, subject to the provisions of the  
23 bylaws of the surviving corporation. The board of directors  
24 or the president of the surviving corporation may elect or  
25 appoint such additional officers as they may determine,  
subject to the provisions of the bylaws of the surviving  
corporation.

(d) The officers and directors of the surviving corporation who shall serve as hereinabove set forth are as follows:

Officers: James C. Thompson President  
Mary Anne Thompson Vice President  
Mary Anne Thompson Secretary  
James C. Thompson Treasurer

Directors: James C. Thompson  
Raymond Woods  
Edward E. Zimmer  
Joe C. Coperi  
Mary Anne Thompson

(e) The first regular meeting of the board of directors of the surviving corporation after the effective date of the merger shall be held as soon as practicable thereafter.

7. Effective date of merger.

(a) For all purposes, this plan of merger and the merger herein provided for shall be deemed to have become effective as of December 31, 1987.

(b) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of ECCO shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence,

1 purposes, powers, objects, franchises, rights, and  
2 immunities of Thompson shall be continued in and merged into  
3 ECCO and ECCO shall be fully vested therewith.

4       8. Conversion of shares. The manner and basis of  
5 converting the shares of Thompson into shares of the  
6 surviving corporation, ECCO, shall be as follows:

7       (a) Immediately upon the effective date of the merger,  
8 each share of stock of Thompson outstanding in the hands of  
9 the public (being all of the shares of Thompson outstanding  
10 other than shares held by Thompson as treasury shares), ipso  
11 facto, without any action on the part of the holder thereof,  
12 shall automatically become and be converted into common  
13 stock of the surviving corporation, at the rate of one share  
14 of the common stock of the surviving corporation for each  
15 one share of the common stock of Thompson; and each  
16 outstanding certificate representing shares of common stock  
17 of Thompson shall thereupon be deemed for all corporate  
18 purposes (other than the payment of dividends) to evidence  
19 the ownership of the number of fully paid, nonassessable  
20 shares of common stock of the surviving corporation into  
21 which such shares of common stock of Thompson shall have  
22 been so converted.

23       (b) Immediately upon the effective date of the merger,  
24 the shares of stock of ECCO issued and outstanding in the  
25

1 name of Thompson shall cease to exist and shall be deemed  
2 cancelled, retired and eliminated, and no shares of common  
3 stock of the surviving corporation shall be issued in  
4 respect thereof.

5 (c) After the effective date of the merger and on or  
6 after the date fixed for such purpose by the board of  
7 directors of the surviving corporation, each holder of an  
8 outstanding certificate or certificates theretofore  
9 representing stock of Thompson shall surrender the same to  
10 the surviving corporation, and such holder shall thereupon  
11 be entitled to receive in exchange a certificate or  
12 certificates representing the number of shares of common  
13 stock of the surviving corporation into which the shares of  
14 stock represented by the certificate or certificates so  
15 surrendered shall have been converted. If the holder of  
16 such an outstanding certificate or certificates shall not  
17 have surrendered the same, no dividends payable to the  
18 holders of record of common stock of the surviving  
19 corporation as of any date subsequent to the effective date  
20 of the merger shall be paid to such holder with respect to  
21 the number of shares of common stock of the surviving  
22 corporation represented by such outstanding certificate or  
23 certificates; but upon surrender of such outstanding  
24 certificate or certificates there shall be paid to the  
25 record holder of the certificate or certificates for common  
stock of the surviving corporation issued in exchange  
therefor the amount of dividends which theretofore have

1       become payable with respect to the number of shares of  
2       common stock of the surviving corporation represented by the  
3       certificate or certificates issued in the exchange.

4           9. Effect of merger. Upon this merger becoming  
5       effective:

6           (a) The surviving corporation shall possess all the  
7       rights, privileges, powers, and franchises as well of public  
8       as of a private nature, and shall be subject to all the  
9       restrictions, disabilities, obligations and duties of each  
10      of the constituent corporations, except as otherwise herein  
11      provided and except as otherwise provided by law;

12           (b) The surviving corporation shall be vested with all  
13       property, real, personal, or mixed, and all debts due to the  
14       constituent corporation on whatever account as well as all  
15       other things in action or belonging to the constituent  
16       corporation;

17           (c) All property, rights, privileges, powers, and  
18       franchises of Thompson shall be thereafter as effectually  
19       the property of the surviving corporation as they were of  
20       Thompson, but all rights of creditors and all liens upon any  
21       property of any of the constituent corporations shall be  
22       preserved unimpaired, limited in lien to the property  
23       effected by such liens immediately prior to the effective  
24       date of the merger; and all debts, liabilities, obligations,  
25       and duties of Thompson shall henceforth attach to, and are  
          hereby assumed by, the surviving corporation, and may be

1 enforced against it to the same extent as if such debts,  
2 liabilities, obligations, and duties, had been incurred or  
3 contracted for by it.

4       10. Delivery of deeds and instruments: From time to  
5 time as and when requested by the surviving corporation or  
6 by its successors or assigns, Thompson shall execute and  
7 deliver, or cause to be executed and delivered, all deeds  
8 and other instruments and shall take, or cause to be taken,  
9 all such other and further actions as the surviving  
10 corporation may deem necessary and desirable in order more  
11 fully to vest in and confirm to the surviving corporation  
12 title to and possession of all of the property, rights,  
13 privileges, powers, franchises referred to in paragraph 9  
14 hereof and otherwise to carry out the intent and purposes of  
15 this plan of merger. For the convenience of the parties and  
16 to facilitate the filing and recording of this agreement of  
17 plan of merger, any number of counterparts hereof may be  
18 executed and each such executed counterpart shall be deemed  
19 to be an original instrument.

20       11. Perpetual existence. The surviving corporation  
21 shall have perpetual existence.

22       12. Abandonment of merger. This plan of merger shall  
23 be submitted to the stockholders of the constituent  
24 corporations as provided by the applicable laws of the State  
25 of Idaho, and upon the approval and adoption thereof in the  
matter provided by such laws by the holders of the

BOISE, IDAHO 83701

1 outstanding shares of capital stock of each of the  
2 constituent corporations shall be deemed and taken to be the  
3 plan of merger and act of merger of the constituent  
4 corporation; provided however that anything herein or  
5 elsewhere to the contrary notwithstanding this plan of  
6 merger may be terminated or abandoned before it becomes  
7 effective without further action or approval by the  
8 stockholders of any of the constituent corporations by the  
9 mutual consent of the boards of directors of the constituent  
10 corporations.

11       13. Offices and place of meetings. Both the  
12 stockholders and directors of the surviving corporation may  
13 hold their meetings and the surviving corporation may have  
14 an office or offices in such place or places within or  
15 without the State of Idaho as the bylaws so provide and the  
16 surviving corporation shall keep its books within the State  
17 of Idaho.

18       14. Right to amend certificate of incorporation. The  
19 surviving corporation hereby reserves the right to amend,  
20 alter, change or repeal any provisions contained in its  
21 certificate of incorporation in the manner now or hereafter  
22 prescribed by the laws of the State of Idaho and all rights  
23 conferred on stockholders therein are subject to this  
24 reservation.

25       IN WITNESS WHEREOF Thompson has caused this agreement  
of plan of merger to be signed in its corporate name by its

1 president and its corporate seal to be hereunto affixed and  
2 attested by its secretary and ECCO has caused this agreement  
3 of merger to be signed in its corporate name by its  
4 president and its corporate seal to be hereunto affixed and  
5 attested by its secretary, all as of the date and year first  
6 above written.

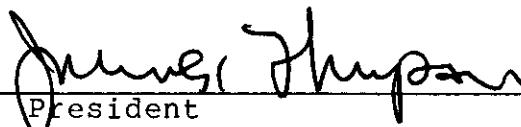
7 J.C. THOMPSON ENTERPRISES, INC.  
8

9 By   
President

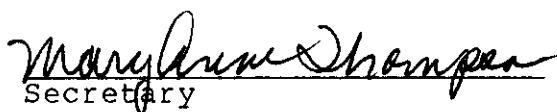
10 ATTEST:

11   
12 Secretary

13 Electronic Controls (ECCO) Company  
14 No. 2

15 By   
President

16 ATTEST:

17   
18 Secretary

1

Certificate of Secretary

2

I Mary Anne Thompson of the City of Boise, County of Ada, State of Idaho, hereby certify that I am secretary of J.C. Thompson Enterprises, Inc., an Idaho corporation, having its principal place of business at Boise, Ada County, that the individual shareholders of J.C. Thompson Enterprises, Inc. have in accordance with Idaho Code §30-1-145 given their unanimous consent to the adoption of the foregoing plan of merger.

3

4

5

Dated the 31 day of December, 1987.

6

7



Mary Anne Thompson  
Secretary

8

CORPORATE SEAL

9

Certificate of Secretary

10

I Mary Anne Thompson of the City of Boise, County of Ada, State of Idaho, hereby certify that I am secretary of Electronic Controls (ECCO) Company No. 2, an Idaho corporation, having its principal place of business at Boise, Ada County, that the individual shareholders of Electronic Controls (ECCO) Company No. 2, have in accordance with Idaho Code §30-1-145 given their unanimous consent to the adoption of the foregoing plan of merger.

11

12

Dated the 31 day of December, 1987.

13

14

15

16



Mary Anne Thompson  
Secretary

17

CORPORATE SEAL

18

19

20

21

22

23

24

25

1  
2 J.C. Thompson Enterprises, Inc., has caused the  
3 foregoing plan of merger, adopted and certified as above, to  
be signed by its president and secretary under its corporate  
3 seal this 31 day of December, 1987.

4 J.C. Thompson Enterprises, Inc.

5 By \_\_\_\_\_  
6 President



7 ATTEST:

8 Mary Anne Thompson  
9 Secretary

10 Electronic Controls (ECCO) Company No. 2 has caused the  
11 foregoing plan of merger, adopted and certified as above, to  
be signed by its president and secretary under its corporate  
12 seal this 3 day of December, 1987.

13 ELECTRONIC CONTROLS (ECCO) Company  
14 No. 2

15 By \_\_\_\_\_  
President



16 ATTEST:

17 Mary Anne Thompson  
18 Secretary

1 STATE OF IDAHO )  
2 ) ss.  
3 County of Ada )

4 On this 31 day of December 1987, before me, a  
5 Notary Public for the State of Idaho personally appeared  
6 James C Thompson and Mary Anne Thompson known to me to be  
7 the president and secretary of the corporation that executed  
8 the within and foregoing instrument and acknowledged to me  
9 that such corporation executed the same.

10 IN WITNESS WHEREOF, I have hereunto set my hand  
11 and affixed my official seal the day and year in this  
12 certificate first above written.

13 X

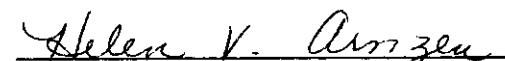


14 Notary Public for Idaho  
15 Residing at Boise, Idaho

16 STATE OF IDAHO )  
17 ) ss.  
18 County of Ada )

19 On this 31 day of December 1987, before me, a  
20 Notary Public for the State of Idaho personally appeared  
21 James C Thompson and Mary Anne Thompson known to me to be  
22 the president and secretary of the corporation that executed  
23 the within and foregoing instrument and acknowledged to me  
24 that such corporation executed the same.

25 IN WITNESS WHEREOF, I have hereunto set my hand  
26 and affixed my official seal the day and year in this  
27 certificate first above written.

  
28 Notary Public for Idaho  
29 Residing at Boise, Idaho

30 1/24/91