

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER is made the 27th day of December, 1976, by and between FOUR H BROS. CORP, an Idaho corporation ("Four H"), and WESTERN INVESTMENTS, INC., an Idaho Corporation ("Western"), such corporations being hereinafter sometimes collectively called the "Constituent Corporations." Western is a wholly owned subsidiary of Four H.

The respective boards of directors of Western and Four H deem it advisable for the mutual benefit of the Constituent Corporations and their respective shareholders that Western be merged with and into Four H upon the terms and subject to the conditions hereinafter provided, and such boards of directors have approved and adopted this Agreement of Merger.

NOW, THEREFORE, Four H and Western agree that pursuant to the applicable law of Idaho and subject to the terms and conditions hereinafter set forth, Western shall be merged into Four H and that the terms and conditions of such merger, including the mode of carrying the same into effect and the manner of converting the shares of the Constituent Corporations, shall be as follows:

1. MERGER OF WESTERN INTO FOUR H. Upon the Merger Date as defined in Section 5 below, Western shall be merged into Four H. Four H shall be the surviving corporation and shall continue to be governed by the laws of the State of Idaho. Four H, as such surviving corporation, is hereinafter sometimes referred to as the "Surviving Corporation".

2. SURVIVING CORPORATION.

(a) Certificate of Incorporation: From and after the Merger date, the Articles of Incorporation of Four H in

effect immediately prior to the Merger Date shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until it shall thereafter be further amended in accordance with law, except that the name of the Surviving Corporation shall be "Four H". The Surviving Corporation reserves the right to amend, alter, change or repeal after the merger any provision contained in its Articles of Incorporation, and all rights conferred in this Agreement of Merger are subject to such reserved power.

(b) Bylaws. The bylaws of Four H as in effect immediately prior to the Merger Date shall continue in full force and effect as the Bylaws of the Surviving Corporation until they shall thereafter be duly amended.

(c) Directors and Officers. The Directors of the Surviving Corporation shall be as hereinafter set forth and shall serve, subject to the Bylaws of the Surviving Corporation, until the next annual meeting of shareholders and until their successors are elected and qualified:

Clair S. Hawkins

Edgar T. Hawkins

Grover J. Hawkins

The Officers of the Surviving Corporation shall be as hereinafter set forth and shall hold office, subject to the bylaws of the Surviving Corporation, at the pleasure of the board of directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified:

Edgar T. Hawkins, President

Clair S. Hawkins, Vice President

Grover J. Hawkins, Secretary-Treasurer

3. EFFECT OF MERGER. Upon the Merger Date, the effect of the merger shall be as provided in the applicable provisions of the law of Idaho. Without limiting the generality of the foregoing, and subject thereto, upon the Merger Date, the separate existence of Western shall cease, and the Surviving Corporation shall possess all the rights, privileges, powers and franchises of each of the Constituent Corporations, of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations; the rights, privileges, powers and franchises of each of the Constituent Corporations, all property of each of the Constituent Corporations, real, personal and mixed, all debts due to either of the Constituent Corporations on whatever account, and all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of the respective Constituent Corporations; the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; and all debts, liabilities and duties of the respective Constituent Corporations shall thence forth 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 it. Any action or proceeding pending by or against Western at the Merger Date may be prosecuted as

if the merger had not taken place, or the Surviving Corporation may be substituted in its place.

4. TREATMENT OF SHARES OF CONSTITUENT CORPORATIONS.

The shares of the Constituent Corporations of Absorbed shall not be converted into shares of Survivor, but shall be cancelled, and the authorized capital stock of Survivor shall be and remain the same as before the merger and consolidation.

5. MISCELLANEOUS.

(a) Any of the provisions of this Agreement of Merger may be waived or modified at any time prior to or after the vote hereon of shareholders of Four H or Western, by agreement in writing approved by the Board of Directors of each party and executed in the same manner (but not necessarily by the same persons) as this Agreement of Merger, provided that any such waiver or modification after the vote of the shareholders of Four H or Western shall not, in the judgment of the Board of Directors of the affected Constituent Corporation or its shareholders intended under this Agreement of Merger.

(b) Nothing expressed or implied in this Agreement of Merger is intended, or shall be construed, to confer upon or give any person, firm or corporation, other than Four H and Western and the shareholders of such corporations any rights or remedies under or by reason of this Agreement of Merger.

The effective date of the merger shall be at the close of business on December 27, 1976, provided that upon such date, all acts and things shall have been done as shall be required for accomplishing the merger under the applicable provisions of the laws of the State of Idaho, except filing.

IN WITNESS WHEREOF, Western and Four H have caused these presents to be signed by their respective officers thereunto duly authorized as of the day and year first above written.

SURVIVOR:

FOUR H. BROS. CORP.

By *Edward J. Hawkins*
Director

By *Edgar T. Hawkins*
Director

By *Charles J. Hawkins*
Director

ABSORBED:

WESTERN INVESTMENTS, INC.

By *Edward J. Hawkins*
Director

By *Edgar T. Hawkins*
Director

By *Charles J. Hawkins*
Director

The undersigned hereby certify the foregoing is the Agreement and Plan of Merger adopted by all the Directors and all of the shareholders of each corporation on December 21, 1976.

FOUR H. BROS. CORP.

By *Edward J. Hawkins*
Secretary

WESTERN INVESTMENTS, INC.

By *Edgar T. Hawkins*
Secretary

The foregoing Agreement and Certificate is hereby adopted this 27th day of December, 1976.

FOUR H. BROS. CORP.

By Edgar T. Hawkins
President

WESTERN INVESTMENTS, INC.
By Edgar T. Hawkins
President

CERTIFICATE OF SECRETARY OF
WESTERN INVESTMENTS, INC.
(an Idaho Corporation)

I, EDGART. HAWKINS, do hereby certify that I am the duly elected, qualified and acting secretary of WESTERN INVESTMENTS, INC., an Idaho Corporation, and as such am in charge of its corporate records and seal; and that the Agreement of Merger to which this certificate is attached has been duly adopted by the Board of Directors of said corporation and by at least two thirds (2/3) of its shareholders pursuant to the Idaho Business Corporation Act.

IN WITNESS WHEREOF, I have hereunto affixed my signature and the corporate seal of said corporation on this 27th day of December, 1976.

By Edgar T. Hawkins
Secretary

(CORPORATE SEAL)

CERTIFICATE OF SECRETARY OF

FOUR H. BROS. CORP

(an Idaho Corporation)

I, GROVER J. HAWKINS, do hereby certify

that I am the duly elected, qualified and acting secretary of Four H. Bros. Corp., an Idaho Corporation, and as such am in charge of its corporate records and seal; and that the Agreement of Merger to which this certificate is attached has been duly adopted by the Board of Directors of said corporation and by at least two thirds (2/3) of its shareholders pursuant to the Idaho Business Corporation Act.

IN WITNESS WHEREOF, I have hereunto affixed my signature and the corporate seal of the said corporation on this 27th day of December, 1976.

By

Grover J. Hawkins
Secretary

(CORPORATE SEAL)

