

MERGER AGREEMENT

THIS AGREEMENT, dated this 29th day of February, 1968, by and between HarBur-LeEno, Inc., an Idaho corporation, and all of the directors and stockholders thereof, Parties of the First Part, and HarBur-LeEno Construction Company, an Idaho corporation, and all of the directors and stockholders thereof, Parties of the Second Part.

WHEREAS, HarBur-LeEno, Inc. and HarBur-LeEno Construction Company are respective corporations organized under the laws of the State of Idaho, and

WHEREAS, the total number of shares of stock HarBur-LeEno, Inc. is authorized to issue is 10,000 shares of capital stock, 3,810 shares of which are issued and outstanding; and

WHEREAS, the total number of shares of stock HarBur-LeEno Construction Company is authorized to issue is 10,000 shares of capital stock, 1,590 shares of which are issued and outstanding; and

WHEREAS, the parties hereto desire that HarBur-LeEno Construction Company be merged into HarBur-LeEno, Inc., and

WHEREAS, there are good and sound business reasons for this merger including but not limited to the following:

- (1) Both corporations are owned by the same stockholders and are operated by the same officers and directors;
- (2) There are no business reasons for keeping the two corporations as two separate business entities;
- (3) The merger will simplify the keeping of the corporate records;

(4) Both corporations are presently engaged in operations which amount to a single integrated business operation.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and promises herein contained.

IT IS HEREBY AGREED between the parties hereto acting in pursuance of Sections 30-151, 30-152, 30-154, and 30-155 of the Idaho Code, relating to the merger of corporations, that HarBur-LeEno Construction Company shall be merged into HarBur-LeEno, Inc., as a single corporation; and the parties hereto hereby agree to and do prescribe the terms and conditions of such merger, the mode of carrying the same into effect and state such facts required or permitted by the provisions of Title 30, Chapter I of the Idaho Code to be set out in merger agreements, as well as the manner of converting the shares of the two corporations here involved into shares of the surviving corporation, with other details and provisions deemed necessary.

FIRST

HarBur-LeEno Construction Company shall be merged into HarBur-LeEno, Inc. and the corporate existence of HarBur-LeEno Construction Company shall cease and the corporate existence of HarBur-LeEno, Inc. shall continue under the name of "HarBur-LeEno, Inc."

SECOND

The principal office of HarBur-LeEno, Inc. is located in Boise, County of Ada, State of Idaho.

THIRD

The present Articles of Incorporation of HarBur-LeEno, Inc. as they may have been amended, shall be the Articles of Incorporation of the corporation.

FOURTH

The present By-Laws of HarBur-LeEno, Inc. as they may have been amended, shall be the By-Laws of the corporation.

FIFTH

The present officers and directors of HarBur-LeEno, Inc. will be the officers and directors of the company.

SIXTH

There are currently 1,590 shares of the capital stock of HarBur-LeEno Construction Company outstanding. Immediately after the merger shall become effective, HarBur-LeEno, Inc. shall cause to be issued to the stockholders of HarBur-LeEno Construction Company one share of capital stock of HarBur-LeEno, Inc. in exchange for each one share of the capital stock of HarBur-LeEno Construction Company. The said capital stock of HarBur-LeEno, Inc., shall be in all respects the same as the present outstanding stock of HarBur-LeEno, Inc.

SEVENTH

This agreement shall be submitted to the stockholders of HarBur-LeEno Construction Company, one of the merging corporations, and to the stockholders of HarBur-LeEno, Inc. in the manner provided by law, and if the votes of the stockholders of each such corporation representing two-thirds (2/3) of the voting power of all shareholders of each corporation shall vote for the adoption of this agreement, it shall, take effect, as the agreement of merger of HarBur-LeEno, Inc., and HarBur-LeEno Construction Company upon the filing hereof in the office of the Secretary of State of the State of Idaho, with evidence of its adoption as required by law.

EIGHTH

When this agreement of merger shall have been signed,

acknowledged, filed and recorded in the manner required by the laws of the State of Idaho, the separate existence of HarBur-LeEno Construction Company shall cease and HarBur-LeEno Construction Company shall be merged into HarBur-LeEno, Inc., the resulting corporation, in accordance with the provisions of this agreement, possessing all the rights, privileges, powers, and franchises of public as well as private nature, and being subject to all the restrictions, disabilities and duties of each of the two merging corporations; and all and singular, the rights, privileges, powers and franchises of each of the two merging corporations, and all property, real, personal and mixed and all debts due to either of the two merging corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations, shall be invested in HarBur-LeEno, Inc., the resulting corporation; and all property, right, privileges, powers, and franchises and all and every other interest shall be thereafter as effectively the property of HarBur-LeEno, Inc., the resulting corporation, as they were of the two merging corporations; and the title to any real estate vested by deed or otherwise, under the laws of the State of Idaho, in either of the two merging corporations, shall not revert or be in any way impaired by reason of the mergers; provided, however, that all rights of creditors and all liens upon any property of either of the two merging corporations shall be preserved unimpaired, and all debts, liabilities and duties of the two respective merging corporations shall thenceforth attach to HarBur-LeEno, Inc., the resulting 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.

If, at any time after the effective date of this merger, HarBur-LeEno, Inc., the resulting corporation, shall consider or be advised that any instruments of further assurance are desirable in order to evidence the vesting in HarBur-LeEno, Inc. the resulting corporation, of the title of HarBur-LeEno Construction Company to any of its property or rights, the appropriate officers and directors of HarBur-LeEno, Inc., the resulting corporation, are hereby authorized to execute and acknowledge all such instruments of further assurance, and to do such other acts or things, either in the name of HarBur-LeEno Construction Company, or in the name of HarBur-LeEno, Inc., the resulting corporation, as may be requisite or desirable to carry out the purposes of this agreement of merger as hereinbefore expressed.

NINTH

Until this agreement of merger becomes effective or is abandoned, neither of the two merging corporations shall pay any dividends to their stockholders in stock or property.

IN WITNESS WHEREOF, this agreement of merger has been signed by all the directors of HarBur-LeEno, Inc., one of the merging corporations, and HarBur-LeEno Construction Company, the other such corporation, under their respective corporate seals, and by the stockholders of each said corporation, as of the day and year first above written.

BOARD OF DIRECTORS OF
HarBur-LeEno, Inc.

Dallas H. Enos

W.D. Burkhalter Jr

Manuel M. Lee

Douglas H. Enos

Larry Eno
Larry D. Harris

BOARD OF DIRECTORS OF
HarBur-LeEno Construction Company

Walter H. Harris

W.D. Burkhalter Jr

Monroe M. Lee

Douglas H. Eno

Larry Eno

Larry D. Harris

STOCKHOLDERS OF
HarBur-LeEno, Inc.

Walter H. Harris

W.D. Burkhalter Jr

Monroe M. Lee

Douglas H. Eno

Larry Eno

Larry D. Harris

STOCKHOLDERS OF
HarBur-LeEno Construction Company

Walter H. Harris

W.D. Burkhalter Jr

Monroe M. Lee

Douglas H. Eno

Larry Eno

Larry D. Harris

W. W. Asendorf

CERTIFICATE OF SECRETARY

STATE OF IDAHO)
)ss.
County of Ada)

The undersigned, secretary of HarBur-LeEno, Inc., an Idaho corporation, one of the corporations described in and a party of the foregoing agreement of merger hereby certifies that the said agreement was submitted to all of the stockholders of the corporation and that more than two-thirds (2/3) of the voting power of all shareholders of said corporation (to-wit: 100% of the voting power) authorized the said merger agreement pursuant to Idaho Code Sections 30-133 and 30-152.

This certificate is made pursuant to the requirements of Idaho Code Section 30-152.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of February, 1968.

Douglas H. Eno
Secretary

SUBSCRIBED AND SWORN to before me this 29 day of February, 1968.

Maudie Purdie
Notary Public for Idaho
Residing at Boise, Idaho

CERTIFICATE OF SECRETARY

STATE OF IDAHO)
)ss.
County of Ada)

The undersigned, secretary of HarBur-LeEno Construction Company, an Idaho corporation, one of the corporations described in and a party to the foregoing agreement of merger hereby certifies that the said agreement was submitted to all of the stockholders of the corporation and that more than two-thirds (2/3) of the voting power of all shareholders of said corporation (to-wit: 100% of the voting power) authorized the said merger agreement pursuant to Idaho Code Sections 30-133 and 30-152.

This certificate is made pursuant to the requirements of Idaho Code Section 30-152.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of February, 1968.

Douglas H. Eno
Secretary

SUBSCRIBED AND SWORN to before me this 29 day of February, 1968.

Maudie Purdy
Notary Public for Idaho
Residing at Boise, Idaho

SIGNATURES AND ACKNOWLEDGMENTS

Dallas H. Harris and Douglas Eno, the president and secretary, respectively of HarBur-LeEno, Inc. do hereby certify that the within and foregoing Merger Agreement has been adopted by HarBur-LeEno, Inc., an Idaho corporation, this 27th day of February, 1968.

Dallas H. Harris
President

Douglas H. Eno
Secretary

Dallas H. Harris and Douglas Eno, the president and secretary, respectively of HarBur-LeEno, ~~Inc.~~ ^{Construction Company}, do hereby certify that the within and foregoing Merger Agreement has been adopted by HarBur-LeEno Construction Company, an Idaho corporation, this 27th day of February, 1968.

Dallas H. Harris
President

Douglas H. Eno
Secretary

STATE OF IDAHO)
) ss.
County of Ada)

Dallas H. Harris, being first duly sworn, deposes and says:

That he is the president of HarBur-LeEno, Inc., an Idaho corporation, and he certifies and acknowledges that the within and foregoing Merger Agreement was entered into by HarBur-LeEno, Inc. on the 29th day of February, 1968.

Dallas H. Harris
-8- Dallas H. Harris

SUBSCRIBED AND SWORN to before me this 29 day of February, 1968.

Maudie Purdie
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
)ss.
County of Ada)

Dallas H. Harris, being first duly sworn, deposes and says:

That he is the president of HarBur-LeEno Construction Company, an Idaho corporation, and he certifies and acknowledges that the within and foregoing Merger Agreement was entered into by HarBur-LeEno Construction Company on the 27th day of February, 1968.

Dallas H. Harris
Dallas H. Harris

SUBSCRIBED AND SWORN to before me this 29 day of February, 1968.

Maudie Purdie
Notary Public for Idaho
Residing at Boise, Idaho