

**ARTICLES OF MERGER**

**FILED EFFECTIVE**

2004 JUN 30 P 4: 15

To the Secretary of State of Idaho  
Statehouse, Boise, Idaho 83720

SECRETARY OF STATE  
STATE OF IDAHO

**THESE ARTICLES OF MERGER** ("Articles"), effective as of the 30 day of June, 2004, involving **Silver Spur Development Corp.**, an Idaho corporation and the surviving corporation ("Silver Spur"), and **Countryside Properties, Inc.**, an Idaho corporation ("Countryside") which is being merged into Silver Spur, are intended to comply with Idaho Code Section 30-1-1105.

**1 PLAN OF MERGER.**

1.1 Silver Spur and Countryside have agreed to merge in accordance with a Plan and Agreement of Merger which has been adopted by both corporations. A copy of the Plan and Agreement of Merger is attached hereto as Exhibit A ("Plan of Merger").

1.2 The terms and conditions of the Plan of Merger were advised, authorized and approved by each of Silver Spur and Countryside in the manner and by the vote required by their charters and the laws of the State of Idaho. The directors of both corporations approved the Plan of Merger by unanimous written consent.

**2 OUTSTANDING SHARES.** The number of outstanding shares for each corporation are as follows:

2.1 Silver Spur. Silver Spur has 100 shares of common stock issued and outstanding, all of which are entitled to vote. All of the outstanding shares of stock of Silver Spur are owned by the following individuals: Judy Castle and Richard Castle.

2.2 Countryside. Countryside has 160 shares of common stock issued and outstanding, all of which are entitled to vote. All of the outstanding shares of stock of Countryside are owned by the following individuals: Judy Castle and Richard Castle.

**3 SHAREHOLDER APPROVAL.**

Pursuant to the Idaho Business Corporation Act, § 30-1-1103(2), the Board of Directors of Silver Spur and Countryside each submitted the Plan of Merger to their shareholders for approval. The terms and conditions of the Plan of Merger were approved unanimously by the shareholders of each corporation in the manner and by the vote required by their corporate charters and applicable law.

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IDAHO SECRETARY OF STATE  
07/01/2004 05:00  
CK: 48139 CT: 1626 BH: 753311  
1 @ 30.00 = 30.00 MERGER # 2

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of the day and year first set forth above.

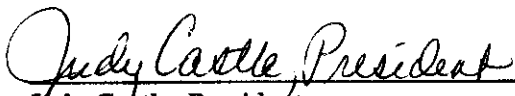
SILVER SPUR DEVELOPMENT CORP.,  
an Idaho corporation

By:   
Richard Castle, President

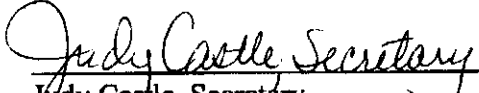
ATTEST:

  
Judy Castle, Secretary

COUNTRYSIDE PROPERTIES, INC.,  
an Idaho corporation

By:   
Judy Castle, President

ATTEST:

  
Judy Castle, Secretary

**Exhibit A**  
**Agreement and Plan of Merger**

## **PLAN AND AGREEMENT OF MERGER**

**Countryside Properties, Inc.**

**into**

**Silver Spur Development Corp.**

THIS PLAN AND AGREEMENT OF MERGER (hereafter referred to as the "Plan of Merger") is made as of June 28, 2004, by and between , **Countryside Properties, Inc.**, an Idaho corporation, and **Silver Spur Development Corp.**, an Idaho corporation. Countryside Properties, Inc. and Silver Spur Development Corp. are sometimes collectively referred herein as the "Constituent Corporations".

WHEREAS, Silver Spur Development Corp. is a corporation duly organized and existing under the laws of the State of Idaho, having been incorporated on January 8, 2001; and

WHEREAS, Countryside Properties, Inc. is a corporation duly organized and existing under the laws of the State of Idaho, having been incorporated on December 13, 1993; and

WHEREAS, the authorized capital stock of the Silver Spur Development Corp. consists of 260 shares of common stock, no par value, of which 100 shares are outstanding; and

WHEREAS, the authorized capital stock of the Countryside Properties, Inc. consists of 160 shares of common stock, \$1.00 par value, of which 160 shares are outstanding; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable for the general welfare and advantage of the Constituent Corporations and their respective shareholders that the Constituent Corporations merge into a single corporation, and the Constituent Corporations respectively desire to so merge pursuant to the applicable provisions of the laws of the State of Idaho.

NOW, THEREFORE, the parties do hereby adopt the plan of reorganization encompassed by this Plan of Merger and do hereby agree, in accordance with the applicable provisions of the laws of the State of Idaho, that the Constituent Corporations shall be merged into a single corporation on the following terms, conditions and other provisions:

## **ARTICLE I**

### **Merger and Succession**

Countryside Properties, Inc. shall be merged with and into Silver Spur Development Corp. (the "Merger") effective June 30, 2004 (the "Effective Date"). On the Effective Date, Silver Spur Development Corp. shall continue its corporate existence and be the corporation surviving the merger (said corporation hereafter being sometimes called the "Surviving Corporation"), and the separate corporate existence and corporate organization of Countryside Properties, Inc. shall be terminated and cease.

## **ARTICLE II**

### **Effect of the Merger**

On the Effective Date, the rights, privileges, immunities, powers and franchises, both of a public as well as a private nature, of each of the Constituent Corporations shall be vested in and possessed by the Surviving Corporation, subject to all of the restrictions, disabilities and duties of or upon each of the Constituent Corporations; and all the singular rights, privileges, immunities, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, of each of the Constituent Corporations on whatever account, and all things in action or belonging to each of the Constituent Corporations, shall be transferred and vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest, thereafter shall be 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 the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; *provided, however*, that the liabilities of the Constituent Corporations and of their shareholders, directors and officers shall not be affected and all rights of creditors and all liens upon any property of the Constituent Corporations shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not been consummated, and all debts, liabilities and duties of or upon the Constituent Corporations shall 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 III**

### **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 shares of the Surviving Corporation, are as follows:

1. Silver Spur Development Corp. Common Stock. 160 shares of Silver Spur Development Corp. shall be transferred as a result of the Merger to the owners of the common stock of Countryside Properties, Inc. by exchanging one (1) share of common stock of Silver Spur Development Corp. for each share of common stock of Countryside Properties, Inc.

2. Countryside Properties, Inc. Common Stock. On the Effective Date, each share of common stock of Countryside Properties, Inc. issued and outstanding shall be cancelled in return for the transfer to the shareholders of Countryside Properties, Inc. of one hundred sixty (160) shares of common stock of Silver Spur Development Corp. Each holder of outstanding common stock of Countryside Properties, Inc. upon surrender to Countryside Properties, Inc. of one or more stock certificates for cancellation, shall be entitled to receive one or more stock certificates for the full number of shares of common stock of the Surviving Corporation.

3. Surrender of Countryside Properties, Inc. Certificates. As soon as practicable after the Effective Date, the stock certificates for Countryside Properties, Inc. issued and outstanding on the Effective Date shall be surrendered for exchange to the Surviving Corporation as above provided. Until so surrendered for exchange, each such stock certificate nominally representing common stock of Countryside Properties, Inc. shall be deemed for all corporate purposes to evidence the ownership of the number of shares of common stock of the Surviving Corporation which the holder thereof would be entitled to receive upon its surrender.

4. Status of New Common Stock. All shares of common stock of the Surviving Corporation into which shares of common stock of Countryside Properties, Inc. are converted as herein provided shall be fully paid and non-assessable and shall be issued in full satisfaction of all rights pertaining to such shares of common stock of Countryside Properties, Inc.

## **ARTICLE IV**

### **Articles of Incorporation and Bylaws**

The Articles of Incorporation and the Bylaws of Silver Spur Development Corp. in effect immediately prior to the Effective Date shall continue to be the Articles of Incorporation and the Bylaws of the Surviving Corporation until thereafter amended as provided by law and in accordance with the provisions thereof.

## **ARTICLE V**

### **Directors and Officers**

The directors of Silver Spur Development Corp. immediately preceding the Effective Date shall become the directors of the Surviving Corporation on and after the Effective Date to serve until the expiration of their terms and until the successors are duly elected and qualified. The officers of Silver Spur Development Corp. immediately preceding the Effective Date shall become the officers of the Surviving Corporation on and after the Effective Date to serve at the pleasure of the Board of Directors.

**ARTICLE VI**  
**Approval of Shareholders**

This Plan of Merger shall be submitted to the shareholders of Countryside Properties, Inc. and Silver Spur Development Corp., as provided by law and their respective certificates of incorporation and bylaws. Each issued and outstanding share of Countryside Properties, Inc. and Silver Spur Development Corp. stock is validly issued, fully paid, non-assessable and entitled to one vote.

**ARTICLE VII**  
**Termination and Abandonment**

This Plan of Merger may be terminated and abandoned at any time before the Effective Date, whether before or after approval of this Plan of Merger by the shareholders of the Constituent Corporations, under any one or more of the following circumstances:

1. By the mutual consent of the Boards of Directors of the Constituent Corporations;
2. By Silver Spur Development Corp. if the holders of any of the outstanding shares of common stock of Countryside Properties, Inc. shall have voted against the Merger and shall be entitled to compliance with the provisions of the Idaho Corporation Code regarding payment of the fair value of their shares;
3. By either of the Constituent Corporations if the requisite approval of the shareholders of Countryside Properties, Inc. shall not have been obtained on or before the Effective Date.

Upon any such termination and abandonment, neither party shall have any liability or obligation hereunder to the other and each party will pay all costs and expenses of its performance of and compliance with all agreements and conditions contained herein on its part to be performed or complied with, including fees, expenses and disbursements.

\* \* \* \* \*

IN WITNESS WHEREOF, this Plan of Merger, having first been duly approved by the Board of Directors of the Constituent Corporations, hereby is executed on behalf of each such corporation and attested by their respective officers thereunto duly authorized.

Silver Spur Development, Inc.,  
an Idaho corporation,

By: \_\_\_\_\_  
Richard Castle, President

ATTEST:

\_\_\_\_\_  
Judy Castle, Secretary

Countryside Properties, Inc.,  
an Idaho corporation,

By: \_\_\_\_\_  
Judy Castle, President

ATTEST:

\_\_\_\_\_  
Judy Castle, Secretary