

MERGER AGREEMENT

THE PARTIES hereto are W. C. BATT, INC., a corporation and its directors or a majority thereof and ROGER W. BATT, INC., a corporation, and its directors or a majority thereof.

AGREEMENT: It is mutually agreed by and between the parties hereto as follows:

Corporate existence. W. C. Batt, Inc. is a corporation organized and existing under the laws of the State of Idaho. Roger W. Batt, Inc. is a corporation organized and existing under the laws of the State of Idaho.

Merger. W. C. Batt, Inc. and Roger W. Batt, Inc. shall be one corporation and to that end Roger W. Batt, Inc. shall be merged into W. C. Batt, Inc. and the corporate existence of Roger W. Batt, Inc. shall cease and the corporate existence of W. C. Batt, Inc. shall continue under the name of "W. C. Batt, Inc." as a corporation for profit organized and existing under the laws of the State of Idaho.

Rights, privileges and franchises. W. C. Batt, Inc. as the surviving corporation shall possess all of the rights, privileges and franchises possessed by both W. C. Batt, Inc. and Roger W. Batt, Inc. prior to this merger.

Property rights. All property, real, personal and mixed, of both Roger W. Batt, Inc. and W. C. Batt, Inc. and all debts due on whatever account to either of them, including subscriptions for shares and other choses in action belonging to both of them, shall be taken and be deemed to be transferred to and vested in W. C. Batt, Inc. as such surviving corporation, without further act or deed.

By-laws. The code of by-laws of W. C. Batt, Inc. in effect immediately prior to the effective date of this merger shall be the by-laws of W. C. Batt, Inc. as the surviving corporation until the same shall be amended, supplemented or repealed.

Liabilities and obligations. W. C. Batt, Inc. as the surviving corporation shall be responsible for all of the liabilities and obligations of both W. C. Batt, Inc. and Roger W. Batt, Inc. in the same manner as if W. C. Batt, Inc. as such surviving corporation had itself incurred such liabilities or obligations.

Directors and officers. The members of the board of directors and officers of W. C. Batt, Inc. immediately prior to the effective date of merger shall be the members of the

board of directors and the officers, respectively, of W. C. Batt, Inc. as such surviving corporation, and they shall continue to hold office until their respective successors shall have been elected and shall qualify pursuant to the by-laws of such surviving corporation. The names and addresses of the present directors of W. C. Batt, Inc., who shall act as the directors of such surviving corporation until their successors are duly chosen and qualified, are as follows: W. C. Batt, Wilder, Idaho; Mira Batt, Wilder, Idaho; and Richard B. Eismann, Route #2, Caldwell, Idaho. The names and addresses of the present officers of W. C. Batt, Inc., who shall act as the officers of such surviving corporation until their successors are duly chosen and qualified, are as follows: President, W. C. Batt, Inc., Wilder, Idaho; Vice President, Richard B. Eismann, Route #2, Caldwell, Idaho; Secretary-Treasurer, Mira Batt, Wilder, Idaho.

Surrender and exchange of stock. The manner of converting the capital stock of both of the corporations (the parties hereto) into the capital stock of W. C. Batt, Inc. as the surviving corporation shall as follows: (1) the present holders of stock of W. C. Batt, Inc. shall receive for all of the outstanding stock of W. C. Batt, Inc. 55 shares of the common stock of W. C. Batt, Inc. as such surviving corporation; and (2) the present holders of stock of Roger W. Batt, Inc. shall receive for all of the outstanding stock of Roger W. Batt, Inc. 45 shares of the common stock of W. C. Batt, Inc. as such surviving corporation.

Other instruments and actions. From time to time, as and when requested by W. C. Batt, Inc. as the surviving corporation, W. C. Batt, Inc. and Roger W. Batt, Inc. shall execute and deliver all other instruments and shall take all further or other action which W. C. Batt, Inc. as the surviving corporation may deem necessary or desirable to carry out the interest and purposes of this merger agreement.

Effective date. This merger agreement shall be submitted to the stockholders of W. C. Batt, Inc. and Roger W. Batt, Inc., separately, as provided by law and shall take effect and be effective as provided by law if approved by a two-thirds vote of the stockholders of each such corporation taken at a meeting noticed and held as provided by law.

Expense of merger. If this merger is consummated, all expenses incident hereto shall be paid by W. C. Batt, Inc. as the surviving corporation. If this merger is not consummated, then W. C. Batt, Inc. shall pay all expenses incident hereto incurred by it and Roger W. Batt, Inc. shall pay all expenses incident hereto incurred by it.

SIGNED: This agreement of merger was signed by the directors,
or a majority thereof, of W. C. Batt, Inc. and of Roger
W. Batt, Inc. under their respective corporate seals.

DATED: DEC -2 1974

DIRECTORS OF W. C. BATT, INC.

W. C. Batt
W. C. Batt, Director.

Mira Batt
Mira Batt, Director.

Richard B. Eismann
Richard B. Eismann, Director.

DIRECTORS OF ROGER W. BATT, INC.

Frederick C. Batt
Frederick C. Batt, Director.

Richard B. Eismann
Richard B. Eismann, Director.

Gladys Andres
Gladys Andres, Director.

RICHARD B. EISMANN - ATTORNEY AT LAW - HOMEDALE, IDAHO 83628

CERTIFICATE OF SECRETARY

THE UNDERSIGNED, Secretary of W. C. BATT, INC., one of the corporations herein described and a party to the foregoing merger agreement hereby certifies: that such merger agreement was submitted to the Stockholders of such corporation at a meeting thereof, duly held on December 3, 1974 which meeting was duly called separately from the meeting of the Stockholders of Roger W. Batt, Inc., for the purposes, among other things, of taking such merger agreement into consideration; that written call of special stockholder's meeting to consider a merger agreement and other business and waiver of notice thereof specifying the time, place and purposes of such meeting and containing notice of the substance of such proposed agreement of merger was duly signed by all Stockholders of such corporation prior to the meeting all as is provided in the by-laws of such corporation; and the laws of the State of Idaho; that at such meeting a quorum was present as provided in the by-laws of such corporation; that at such meeting such agreement of merger was considered and a vote duly taken for the adoption or rejection of the same and such agreement of merger was unanimously adopted and approved by those present and voting at such meeting.

DATED AND SEALED: December 3, 1974.

Mira Batt
Mira Batt, Secretary

CERTIFICATE OF SECRETARY

THE UNDERSIGNED, Secretary of ROGER W. BATT, INC., one of the corporations herein described and a party to the foregoing merger agreement hereby certifies: that such merger agreement was submitted to the Stockholders of such corporation at a meeting thereof, duly held on December 3, 1974 which meeting was duly called separately from the meeting of the Stockholders of W. C. Batt, Inc., for the purposes, among other things, of taking such merger agreement into consideration; that written call of special stockholder's meeting to consider a merger agreement and other business and waiver of notice thereof specifying the time, place and purposes of such meeting and containing notice of the substance of such proposed agreement of merger was duly signed by all Stockholders of such corporation prior to the meeting all as is provided in the by-laws of such corporation and the laws of the State of Idaho; that at such meeting a quorum was present as provided in the by-laws of such corporation; that at such meeting such agreement of merger was considered and a vote duly taken for the adoption or rejection of the same and such agreement of merger was unanimously adopted and approved by those present and voting at such meeting.

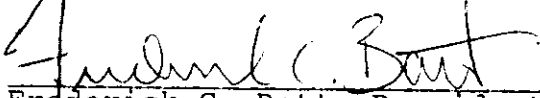
DATED AND SEALED: DEC - 3 1974

Gladys Andres
Gladys Andres, Secretary

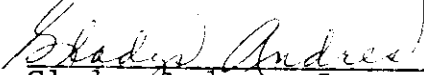
SIGNATURES OF PRESIDENTS AND SECRETARIES

THE FOREGOING merger agreement having been entered into by all of the directors of each of the parties thereto, and having been duly adopted by the Stockholders of each of the parties thereto in accordance with the laws of the State of Idaho, and that fact having been certified on the agreement of merger by the Secretary of each of the parties thereto, the President and Secretary of each of the parties do hereby execute the agreement of merger and affix the corporate seals of their respective corporations by authority of the Directors and Stockholders thereof as the act, deed and agreement of each of such corporations.

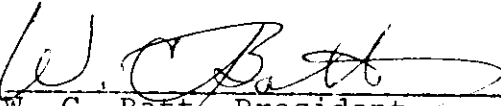
DATED: December 3, 1974.



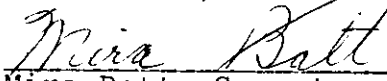
Frederick C. Batt, President
Roger W. Batt, Inc.



Gladys Andres, Secretary
Roger W. Batt, Inc.



W. C. Batt, President
W. C. Batt, Inc.



Mira Batt, Secretary
W. C. Batt, Inc.

STATE OF IDAHO, County of Owyhee) ss

On this date, before me, the undersigned notary public for such state, personally appeared W. C. BATT known to me to be the president of W. C. BATT, INC., the corporation that executed the within instrument and acknowledged to me that such corporation executed the same.

WITNESS my hand and seal on DEC -3 1974.

[Signature] Notary Public.

STATE OF IDAHO, County of Owyhee) ss

On this date, before me, the undersigned notary public for such state, personally appeared FREDERICK C. BATT known to me to be the president of ROGER W. BATT, INC., the corporation that executed the within instrument and acknowledged to me that such corporation executed the same.

WITNESS my hand and seal on DEC -3 1974.

[Signature] Notary Public.