



Department of State.

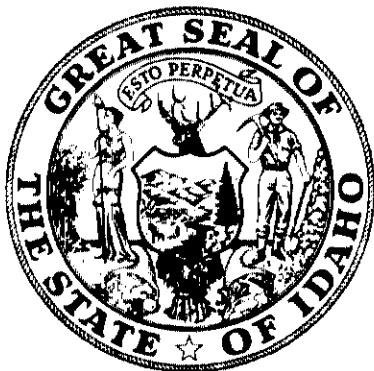
CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of _____
VISTA INN, INC., an Idaho corporation

into F AND C ENTERPRISES, INC., an Idaho corporation,
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 December 31, 19 81.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

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SECRETARY OF STATE

ARTICLES OF MERGER

OF

VISTA INN, INC.

INTO

F AND C ENTERPRISES, INC.

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act:

Exhibit "A" attached hereto and made a part hereof.

SECOND: As to each of the undersigned corporations, the number of shares outstanding is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
F and C Enterprises, Inc.	3070
Vista Inn, Inc.	4605

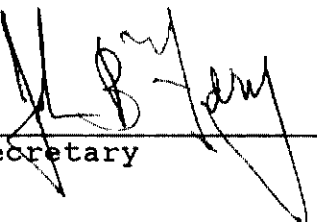
THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, is as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>	
	<u>Total</u>	<u>Total</u>
	<u>Voted For</u>	<u>Voted Against</u>
F and C Enterprises, Inc.	3070	0
Vista Inn, Inc.	4605	0

DATED: December 31, 1981.

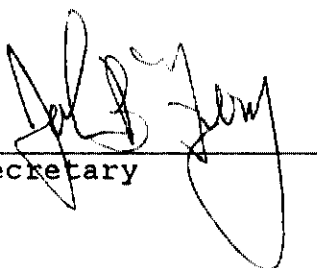
F AND C ENTERPRISES, INC.

By 
President

and
By 
Secretary

VISTA INN, INC.

By 
President

and
By 
Secretary

STATE OF IDAHO)
) ss.
County of Ada)

I, Susan Blankensma, a notary public, do hereby certify that on this 31st day of December, 1981, personally appeared before me Craig A. Moore, who, being by me first duly sworn, declared that he is the President of F and C Enterprises, Inc., that he signed the foregoing document as President of the Corporation, and that the statements therein contained are true.

Susan Blankensma
Notary Public for Idaho
Residing at: Nampa, Idaho
Commission expires: 1/20/82

STATE OF IDAHO)
) ss.
County of Ada)

I, Susan Blankensma, a notary public, do hereby certify that on this 31st day of December, 1981, personally appeared before me Craig A. Moore, who, being by me first duly sworn, declared that he is the President of Vista Inn, Inc., that he signed the foregoing document as President of the Corporation, and that the statements therein contained are true.

Susan Blankensma
Notary Public for Idaho
Residing at: Nampa, Idaho
Commission expires: 1/20/82

PLAN AND AGREEMENT OF MERGER
OF VISTA INN, INC.
INTO F AND C ENTERPRISES, INC.

1. The names of the constituent corporations are F and C Enterprises, Inc. (F and C), an Idaho corporation, and Vista Inn, Inc. (Vista Inn), an Idaho corporation.

2. The name of the surviving corporation is F and C Enterprises, Inc. (F and C), an Idaho corporation.

3. Vista Inn shall be merged into F and C, which shall be the surviving corporation, such merger to be effective on December 31, 1981, which is a date not more than thirty days subsequent to the filing of Articles of Merger with the Office of the Secretary of State of Idaho.

Upon the effectiveness of the merger:

(a) The outstanding common shares of F and C, \$1.00 par value, shall not be changed;

(b) Each issued and outstanding common share of Vista Inn, \$1.00 par value, shall forthwith be converted into one share of F and C, \$1.00 par value, which shall thereupon be issued and outstanding;

(c) All common shares of Vista Inn held in its Treasury, if any, shall be cancelled and no shares issued in lieu thereof.

4. Anything herein to the contrary notwithstanding, this Plan of Merger may be terminated and abandoned at any time prior to the filing of the Articles of Merger with the Office of the Secretary of State of Idaho.

DATED: December 31, 1981.

F AND C ENTERPRISES, INC.

By

President

Attest:

Secretary

VISTA INN, INC.

By

President

Attest:

Secretary