

FILED

ARTICLES OF MERGER

OF

BAIRD OIL CO. AND GO-FER MART, INC.

AUG 29 4 23 PM '00

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Idaho Code § 30-1-1105, Baird Oil Co., an Idaho corporation, the surviving corporation of the merger of Go-Fer Mart, Inc., an Idaho corporation with and into Baird Oil Co., hereby files these Articles of Merger with the Office of the Secretary of State of the State of Idaho.

1. **Plan of Merger.** The plan of merger of Go-Fer Mart, Inc., with and into Baird Oil Co., is set forth in the Plan of Merger, attached hereto as Exhibit A and incorporated by reference as though fully set forth herein.
2. **Shareholder Approval.** Approval of the Plan of Merger was required and given by the Shareholders of Go-Fer Mart, Inc., and the shareholders of Baird Oil Co.

2.1 Baird Oil Co.

500 shares of Common Stock were outstanding and entitled to vote on the Plan of Merger.

500 shares of Common Stock, constituting 100% of the outstanding shares entitled to vote on the Plan of Merger, voted in favor of the Plan of Merger, and 0 shares voted against the Plan of Merger.

2.2 Go-Fer Mart, Inc.

5,400 shares of Common Stock were outstanding and entitled to vote on the Plan of Merger.

5,400 shares of Common Stock, constituting 100% of the outstanding shares entitled to vote on the Plan of Merger, voted in favor of the Plan of Merger, and 0 shares voted against the Plan of Merger.

Pursuant to Idaho Code § 30-1-1103(4), the holders of 2,246 shares of Non-Voting Common Stock, constituting 100% of the outstanding Non-Voting Common Stock, were notified of the proposed Plan of Merger in compliance with Idaho Code § 30-1-704(4) and unanimously approved the Plan of Merger.

3. **Effective Date.** These Articles of Merger are effective September 1, 2000.

IDAHO SECRETARY OF STATE

08/30/2000 09:00
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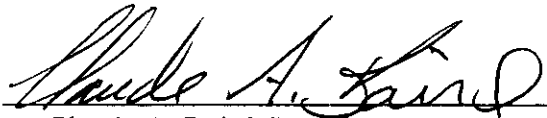
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4. **Contact.** The person(s) to contact regarding this filing is:

Bart W. Harwood
Michael J. McDonagh
Hall, Farley, Oberrecht & Blanton, P.A.
702 West Idaho Street, Suite 700
P.O. Box 1271
Boise, Idaho 83701
(208) 395-8500

In Witness Whereof, the undersigned have executed these Articles of Merger as of the 28th day of August, 2000.

BAIRD OIL CO.
an Idaho corporation

By: 
Claude A. Baird, President

GO-FER MART, INC.
an Idaho corporation


By: 
Claude A. Baird, President

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
OF
BAIRD OIL CO., AND GO-FER MART, INC.**

THIS AGREEMENT AND PLAN OF MERGER is made the 28th day of August, 2000, between Baird Oil Co., a corporation organized and existing under the laws of the State of Idaho, having its principal office at 311 North Curtis Road, Boise, Ada County, Idaho, and Go-Fer Mart, Inc., a corporation organized and existing under the laws of the State of Idaho, having its principal office and place of business at 311 North Curtis Road, Boise, Ada County, Idaho.

1. Surviving Corporation.

a. Go-Fer Mart, Inc., shall be the non-surviving corporation, and all references in this Plan of Merger to the "non-surviving corporation" shall be to Go-Fer Mart, Inc.

b. Baird Oil Co., shall be the surviving corporation, and all references in this Plan of Merger to "surviving corporation" shall be to Baird Oil Co.

2. Management.

a. The Articles of Incorporation of Baird Oil Co., shall continue to be its Articles of Incorporation following the effective date of the merger, until the same shall be altered or amended.

b. The Bylaws of Baird Oil Co., shall be and remain the bylaws of the surviving corporation until altered, amended or repealed.

c. The officers and directors of Baird Oil Co., in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of Baird Oil Co., for the term elected or until their respective successors shall be elected or appointed and qualified.

3. Rights, Privileges, Etc.

a. On the effective date of the merger, Baird Oil Co., shall possess all the rights, privileges, immunities, powers and franchises of a public and private nature and shall be subject to all of the restrictions, disabilities and duties of the non-surviving corporation; and all of the property, real, personal and mixed, and all debts due on whatever account, and all other choices in action and all and every other interest of or belonging to or due to the non-surviving corporation shall be deemed to be transferred to and vested in Baird Oil Co., without further act or deed, and the title to any property or any interest therein, vested in the non-surviving corporation, shall not revert or be in any way impaired by reason of the merger.

b. On the effective date of the merger, Baird Oil Co., shall be deemed responsible and liable for all the liabilities and obligations of the non-surviving corporation; and any claims existing by or against the non-surviving corporation may be prosecuted to judgment as if the merger had not taken place or Baird Oil Co., may be substituted in place of the non-surviving corporation. The rights of the creditors shall not be impaired by this merger. Baird Oil Co., shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the non-surviving corporation.

4. Conversion of Shares.

a. Go-Fer Mart, Inc., at present, owns all of the outstanding shares of stock of Baird Oil Co. Prior to the effective date, Baird Oil Co., shall amend its Articles of Incorporation to change its capital structure so the number and class of authorized shares of Baird Oil Co., is identical to that of Go-Fer Mart, Inc.

b. At the effective date, by virtue of the merger and without any action on the part of any holder of any capital stock of Go-Fer Mart, Inc., each issued and outstanding share of Go-Fer Mart, Inc., shall be converted into, and become exchangeable for, one (1) share of validly issued, fully paid and nonassessable common stock of Baird Oil Co.

i. Each share of Go-Fer Mart, Inc., Class A Common Stock outstanding immediately prior to the effective date shall be exchanged for and converted into one (1) share of Baird Oil Co., Class A Common Stock.

ii. Each share of Go-Fer Mart, Inc., Class B Common Stock outstanding immediately prior to the effective date shall be exchanged for and converted into one (1) share of Baird Oil Co., Class B Common Stock.

c. No action on the part of the shareholders shall be required for this conversion to take place. Immediately after the effective date, Baird Oil Co., share certificates shall be issued to those persons who were holders of Go-Fer Mart Inc., shares immediately prior to the effective date. All Go-Fer Mart Inc., shares will then be cancelled..

5. Expenses of Merger.

a. Baird Oil Co., shall pay all the expenses of accomplishing the merger.

6. Subsequent Acts.

a. If, at any time, Baird Oil Co., shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in Baird Oil Co., the title to any property or rights of the non-surviving corporation or to otherwise

carry out the provisions hereof, the proper officers and directors of the non-surviving corporation, as of the effective date of the merger, shall execute and deliver any and all proper assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in Baird Oil Co., and to otherwise carry out the provisions hereof.

7. Abandonment of Merger

a. At any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Idaho, the proposed merger may be abandoned by Baird Oil Co., pursuant to this provision.

8. Approval of Shareholders.


a. This Agreement of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law.

9. Effective Date.

a. The effective date of this merger shall be September 1, 2000.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the 28th day of August, 2000.

BAIRD OIL CO.
an Idaho corporation

By: 
Claude A. Baird, President

GO-FER MART, INC.
an Idaho corporation

By: 
Claude A. Baird, President