



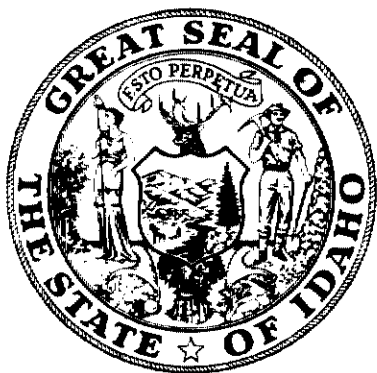
**Department of State.**

**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 \_\_\_\_\_  
ADULT STUDENT HOUSING, INC.  
(an Oregon corporation)  
into ADULT STUDENT HOUSING, INC.,  
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 \_\_\_\_\_.

Dated July 24, 19 89.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*M. Kineman*

Corporation Clerk

JUL 24 11 28 AM '89

SECRETARY OF STATE

### ARTICLES OF MERGER

Adult Student Housing, Inc., an Oregon nonprofit corporation, having received the approval of its Board of Directors and its members as required by the Oregon Revised Statutes, and Adult Student Housing, Inc., an Idaho nonprofit corporation, having received the approval of its Board of Directors and its members, as required by Idaho Code §§ 30-1-71 and 30-1-73, have adopted the following Articles of Merger to accomplish the merger of the corporations pursuant to Idaho Code § 30-1-77:

#### ARTICLE I. PLAN OF MERGER

The plan of merger is as follows:

The purpose of this PLAN OF MERGER AND REORGANIZATION (the "Plan") is to merge Adult Student Housing, Inc. ("Oregon Corporation"), an Oregon nonprofit corporation, into Adult Student Housing, Inc. ("Idaho Corporation"), an Idaho nonprofit corporation, pursuant to Oregon Revised Statutes 61.455 (Procedure for Merger) and Idaho Code § 30-1-77 (Merger, Consolidation or Exchange of Shares between Domestic and Foreign Corporations), all in a transaction qualifying as a reorganization defined by § 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

The Plan is as follows:

1. The Plan is hereby adopted by the members and Board of Directors of Idaho Corporation by consent action and by the members and Board of Directors of Oregon Corporation by consent action. The Plan is to be effective when Articles of Merger are filed in Oregon and in Idaho (the "Effective Date").

2. Oregon Corporation shall be merged into Idaho Corporation, which shall be the surviving corporation.

3. On the Effective Date, the separate existence of Oregon Corporation shall cease, and Idaho Corporation shall succeed to all the properties, rights, and other assets, and shall be subject to all the liabilities, of Oregon Corporation, in accordance with Oregon Revised Statutes 61.481 and Idaho Code § 30-1-76, and without further action by either corporation.

4. There shall be no changes in the Articles of Incorporation of Idaho Corporation effected by this merger.

5. Oregon Corporation shall sign and deliver to Idaho Corporation all deeds, bills of sale, assignments, conveyances, and all other documents and instruments, and shall take all

actions Idaho Corporation deems necessary or desirable, to carry out the provisions of the Plan. If at any time Idaho Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of the Plan, the officers and directors of Oregon Corporation, as of the Effective Date, shall execute such conveyances or documents or take such action.

6. The intent of this Plan is to effect a tax-free reorganization as defined by § 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and this Plan shall be interpreted and implemented to carry out that intent.

#### ARTICLE II. NUMBER OF MEMBERS

Each of the corporations is a nonprofit corporation and, as a consequence, has members rather than outstanding shares, as recognized in Idaho Code § 30-303. Each of the corporations has one class of members, who are designated general members, and has two members.

#### ARTICLE III. APPROVAL BY MEMBERS

Each of the corporations is a nonprofit corporation and, as a consequence, has members rather than outstanding shares, as recognized in Idaho Code § 30-303. Both of the members of each of the corporations approved the Plan of Merger by their written consent in lieu of a meeting, and no members voted against the Plan of Merger.

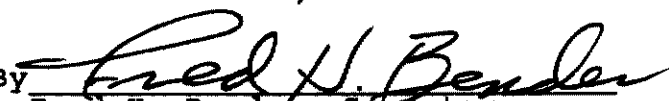
#### ARTICLE IV. SURVIVING CORPORATION

As provided in Paragraph 2 of the Plan of Merger, Adult Student Housing, Inc., an Idaho nonprofit corporation, is the surviving corporation.

DATED this 20<sup>th</sup> day of July, 1989.

ADULT STUDENT HOUSING, INC.  
an Oregon nonprofit corporation

BY   
Philip A. McLennan, President

BY   
Fred H. Bender, Secretary

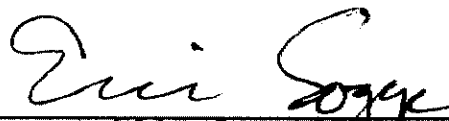
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By   
Fred H. Bender, Secretary


STATE OF OREGON       )  
                              ) ss.  
County of Multnomah)

I, Eric Sogge, a notary public, do hereby certify that on this 20th day of July, 1989, personally appeared before me PHILIP A. McLENNAN, who being by me first duly sworn, declare that he is the President of Adult Student Housing, Inc., an Oregon nonprofit corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

  
Notary Public for ~~Idaho~~ Oregon  
Residing at Portland, ~~Idaho~~ Oregon  
My commission expires on July 9, 1993

STATE OF OREGON       )  
                              ) ss.  
County of Multnomah)

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