

# State of Idaho

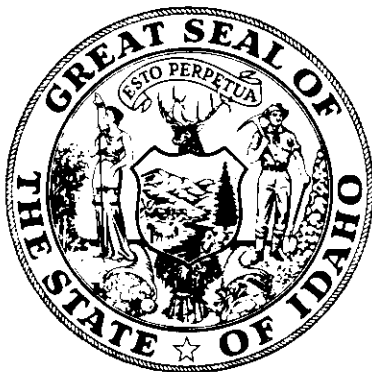
## Department of State

### 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 BRUNEEL TIRE SERVICE OF MOSCOW, INC., an Idaho corporation, and BRUNEEL TIRE SERVICE OF OROFINO, INC., an Idaho corporation into BRUNEEL TIRE SERVICE, 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 June 30, 19 89.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

JUN 30 8 46 AM '89  
SECRETARY OF STATE

ARTICLES OF MERGER

TO: The Secretary of State of the State of Idaho

The undersigned corporations, pursuant to Section 30-1-71, et seq., of the Idaho Business Corporation Act, hereby execute in duplicate the following Articles of Merger:

1. The Plan of Merger is set out in the attached Schedule A.
2. The name of the Surviving Corporation shall be Bruneel Tire Service, Inc.
3. As to each of the undersigned corporations, the number of shares outstanding, all such shares being common stock of one class, entitled to vote on such Plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Entitled to Vote</u>
Bruneel Tire Service, Inc.	127
Bruneel Tire Service of Moscow, Inc.	600
Bruneel Tire Service of Orofino, Inc.	240

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan are as follows:

<u>Name of Corporation</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>
Bruneel Tire Service, Inc.	127	-0-
Bruneel Tire Service of Moscow, Inc.	600	-0-
Bruneel Tire Service of Orofino, Inc.	240	-0-

DATED this 28<sup>th</sup> day of June, 1989.

BRUNEEL TIRE SERVICE, INC.  
an Idaho corporation

By Frank C. Bruneel  
FRANK C. BRUNEEL  
President

By Sharon L. Bruneel  
SHARON L. BRUNEEL  
Secretary

BRUNEEL TIRE SERVICE OF MOSCOW,  
INC., an Idaho corporation

By Frank C. Bruneel  
FRANK C. BRUNEEL  
President

By Sharon L. Bruneel  
SHARON L. BRUNEEL  
Secretary

BRUNEEL TIRE SERVICE OF OROFINO,  
INC., an Idaho corporation

By Frank C. Bruneel  
FRANK C. BRUNEEL  
President

By Sharon L. Bruneel  
SHARON L. BRUNEEL  
Secretary

STATE OF IDAHO )  
County of Nez Perce :ss

FRANK C. BRUNEEL, being first duly sworn on oath, deposes and says:

That I am the President of BRUNEEL TIRE SERVICE, INC., BRUNEEL TIRE SERVICE OF MOSCOW, INC. and BRUNEEL TIRE SERVICE OF OROFINO, INC.; that I have read the within and foregoing Articles of Merger, know the contents thereof, and believe the same to be true.

Frank C. Bruneel  
FRANK C. BRUNEEL

SUBSCRIBED AND SWORN to before me this 29th day of June, 1989.

Sharon Gillis  
NOTARY PUBLIC in and for the state  
of ~~Idaho~~, residing at Clarkston  
Washington  
My commission expires 03-01-93.

SCHEDULE A

PLAN OF MERGER

THIS PLAN OF MERGER is made between BRUNEEL TIRE SERVICE, INC., an Idaho corporation, herein sometimes referred to as the "Surviving Corporation," BRUNEEL TIRE SERVICE OF MOSCOW, INC., an Idaho corporation, and BRUNEEL TIRE SERVICE OF OROFINO, INC., an Idaho corporation, hereinafter sometimes collectively referred to as "Merging Corporations."

WHEREAS, Bruneel Tire Service, Inc., is a corporation organized and existing under and by virtue of the laws of the State of Idaho, and having an authorized capitalization as follows: Five hundred (500) shares of common stock with a par value of One Hundred Dollars (\$100.00), of which one hundred twenty-seven (127) shares are presently outstanding; and

WHEREAS, Bruneel Tire Service of Moscow, Inc., is a corporation organized and existing under and by virtue of the laws of the State of Idaho, and having an authorized capitalization as follows: Two thousand (2,000) shares of common stock with no par value, of which six hundred (600) shares are presently outstanding; and

WHEREAS, Bruneel Tire Service of Orofino, Inc., is a corporation organized and existing under and by virtue of the laws of the State of Idaho, and having an authorized capitalization as follows: One thousand (1,000) shares of common stock with a par value of One Hundred Dollars (\$100.00), of which two hundred forty (240) shares are presently outstanding; and

WHEREAS, the Board of Directors of the Surviving Corporation and Merging Corporations, and the parties hereto, deem it desirable and in the best interests of the corporations and their shareholders that Bruneel Tire Service of Moscow, Inc., and Bruneel Tire Service of Orofino, Inc., be merged into Bruneel Tire Service, Inc.;

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants, and subject to the conditions herein set forth, the merging corporations agree as follows:

1. The Merging Corporations shall be merged into a single corporation. Bruneel Tire Service of Moscow, Inc., and Bruneel Tire Service of Orofino, Inc., shall merge into and with Bruneel Tire Service, Inc., the Surviving Corporation, which shall survive the merger, pursuant to the provisions of Section 30-1-71, et seq., of the Idaho Business Corporation Act. Upon such merger, the separate corporate existence of Bruneel Tire Service of Moscow, Inc., and Bruneel Tire Service of Orofino, Inc., shall

cease and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the Merging Corporations. The Surviving Corporation shall become subject to all debts and liabilities of the Merging Corporations in the same manner as if the Surviving Corporation had itself incurred them.

2. The name of the Surviving Corporation shall be Bruneel Tire Service, Inc. The purposes, county where the principal office for the transaction of business shall be located, county where the registered office shall be located, number of directors, and the capital stock of the Surviving Corporation shall be as appears in the Articles of Incorporation of the Surviving Corporation, and as hereinafter set forth.

3. The Articles of Incorporation and any amendments thereto of Bruneel Tire Service, Inc., an Idaho corporation, shall remain the same and in no way be affected or changed because of said merger.

4. The Bylaws of Bruneel Tire Service, Inc., an Idaho corporation, shall remain the same and in no way be affected or changed because of said merger.

5. The names and addresses of the persons who shall constitute the Board of Directors of the Surviving Corporation, and who shall hold office until the first annual meeting of the shareholders of the Surviving Corporation are as follows:

<u>Name</u>	<u>Address</u>
Frank C. Bruneel	1519 Main Street Lewiston, Idaho 83501
Sharon L. Bruneel	1519 Main Street Lewiston, Idaho 83501
Craig G. Bruneel	1519 Main Street Lewiston, Idaho 83501
Ralph Barnes	1519 Main Street Lewiston, Idaho 83501

6. All shares of stock of Bruneel Tire Service of Moscow, Inc., and Bruneel Tire Service of Orofino, Inc., shall be cancelled upon the merger. After the effective date of the merger, holders of certificates of common stock in Bruneel Tire Service of Moscow, Inc., and Bruneel Tire Service of Orofino, Inc., shall surrender them to the Surviving Corporation, or its duly appointed agent, in such manner as the Surviving Corporation shall legally require and shall thereupon be issued two (2) shares in Bruneel Tire Service, Inc., for the six hundred (600)

outstanding shares of stock in Bruneel Tire Service of Moscow, Inc., and one (1) share in Bruneel Tire Service, Inc., for the two hundred forty (240) outstanding shares in Bruneel Tire Service of Orofino, Inc., for an aggregate of one hundred thirty (130) shares in Bruneel Tire Service, Inc., being issued and outstanding after giving effect to the merger and upon the surrender of all of the issued and outstanding shares in Bruneel Tire Service of Moscow, Inc., and Bruneel Tire Service of Orofino, Inc.

7. Neither Bruneel Tire Service of Moscow, Inc., and Bruneel Tire Service of Orofino, Inc., the Merging Corporations, nor Bruneel Tire Service, Inc., the Surviving Corporation, shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan.

8. This merger plan shall be submitted to the shareholders of the Surviving and Merging Corporations for their approval in the manner provided by the applicable laws of the State of Idaho, at a meeting to be held on or before June 30, 1989, or at such other time or by unanimous consent as the Boards of Directors of the Surviving and Merging Corporations and their respective shareholders shall agree. After approval by the vote of the holders of a majority of the issued and outstanding shares of each corporation entitled to vote thereon, Articles of Merger shall be filed as required by the laws of the State of Idaho. The merger shall become effective upon the later of:  
(a) June 30, 1989; or (b) the date that the said Secretary of State issues his Certificate of Merger.

9. The directors of the Surviving or Merging Corporation may, at their discretion, abandon this merger, subject to the rights of third parties under contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their respective officers thereunto duly authorized this 18<sup>th</sup> day of June, 1989.

BRUNEEL TIRE SERVICE, INC., an  
Idaho corporation

By Frank C. Bruneel  
FRANK C. BRUNEEL, President

"Surviving Corporation"

BRUNEEL TIRE SERVICE OF MOSCOW,  
INC., an Idaho corporation

By Frank C. Bruneel  
FRANK C. BRUNEEL, President

BRUNEEL TIRE SERVICE OF OROFINO,  
INC., an Idaho corporation

By Frank C. Bruneel  
FRANK C. BRUNEEL, President

"Merging Corporations"