

# State of Idaho

## Department of State.

### CERTIFICATE OF MERGER OR CONSOLIDATION

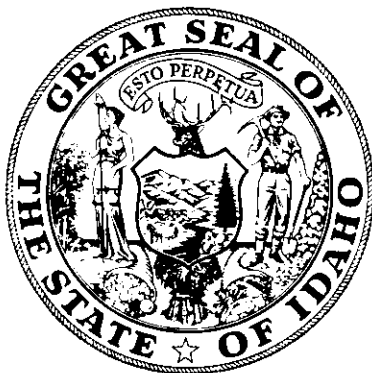
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of merger of FOOTH FORK LUMBER COMPANY, INC.

into INTERMOUNTAIN DISTRIBUTING CENTER, 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 merger.

Dated January 21, 19 30.



*Pete T. Cenarrusa*

SECRETARY OF STATE

Corporation Clerk

## ARTICLES OF MERGER

TO: Secretaries of State  
State of Idaho  
State of Montana

Pursuant to the provisions of Sections 35-1-805 and 35-1-807 of the Montana Business Corporation Act, and Sections 30-1-75 and 30-1-77 of the Idaho Business Corporation Act, the undersigned corporation submits the following Articles of Merger:

### I.

The Plan of Merger is as set forth on Exhibit "A", attached hereto and by this reference incorporated herein.

### II.

The number of outstanding shares of each class of North Fork Lumber Company, Inc., an Idaho corporation, (hereinafter referred to as the "Subsidiary Corporation") is Six (6) shares of common stock. Intermountain Distribution Center, Incorporated, a Montana corporation, (the "Surviving Corporation"), owns Six (6) shares of the common stock of the Subsidiary Corporation, which is all of the shares of each class of the Subsidiary Corporation, and is all of the shares of each class of the Subsidiary Corporation issued and outstanding.

### III.

The date of mailing a copy of the Plan of Merger to shareholders of the Subsidiary Corporation was the 20th day of December, 1979.

### IV.

Intermountain Distribution Center, Incorporated, being the holder of all outstanding shares of the Subsidiary Corporation, hereby acknowledges receipt of a copy of the Plan of Merger on the 20th day of December, 1979, and hereby waives the requisite of Section 35-1-805, of the Montana Business Corporation Act and Section 30-1-75 of the Idaho Business Corporation Act, which requires a thirty (30) day

delay between the date of mailing a copy of the Plan of Merger and the time when the Articles of Merger can be delivered to the Secretary of State.

DATED this 20th day of December, 1979.

"THE SURVIVING CORPORATION"  
INTERMOUNTAIN DISTRIBUTION  
CENTER, INCORPORATED

By: Neptune A. Lynch  
Its President

ATTEST:

Mary Ellen Lynch  
Secretary

STATE OF MONTANA                    )  
  :    ss.  
County of Missoula                 )

Neptune A. Lynch, being first duly sworn upon his oath deposes and says:

That he is President of Intermountain Distribution Center, Incorporated, that he has read the foregoing Articles of Merger dated December 20, 1979, that the information contained therein is correct to the best of his knowledge, and that he executed the same.

Neptune A. Lynch  
Neptune A. Lynch

SUBSCRIBED AND SWORN TO before me this 2<sup>nd</sup> day of ~~December, 1979.~~  
~~January, 1980.~~

(SEAL)

Carol T. Jusk  
Notary Public for the State of Montana  
Residing at Missoula, Montana  
My commission expires: July 26, 1980

EXHIBIT "A"

PLAN OF MERGER OF

SUBSIDIARY CORPORATION

Pursuant to the provisions of Sections 35-1-805 and 35-1-807, Montana Code Annotated, 1978, and Sections 30-1-75 and 30-1-77 of the Idaho Business Corporation Act, Intermountain Distribution Center, Incorporated, a Montana corporation, intends to merge North Fork Lumber Company, Inc., an Idaho corporation, into itself pursuant to the following plan:

I.

The name of the subsidiary corporation is North Fork Lumber Company, Inc.

II.

The name of the corporation owning at least ninety-five percent (95%) of the shares of North Fork Lumber Company, Inc. is Intermountain Distribution Center, Incorporated, which is hereinafter designated as the "Surviving Corporation".

III.

The manner and basis of converting the shares of North Fork Lumber Company, Inc., into shares or other securities or obligations of the Surviving Corporation, or the cash or other consideration to be paid or delivered upon surrender of each share of North Fork Lumber Company, Inc., stock shall be that all authorized and outstanding shares of North Fork Lumber Company, Inc. stock and all rights in respect thereof shall be cancelled forthwith upon the effective date of the merger and the certificates representing such shares shall be surrendered and cancelled. No consideration in cash, shares or other securities or obligations of the Surviving Corporation will be paid or delivered upon the surrender of each share of North Fork Lumber Company, Inc. stock.