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State of Idaho

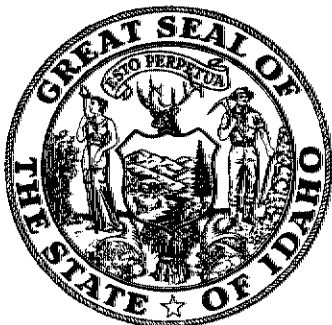
Department of State

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 THOMAS C. MORRIS, INC. an Idaho corporation into T.C., 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 30, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Revere*

ARTICLES OF MERGER

DEC 30 3 07 PM '92
SECRETARY OF STATE

Pursuant to the provisions of the Idaho General Business Corporations Act, Chapter 30, the undersigned corporation hereby submits the following Articles of Merger for filing for the purpose of merging Thomas C. Morris, Inc., an Idaho corporation ("Inc."), into T.C., Inc., an Idaho corporation ("T.C.").

I.

The Plan of Merger of Inc. into T.C. is attached as Exhibit "A".

II.

Each corporation has one class of stock, and has the following number of shares outstanding:

Inc.	12,908 shares
T.C.	500 shares

III.

The shares of each corporation were voted as follows:

	<u>For</u> <u>Plan of Merger</u>	<u>Against</u> <u>Plan of Merger</u>
Inc.	12,908	-0-
T.C.	500	-0-

DATED this 29th day of December, 1992.

T.C., INC.

By Thomas C. Morris, President
THOMAS C. MORRIS, President

By Cloia A. Morris, Sec.
CLOIA A. MORRIS, Secretary

VERIFIED:

Cloia A. Morris, Sec.
CLOIA A. MORRIS, Secretary

IDaho SECRETARY OF STATE
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CX #: 24626 CUST# 1
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THOMAS C. MORRIS, INC.

By *Thomas C. Morris*
THOMAS C. MORRIS, President

By *Thomas C. Morris*
THOMAS C. MORRIS, Secretary

VERIFIED:

Thomas C. Morris
THOMAS C. MORRIS, President

STATE OF IDAHO)
) ss.
County of Benewah)

I, Janet L. Price, a notary public, do hereby certify that on this 29th day of December, 1992, personally appeared before me CLOIA A. MORRIS who, being by me first duly sworn, declared that she is the Secretary of T.C., INC., that she signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

Janet L. Price
NOTARY PUBLIC in and for the State
of Idaho, residing at H. Morris, Id.

My appointment expires: 3/11/97

STATE OF IDAHO)
) ss.
County of Benewah)

I, Janet L. Price, a notary public, do hereby certify that on this 29th day of December, 1992, personally appeared before me THOMAS C. MORRIS who, being by me first duly sworn, declared that he is the President of THOMAS C. MORRIS, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Janet L. Price
NOTARY PUBLIC in and for the State
of Idaho, residing at H. Morris, Idaho

My appointment expires: 3/11/97

DEC 30 3 07 PM '92
SECRETARY OF STATE

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PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into this 21st day of December, 1992 by and between THOMAS C. MORRIS, INC., an Idaho corporation ("Inc."), and T.C., INC., an Idaho corporation ("Surviving Corporation").

RECITALS

A. Inc. is a corporation organized and existing under the laws of the State of Idaho, and has authorized capital stock consisting of 25,000 shares of common, fully paid, nonassessable stock with One Dollar (\$1.00) par value, of which 12,908 shares are issued and outstanding, and held by Thomas C. Morris.

B. Surviving Corporation is a corporation organized and existing under the laws of the State of Idaho, and has authorized capital stock consisting of 100,000 shares of common, fully paid, nonassessable stock with One Dollar (\$1.00) par value, of which 500 shares are issued and outstanding, and held by Thomas C. Morris.

C. The Boards of Directors of Inc. and Surviving Corporation, respectively, deem it advisable for Thomas C. Morris, Inc. to merge with and into Surviving Corporation.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, Inc. and Surviving Corporation hereby agree to the following Plan of Merger:

1. Names of constituent corporations. Inc. will merge with and into Surviving Corporation.

2. Terms and conditions of merger. The effective date of merger shall be the date upon which the Articles of Merger are filed with the Secretary of State for the State of Idaho. Upon the effective date of merger, the separate corporate existence of Inc. shall cease; title to all real estate and

property owned by Inc. or Surviving Corporation shall be vested in Surviving Corporation without reversion or impairment; and Surviving Corporation shall have all liabilities of Inc. and Surviving Corporation. Any proceeding pending by or against Inc. or Surviving Corporation may be continued as if such merger did not occur, or Surviving Corporation may be substituted in the proceeding for Inc.

3. Governing laws. The laws of the State of Idaho shall govern Surviving Corporation.

4. Name. The name of Surviving Corporation shall be T.C., Inc.

5. Registered office. The address of the registered office of Surviving Corporation shall be 722 Main Avenue, St. Maries, Idaho 83861.

6. Accounting. The assets and liabilities of Inc. and Surviving Corporation (collectively the "Constituent Corporations") as of the effective date of the merger shall be taken up on the books of the Surviving Corporation at the amounts at which they were carried at that time on their respective books of the Constituent Corporations.

7. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation are not affected by this merger, and need not be amended.

8. Bylaws. The Bylaws of Surviving Corporation as of the effective date of the merger shall be the Bylaws of Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

9. Directors. The directors of Surviving Corporation as of the effective date of the merger shall be the directors of Surviving Corporation until their respective successors are duly elected and qualified.

10. Manner and basis of converting shares. As of the effective date of the merger, holders of certificates of common stock in Inc. shall surrender them to the Surviving Corporation, or its appointed agent, in such manner as Surviving Corporation

legally shall require. Surviving Corporation shall cancel such certificate and issue in exchange therefor a certificate of shares of common stock in the Surviving Corporation representing the number of shares of stock to which such holder shall be entitled as set forth above. In addition, such shareholder shall be entitled to receive any dividends on such shares of common stock of the Surviving Corporation which may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate of such common stock.

11. Shareholder approval. This Plan of Merger shall be submitted to the shareholders of Inc. and Surviving Corporation for their approval in the manner provided under Idaho Code 30-1-73, at meetings to be held on or before December 25, 1992, or at such other times as the Boards of Directors of Inc. and Surviving Corporation shall agree. After majority approval by a vote of the shareholders as set out therein, the Articles of Merger shall be filed as required under the laws of the State of Idaho.

12. Rights of dissenting shareholders. Any shareholder of Inc. or Surviving Corporation has the right to dissent from this merger as provided pursuant to Idaho Code 30-1-80.

13. Termination of merger. This merger may be abandoned at any time prior to the filing of Articles of Merger with the Secretary of State for the State of Idaho upon a vote of the majority of the Board of Directors of both Inc. and Surviving Corporation. If the merger is terminated, there shall be no liability on the part of either Constituent Corporation, their respective Boards of Directors, or shareholders.

14. Counterparts. 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, this Plan of Merger has been adopted by the undersigned Corporations as of this 22nd day of December, 1992.

INC.:

THOMAS C. MORRIS,
INC.

By Thomas C. Morris
Its President

SURVIVING CORPORATION:

T.C., INC.

By Thomas C. Morris
Its President