

# State of Wyoming



## OFFICE OF THE SECRETARY OF STATE

United States of America, }  
State of Wyoming } ss.

I, JACK R. GAGE, Secretary of the State of Wyoming do hereby certify

that the annexed copy of the Articles of Merger between MARKHAM'S, INC., an Idaho corporation, and MARKHAM ADVERTISING COMPANY, INC., a Wyoming corporation, the survivor, has been carefully compared with the original filed in the office of Secretary of State of Wyoming on the eleventh day of April, A.D., 1962, at 2:00 o'clock P.M., and is a full, true and correct copy of the same and of the whole thereof.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming.

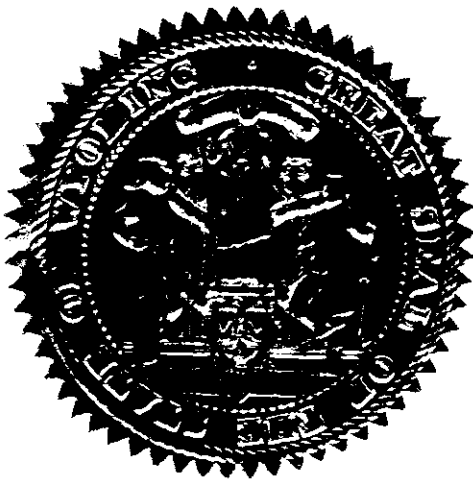
Done at Cheyenne, the Capital,

this Eleventh day of

April A. D. 19 62.

Secretary of State

Deputy



By Robert Outen  
Deputy

AGREEMENT OF MERGER

1 Pursuant to the provisions of Sections 63, 64, 65, 66, 67 and 68  
2 of the Wyoming Business Corporation Act, the undersigned, MARKHAM AD-  
3 VERTISING COMPANY, INC., a Wyoming corporation, with its principal  
4 place of business in Casper, Wyoming, and having been heretofore li-  
5 censed and admitted as a foreign corporation in the State of Idaho,  
6 and having its principal place of business in the State of Idaho in  
7 Pocatello, Idaho, and MARKHAM'S, INC., an Idaho corporation, pursuant  
8 to the provisions of Section 30-151, 30-152, 30-154 and 30-155 of the  
9 Idaho Code, adopt the following Agreement of Merger for the purpose  
10 of merging said corporations into one corporation.

I.

11  
12 The name of the corporation in which they propose to merge, which  
13 is hereinafter designated as the Surviving Corporation, is MARKHAM  
14 ADVERTISING COMPANY, INC.

II.

15  
16 That on the date of the meeting of the stockholders of the corpo-  
17 rations parties to this Agreement of Merger, there was at that time  
18 issued and outstanding four (4) shares of the capital stock of MARK-  
19 HAM'S, INC., issued to and held by the following named stockholders:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>KIND</u>
H. B. MARKHAM	1	Common Stock
RUTH McCORMICK MARKHAM	1	" "
H. BRUCE MARKMAM	1	" "
WILLIAM L. MARKHAM	1	" "

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25 And that at such meeting of the stockholders all shares, namely four  
26 (4), were voted for the adoption of the plan of merger and this Agree-  
27 ment of Merger.

III.

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29 That the terms and conditions of this merger are, that upon the  
30 endorsement in blank of all of the stock held by the above named stock-  
31 holders in MARKHAM'S, INC., and the surrender of said shares to MARK-  
32 HAM ADVERTISING COMPANY, INC., that there be issued to the stockholders

1 of MARKHAM'S, INC. the following number of shares of Class "A" common  
2 voting stock of MARKHAM ADVERTISING COMPANY, INC., to the following  
3 named persons:

4	<u>NAME</u>	<u>NUMBER OF SHARES</u>
5	H. B. MARKHAM	1296
6	RUTH McCORMICK MARKHAM	1295
7	WILLIAM L. MARKHAM	1296
8	H. BRUCE MARKHAM	1295

9 IV.

10 The merger shall be deemed to be complete and effective upon the  
11 filing of this Agreement of Merger with the Secretary of State of  
12 the State of Idaho, and with the County Recorder of Bannock County,  
13 Idaho, and shall have full force and effect in accordance with the  
14 provisions of Section 30-155 of the Idaho Code, and in accordance  
15 with the provisions of Section 67 of the Wyoming Business Corporation  
16 Act, and the Surviving Corporation shall and does assume all of the  
17 powers and responsibilities as are set forth in said Section 30-155  
18 of the Idaho Code, and Section 67 of the Wyoming Business Corporation  
19 Act.

20 IN WITNESS WHEREOF, the corporations parties to this Agreement  
21 of Merger have executed the same and attached the seal of the respec-  
22 tive corporations, this 27th day of March, 1962.

23 DIRECTORS OF MARKHAM  
24 ADVERTISING COMPANY, INC.

DIRECTORS OF  
MARKHAM'S, INC.

25 *William E. Jones*  
 26 *W. L. Markham*  
 27 *Joseph E. Williams*  
 28 *H. B. Markham*  
 29 *James J. Jones*

*W. L. Markham*  
*William L. Markham*  
*H. B. Markham*  
*Ruth McCormick Markham*

32 ATTEST:

MARKHAM ADVERTISING COMPANY, INC.

*Ruth McCormick Markham*  
Secretary

By: *W. L. Markham*  
President  
Surviving Corporation

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MARKHAM'S, INC.

ATTEST:

By: *H. Bruce Markham*  
President

\* \_\_\_\_\_  
Secretary

STATE OF IDAHO, )  
County of Bannock ) ss:

H. BRUCE MARKHAM, being first duly sworn, on oath deposes and says:

That he is the President of Markham Advertising Company, Inc., that he has read the above and foregoing Agreement of Merger, knows the contents thereof, and that the same are true as he verily believes, and all acts and things recited therein were and have been accomplished.

*H. Bruce Markham*  
H. BRUCE MARKHAM

SUBSCRIBED AND SWORN TO before me this 27<sup>th</sup> day of March, 1962.

*William E. Jensen*  
NOTARY PUBLIC for Idaho  
Residing at Pocatello, Idaho

My commission expires:  
11/18/62

STATE OF IDAHO, )  
County of Bannock ) ss:

On this 27<sup>th</sup> day of March, in the year 1962, before me, a Notary Public in and for said State, personally appeared H. BRUCE MARKHAM, known to me to be the President of Markham Advertising Company, Inc., the corporation that executed the foregoing instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

*William E. Jensen*  
NOTARY PUBLIC for Idaho  
Residing at Pocatello, Idaho

My commission expires:  
11/18/62

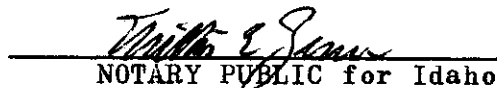
1 STATE OF IDAHO, )  
2 County of Bannock ) ss:

3 H. BRUCE MARKHAM, being first duly sworn, on oath deposes and  
4 says:

5 That he is the President of MARKHAM'S, INC., that he has read  
6 the above and foregoing Agreement of Merger, knows the contents  
7 thereof, and that the same are true as he verily believes, and  
8 all acts and things recited therein were and have been accom-  
9 plished.

  
H. BRUCE MARKHAM

9 SUBSCRIBED AND SWORN TO before me this 27~~th~~ day of March, 1962.

  
NOTARY PUBLIC for Idaho  
Residing at Pocatello, Idaho

10 My commission expires:

11 12/18/62

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15 STATE OF IDAHO, )  
16 County of Bannock ) ss:

17 On this 27~~th~~ day of March, in the year 1962, before me, a No-  
18 tary Public in and for said State, personally appeared H. BRUCE MARK-  
19 HAM, known to me to be the President of MARKHAM'S, INC., the corpora-  
tion that executed the foregoing instrument, and acknowledged to me  
that such corporation executed the same.

20 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
21 official seal, the day and year in this certificate first above  
written.

  
NOTARY PUBLIC for Idaho  
Residing at Pocatello, Idaho

22 My commission expires:

23 11/18/62

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CERTIFICATE

1 The undersigned, MILTON E. ZENER, Assistant-Secretary of MARKHAM  
2 ADVERTISING COMPANY, INC., a Wyoming corporation, does hereby certify  
3 that pursuant to a written Call and Waiver of Notice of Special Joint  
4 Meeting of the Stockholders and Board of Directors of MARKHAM ADVER-  
5 TISING COMPANY, INC., a Wyoming corporation, such meeting was held on  
6 the 27<sup>th</sup> day of March, 1962 at Pocatello, Idaho; all Directors of  
7 said corporation being present in person, namely, H. B. Markham, Ruth  
8 McCormick Markham, H. Bruce Markham, Joseph E. Williams, Milton E.  
9 Zener, Farrell J. Jones. That there was presented to said meeting  
10 the terms and conditions of a merger of MARKHAM ADVERTISING COMPANY,  
11 INC., a Wyoming corporation, qualified to do business in Idaho as a  
12 foreign corporation, with MARKHAM'S, INC., an Idaho corporation, and  
13 that all of the members of the Board of Directors of MARKHAM ADVERTI-  
14 SING, INC. by unanimous vote adopted the terms and conditions of such  
15 merger and the mode of carrying the same into effect, as above set  
16 forth in the Agreement of Merger.

17 The undersigned further certifies that thereafter and at a mee-  
18 ting separately called and held pursuant to Call and Waiver of Notice  
19 above referred to, the stockholders of MARKHAM ADVERTISING COMPANY,  
20 INC., namely, H. B. Markham, Ruth McCormick Markham, William L. Mark-  
21 ham, H. Bruce Markham, Joseph E. Williams, Milton E. Zener, and Farrell  
22 J. Jones met, and there was submitted to said meeting the terms and  
23 conditions of said merger and the mode of carrying the same into ef-  
24 fect; and that at said meeting all of the stockholders of the corpo-  
25 ration voted in favor of the adoption of said agreement, and the same  
26 was unanimously adopted by proper resolution of the said stockholders.

27 IN WITNESS WHEREOF, I have set my hand and the seal of the corpo-  
28 ration, this 27<sup>th</sup> day of March, 1962.

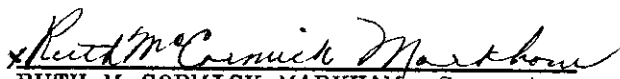
29   
30 MILTON E. ZENER, Assistant-Secretary  
31 of MARKHAM ADVERTISING COMPANY, INC.  
32 a Wyoming corporation

CERTIFICATE

1 The undersigned, RUTH McCORMICK MARKHAM, Secretary of MARKHAM'S,  
2 INC., an Idaho corporation, does hereby certify that pursuant to a  
3 written Call and Waiver of Notice of Special Joint Meeting of the  
4 Stockholders and Board of Directors of Markham's, Inc., an Idaho cor-  
5 poration, such meeting was held on the 27<sup>th</sup> day of March, 1962  
6 at Pocatello, Idaho; all Directors of said corporation being present  
7 in person, namely, William L. Markham, H. B. Markham, Ruth McCormick  
8 Markham, H. Bruce Markham, and Milton E. Zener. That there was pre-  
9 sented to said meeting the terms and conditions of a merger of MARK-  
10 HAM'S, INC., an Idaho corporation, with MARKHAM ADVERTISING COMPANY,  
11 INC., a Wyoming corporation, qualified to do business in Idaho as a  
12 foreign corporation, and that all of the members of the Board of Di-  
13 rectors of MARKHAM'S, INC. by unanimous vote adopted the terms and  
14 conditions of such merger and the mode of carrying the same into ef-  
15 fect, as above set forth in the Agreement of Merger.

16 The undersigned further certifies that thereafter and at a meeting  
17 separately called and held pursuant to Call and Waiver of Notice above  
18 referred to, the stockholders of MARKHAM'S, INC., namely, H. B. Mark-  
19 ham, Ruth McCormick Markham, H. Bruce Markham, and William L. Markham  
20 met, and there was submitted to said meeting the terms and conditions  
21 of said merger and the mode of carrying the same into effect; and that  
22 at said meeting all of the stockholders of the corporation voted in  
23 favor of the adoption of said agreement, and the same was unanimously  
24 adopted by proper resolution of the said stockholders.

25 IN WITNESS WHEREOF, I have set my hand and the seal of the corpo-  
26 ration, this 27<sup>th</sup> day of March, 1962.

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RUTH McCORMICK MARKHAM, Secretary  
29 of MARKHAM'S, INC., an Idaho  
30 corporation  
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