

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,

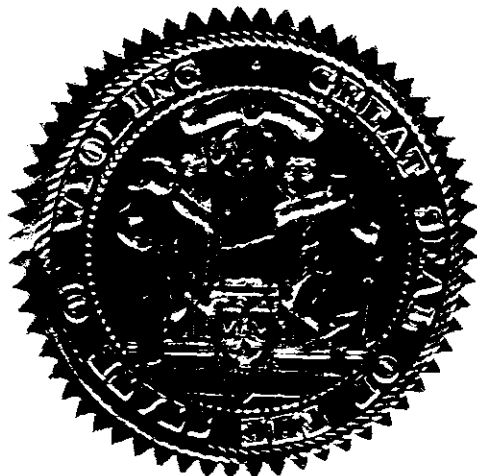
this Eleventh day of

April A. D. 19 62.

Secretary of State

By

Deputy



AGREEMENT OF MERGER

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

I.

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

II.

That on the date of the meeting of the stockholders of the corporations parties to this Agreement of Merger, there was at that time issued and outstanding four (4) shares of the capital stock of MARKHAM'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 MARKHAM	1	" "
WILLIAM L. MARKHAM	1	" "

And that at such meeting of the stockholders all shares, namely four (4), were voted for the adoption of the plan of merger and this Agreement of Merger.

III.

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

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

<u>NAME</u>	<u>NUMBER OF SHARES</u>
H. B. MARKHAM	1296
RUTH McCORMICK MARKHAM	1295
WILLIAM L. MARKHAM	1296
H. BRUCE MARKHAM	1295

IV.

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

IN WITNESS WHEREOF, the corporations parties to this Agreement of Merger have executed the same and attached the seal of the respective corporations, this 27th day of March, 1962.

DIRECTORS OF MARKHAM
ADVERTISING COMPANY, INC.

DIRECTORS OF
MARKHAM'S, INC.

William L. Markham
Robert E. Williams
H. B. Markham
Kenneth J. Jones

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

ATTEST:

MARKHAM ADVERTISING COMPANY, INC.

Ruth McCormick Markham
Secretary

By: William L. Markham
President
Surviving Corporation

MARKHAM'S, INC.

ATTEST:

By: [Signature]

President

Secretary

STATE OF IDAHO,)
 ss:
County of Bannock)

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.

[Signature]
H. BRUCE MARKHAM

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

[Signature]
NOTARY PUBLIC for Idaho

My commission expires:

Residing at Pocatello, Idaho

11/18/62

STATE OF IDAHO,)
 ss:
County of Bannock)

On this 27th 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.

[Signature]
NOTARY PUBLIC for Idaho

My commission expires:

Residing at Pocatello, Idaho

11/18/62

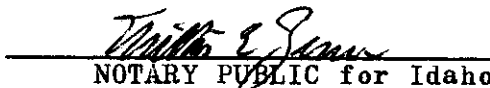
1 STATE OF IDAHO,)
2 County of Bannock) ss:

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.

10 
11 H. BRUCE MARKHAM

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

13 
14 NOTARY PUBLIC for Idaho
15 Residing at Pocatello, Idaho


16 My commission expires:

17 12/15/62

18 STATE OF IDAHO,)
19 County of Bannock) ss:

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

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

28 
29 NOTARY PUBLIC for Idaho
30 Residing at Pocatello, Idaho

31 My commission expires:

32 11/15/62

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The undersigned further certifies that thereafter and at a meeting separately called and held pursuant to Call and Waiver of Notice above referred to, the stockholders of MARKHAM ADVERTISING COMPANY, INC., namely, H. B. Markham, Ruth McCormick Markham, William L. Markham, H. Bruce Markham, Joseph E. Williams, Milton E. Zener, and Farrell J. Jones met, and there was submitted to said meeting the terms and conditions of said merger and the mode of carrying the same into effect; and that at said meeting all of the stockholders of the corporation voted in favor of the adoption of said agreement, and the same was unanimously adopted by proper resolution of the said stockholders.

Milton E. Zener
MILTON E. ZENER, Assistant-Secretary
of MARKHAM ADVERTISING COMPANY, INC.
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 27th 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 27th day of March, 1962.

27
28 *Ruth McCormick Markham*
29 RUTH McCORMICK MARKHAM, Secretary
30 of MARKHAM'S, INC., an Idaho
31 corporation
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