

# ORIGINAL

## ARTICLES OF MERGER

DEC 30 12 15 PM '99

These Articles of Merger are made and entered into, in accordance with Idaho Code §30-1-74, on the 30<sup>th</sup> day of December, 1999, by and between Tytan Motors, Inc, and Idaho Corporation, hereinafter referred to as the Surviving Corporation, and Tytan Motors, LLC, and Idaho Limited Liability Company, hereinafter referred to as the Merged Limited Liability Company. Said Corporation and Limited Liability Company are hereinafter sometimes referred to jointly as the 'entities'.

### WITNESSETH

*WHEREAS* the Surviving Corporation is organized and exists under the laws of the State of Idaho, having filed its Articles of Incorporation in the Office of the Secretary of State of the State of Idaho, on December 30, 1999, and having its registered office at 3003 W. Main St. in the City of Boise, County of Ada, Idaho, and having as its registered agent F. Joe Allen; and

*WHEREAS* the total number of shares of stock which the Surviving Corporation has authority to issue is 1,000,000 shares, of which 1,000,000 shares are now issued and outstanding; and

*WHEREAS* the Merged Limited Liability company is organized and exists under the laws of the State of Idaho, its Articles of Organization having been filed in the office of the Secretary of State of the State of Idaho on the First day of March, 1999, and the address of its registered office is 3003 W. Main St, in the County of Ada, in the State of Idaho, and its registered agent being F. Joe Allen; and

*WHEREAS* the aggregate number of membership units which the Merged Limited Liability Company has authority to issue is 1,000,000, of which 1,000,000 membership units are issued and outstanding; and

*WHEREAS* the Board of Directors, Managers, and Members, as the case may be, of each

ARTICLES OF MERGER BY AND BETWEEN  
TYTAN MOTORS, INC AND TYTAN MOTORS, LLC

IDHO SECRETARY OF STATE

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Entity deems it advisable that the Merged Limited Liability Company be merged into the Surviving Corporation on the terms and conditions set forth in the 'Plan of Merger' and as set forth below, in accordance with the applicable provisions of the statutes of the States of Idaho, which permit such merger;

WHEREAS, the Board of Directors of the Surviving Corporation and the Members of the Merging Limited Liability Company have each unanimously approved these Articles of Merger;

WHEREAS, the submission of the Plan of Merger to a vote of the shareholders of the Surviving Corporation is not required and was not held, as permitted by Idaho Code §30-1-1103;

THEREFORE, in consideration of the agreements, covenants and provisions set out below, the Surviving Corporation and the Merged Limited Liability Company, by their Boards of Directors, Members, and Managers as the case may be, do hereby agree as follows:

#### ARTICLE I

The Surviving Corporation and the Merged Limited Liability Company shall be merged into a single Corporation, in accordance with applicable provisions of the laws of the State of Idaho, by the Merged Limited Liability Company merging into the Surviving Corporation, which shall be the Surviving Corporation, "Tytan Motors, Inc".

#### ARTICLE II

Upon the merger becoming effective under the laws of the States of Idaho (such time being referred to herein as the "EFFECTIVE DATE OF THE MERGER"):

1. The two Constituent Entities shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the Merged Limited Liability Company shall cease.
2. The Surviving Corporation shall thereupon possess all the rights, privileges, immunities

and franchises of the Constituent Entities; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to each of the Constituent Entities, shall be vested in the Surviving Corporation without further act or deed.

3. The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each Constituent Entity; and all existing or pending claims, actions or proceedings by or against the Constituent Entities may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in the place of the appropriate Constituent Entity, and neither the rights of creditors nor any liens upon the property of the Constituent Entities shall be impaired by the merger.
4. The Surviving Corporation hereby agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of either Constituent Entity, including those arising from the merger, and hereby appoints the Secretary of State of Idaho as its agent to accept service of process in any such suit or other proceedings, and further agrees that service of any such process may be made by providing the Secretary of State of Idaho with duplicate copies of such process; and the Surviving Corporation authorizes the aforesaid Secretary of State to send such process to it by registered mail directed to its registered office at: 3003 W. Main St., Boise, Idaho 83702.
5. With respect to each Constituent Entity, the aggregate amount of net assets of each Constituent Entity that was available to support and pay dividends before the merger, shall continue to be available for the payment of dividends by the Surviving Corporation, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Corporation.
6. The Bylaws of the Surviving Corporation as they existed immediately before the effective date of merger shall be the Bylaws of the Surviving Corporation.
7. The persons who will serve on the Board of Directors and as the officers of the Surviving

Corporation shall be the same persons who served as directors and officers of the Surviving Corporation immediately before the effective date of the merger.

### ARTICLE III

The Articles of Incorporation of the Surviving Corporation shall not be amended in any respect by reason of this Agreement of Merger, and said Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation unless or until it is subsequently amended by the action of the Board of Directors and shareholders; the said Articles of Incorporation are set forth in Exhibit A attached hereto and are made a part of this Plan and Agreement of Merger.

### ARTICLE IV

The shares and membership units of the Constituent Entities shall be converted into shares of the Surviving Corporation in the following manner:

1. Each membership unit of the Merged Limited Liability Company shall be converted into one (1) fully paid and non-assessable share of capital stock of the Surviving Corporation.

### ARTICLE V

The Surviving Corporation shall pay all expenses incurred for the purpose of bringing both this Agreement of Merger and the merger herein described into effect.

### ARTICLE VI

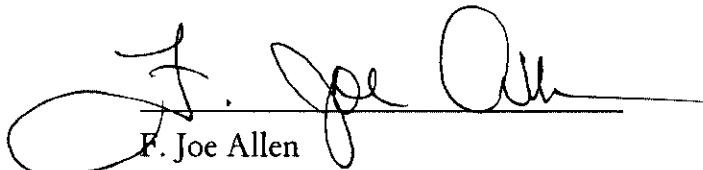
If the Surviving Corporation shall have reason to request any further assignments, conveyances or other transfers that it is advised by counsel are necessary to vest in the Surviving Corporation title to any property or rights of either of the Entities, the officers, directors, and managers of the appropriate Entity shall execute any assignment, conveyance or transfer to vest such property or rights in the Surviving Corporation.

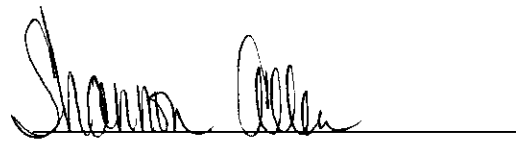
## ARTICLE VII

This Plan and Agreement of Merger was submitted to the Managers and Board of Directors of each of the Entities for consideration held in accordance with the Operating Agreement and Bylaws of each respective Entity and with the laws of the State of Idaho, and was unanimously approved by all respective Members and Board of Directors.

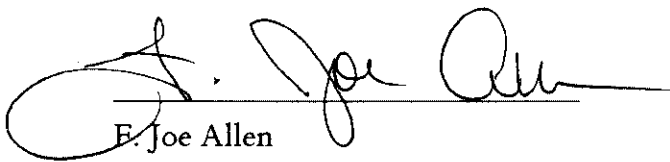
IN WITNESS WHEREOF, each Entity acting by the authority set out in a resolution adopted by its Boards of Directors and managers has directed these Articles of Merger to be executed by the President and Manager, and attested to by the Secretary, of each Entity.

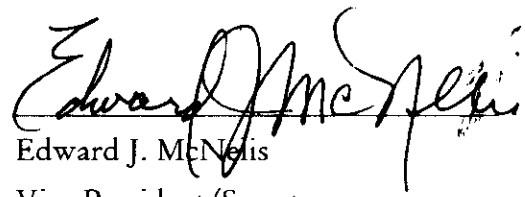
TYTAN MOTORS, LLC  
an Idaho Limited Liability Company

  
F. Joe Allen  
Member/Manager

  
Shannon Allen  
Member/Manager

TYTAN MOTORS, INC  
an Idaho Corporation

  
E. Joe Allen  
President

  
Edward J. McNeelis  
Vice President/Secretary