

05 APR 20 PM 1:57

ARTICLES OF MERGER
OF

SECRETARY OF STATE
STATE OF IDAHO

F&M ACQUISITION CORPORATION AND F & M HOLDING COMPANY
WITH
F & M HOLDING COMPANY AS SURVIVING CORPORATION

Pursuant to the Oregon Business Corporation Act (the "Oregon Act") and the Idaho Business Corporation Act (the "Idaho Act"), the undersigned, being respectively the President and Secretary of F & M Holding Company, an Idaho corporation, hereinafter the "Surviving Corporation," and the President and Secretary of F&M Acquisition Corporation, an Oregon corporation formerly known as Igloo Acquisition Corporation, hereby adopt the following Articles of Merger for the purpose of merging F&M Acquisition Corporation with and into the Surviving Corporation (the "Merger").

1. The names of the merging corporations are F&M Acquisition Corporation and F & M Holding Company.
2. The name of the Surviving Corporation is F & M Holding Company and it is to be governed by the laws of the State of Idaho.
3. The Agreement of Merger (the "Merger Agreement") attached hereto as "Exhibit A" and by this reference incorporated herein and made a part hereof, which sets forth the plan of merger, was duly approved by the shareholders of F & M Holding Company, as required by the Idaho Act. The Merger Agreement was duly approved by the sole shareholder of F&M Acquisition Corporation as required by the Oregon Act. As to each of the merging corporations, the classes of shares outstanding, the number of shares of each class outstanding, the designation of the number of shares of each class entitled to vote as a class, the shares of each class voting for and against the Merger Agreement are as follows:

Name of Corporation	Class of Shares	Shares Outstanding	Shares Entitled to Vote	Shares Voting For	Shares Voting Against
F&M Acquisition Corporation	Common	100	100	100	-0-
F&M Holding Company	Common	20,774	20,774	20,774	-0-

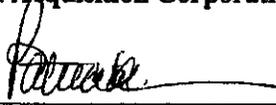
4. The Merger shall take effect on April 20, 2006, at 6:30 p.m. Mountain time.
5. The person to contact regarding this filing is Anne Barragar, whose telephone number is (503) 241-2300.

IDAHO SECRETARY OF STATE *DK*
04/20/2006 05:00
CK: 8688 CT: 20168 BH: 950404
1 @ 30.00 = 30.00 MERGER # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 58027

IN WITNESS WHEREOF, these Articles of Merger have been signed as of this 20th day of April, 2006.

F&M Acquisition Corporation:

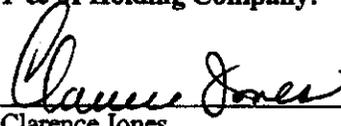


Patricia L. Moss
President

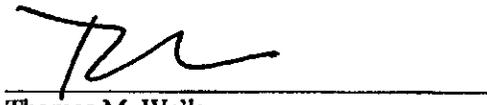


Greg Newton
Secretary

F & M Holding Company:



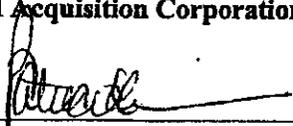
Clarence Jones
President



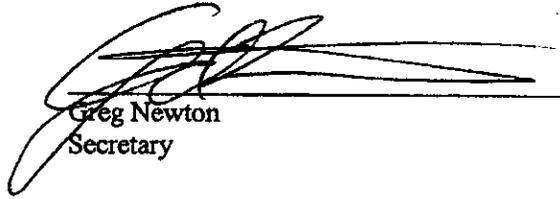
Thomas M. Wells
Secretary

IN WITNESS WHEREOF, these Articles of Merger have been signed as of this 20th day of April, 2006.

F&M Acquisition Corporation:

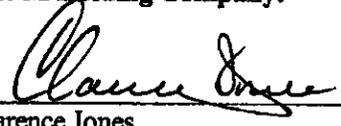


Patricia L. Moss
President

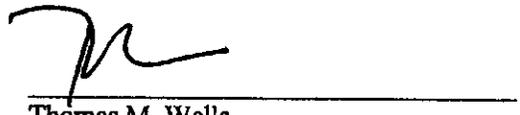


Greg Newton
Secretary

F & M Holding Company:



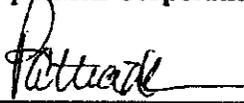
Clarence Jones
President



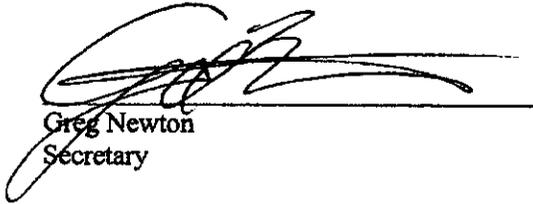
Thomas M. Wells
Secretary

IN WITNESS WHEREOF, these Articles of Merger have been signed as of this 20th day of April, 2006.

F&M Acquisition Corporation:

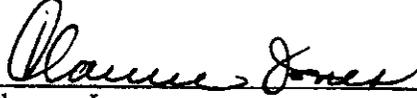


Patricia L. Moss
President

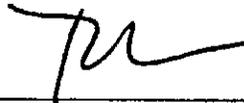


Greg Newton
Secretary

F & M Holding Company:



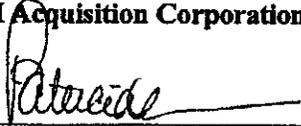
Clarence Jones
President



Thomas M. Wells
Secretary

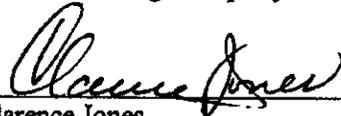
IN WITNESS WHEREOF, these Articles of Merger have been signed as of this 20th day of April, 2006.

F&M Acquisition Corporation:



Patricia L. Moss
President

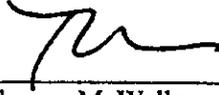
F & M Holding Company:



Clarence Jones
President



Greg Newton
Secretary



Thomas M. Wells
Secretary