

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

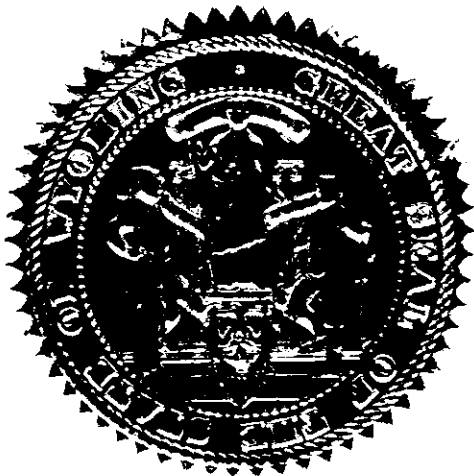
that the annexed copy of the Articles of Merger between MIDWEST OUTDOOR ADVERTISING COMPANY, INC., a domestic corporation, and MARKHAM ADVERTISING COMPANY, INC., a domestic corporation, the survivor, has been carefully compared with the original filed in the office of Secretary of State of Wyoming on the Fifth day of April, A.D., 1962, at 3:00 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 Fifth day of

April, A. D. 19 62.

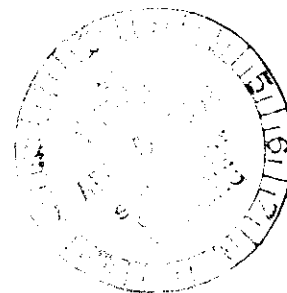


Secretary of State

By Robert Outsen

Deputy

ARTICLES OF MERGER



1 Pursuant to the provisions of Sections 63, 64, 65, 66, and 67
2 of the Wyoming Business Corporation Act, the undersigned, MARKHAM
3 ADVERTISING COMPANY, INC., a Wyoming corporation, with its principal
4 place of business in Casper, Wyoming, and MIDWEST OUTDOOR ADVERTISING
5 COMPANY, INC., a Wyoming corporation, with its principal place of
6 business in Casper, Wyoming, adopt the following Articles of Merger
7 for the purpose of merging them into one such corporation.

I.

8
9 The name of the corporation in which they propose to merge, which
10 is hereinafter designated as the Surviving Corporation, is MARKHAM
11 ADVERTISING COMPANY, INC.

II.

12
13 That there was presented to a joint meeting of the Board of Di-
14 rectors and stockholders of each of the corporations parties to these
15 Articles, these Articles of Merger. That such meetings were held
16 pursuant to written call and waiver of notice, executed by all stock-
17 holders and all directors of the respective corporation, copies of
18 which said calls and waivers are as follows:

CALL AND WAIVER OF NOTICE OF SPECIAL
JOINT MEETING OF THE STOCKHOLDERS AND
BOARD OF DIRECTORS OF
MARKHAM ADVERTISING COMPANY, INC.

19
20
21
22 The undersigned, being all of the Stockholders and
23 members of the Board of Directors of MARKHAM ADVERTI-
24 SING COMPANY, INC., hereby call a joint special mee-
25 ting of the stockholders and of the Board of Directors
26 of said corporation, to be held in Pocatello, Bannock
27 County, Idaho, at 2 o'clock P. M. on the 27th
28 day of March, 1962, in the offices of Zener & Ander-
29 sen, Attorneys at Law, Center Plaza Building, for the
30 purpose of considering and acting upon a proposed mer-
31 ger of MARKHAM ADVERTISING COMPANY, INC., a Wyoming
32 corporation, with MIDWEST OUTDOOR ADVERTISING COMPANY,
INC., a Wyoming corporation, and with MARKHAM'S, INC.,
an Idaho corporation.

The undersigned further consent to the transaction
of any and all other business which may come before
said meeting, and waive any other or further notice
as to the time, place or purpose of said meeting.

The undersigned further consent and agree to a mer-
ger of MARKHAM ADVERTISING COMPANY, INC., a Wyoming

1 corporation, with MIDWEST OUTDOOR ADVERTISING COM-
2 PANY, INC., a Wyoming corporation, and a merger of
3 MARKHAM ADVERTISING COMPANY, INC., a Wyoming corpe-
4 ration, with MARKHAM'S, INC., an Idaho corporation,
5 upon the terms and conditions as set forth in Agree-
6 ment of Merger attached hereto and made a part hereof,
7 and further authorize and direct the proper officers
8 of the corporation to enter into said Merger Agreement.

9 Dated this 27th day of March, 1962.

10 /s/ H. B. Markham
11 Ruth Markham
12 William L. Markham
13 Joseph E. Williams
14 Milton E. Zener
15 Farrell J. Jones
16 H. Bruce Markham

17 CALL AND WAIVER OF NOTICE OF
18 SPECIAL MEETING OF STOCKHOLDERS AND
19 BOARD OF DIRECTORS OF
20 MIDWEST OUTDOOR ADVERTISING COMPANY, INC.
21 (a Wyoming corporation)

22 The undersigned, being all of the stockholders and
23 members of the Board of Directors of Midwest Outdoor
24 Advertising Company, Inc., do hereby call a joint spe-
25 cial meeting of the stockholders and Directors of said
26 corporation, to be held in Pocatello, Bannock County,
27 Idaho, at 2:00 o'clock P. M., on the 27th day of March,
28 1962, in the offices of Zener & Anderson, Attorneys at
29 Law, Center Plaza Building, for the purpose of consider-
30 ing and acting upon a proposed merger of Midwest Out-
31 door Advertising Company, Inc. with Markham Advertising
32 Company, Inc.

The undersigned further consent to the transaction
of any and all other business which may come before said
meeting and waive any other or further notice of the
time, place or purposes of said meeting.

The undersigned further consent and agree to a merger
of Midwest Outdoor Advertising Company, Inc. with Mark-
ham Advertising Company, Inc. upon the terms and condi-
tions as set forth in agreement of merger attached here-
to and made a part hereof, and further authorize and
direct the proper officers of the corporation to enter
into said merger agreement.

/s/ William L. Markham
H. B. Markham
Ruth Markham
H. Bruce Markham

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32

III.

That at such meetings the Board of Directors, by resolution unanimously carried, approved the plan of merger and the execution of these Articles of Merger, and thereafter all of the stockholders of the respective corporations ratified and approved the execution of these Articles of Merger.

IV.

That on the date of the meeting of the stockholders of the corporations parties to these Articles of Merger, there was at that time issued and outstanding 2500 shares of the capital stock of MIDWEST OUTDOOR ADVERTISING COMPANY, INC., issued to and held by the following named stockholders:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	Common Stock
H. B. MARKHAM	1054	" "
RUTH McCORMICK MARKHAM	625	" "
H. BRUCE MARKHAM	410½	" "
WILLIAM L. MARKHAM	410½	" "

That at such meeting of the stockholders all shares, namely, 2500 were voted for the adoption of the plan of merger and the Articles of Merger.

That on the date of the meeting of the stockholders of the corporations parties to these Articles of Merger, there was at that time issued and outstanding 1500 shares of Class "A" common stock of MARKHAM ADVERTISING COMPANY, INC., entitled to one (1) vote for each share, so issued and outstanding and held by the following named stockholders:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	Class "A" Common Stock
H. B. MARKHAM	321	" " "
H. BRUCE MARKHAM	834	" " "
WILLIAM L. MARKHAM	320	" " "
MILTON E. ZENER	One	" " "
PARRELL J. JONES	One	" " "
JOSEPH E. WILLIAMS	23	" " "

1 That at such meeting of the stockholders of MARKHAM ADVERTISING
2 COMPANY, INC. all shares, namely, 1500 were voted for the
3 adoption of the plan of merger and the Articles of Merger.

4 V.

5 That the terms and conditions of this merger are, that upon the
6 endorsement in blank of all of the stock held by the above named
7 stockholders in MIDWEST OUTDOOR ADVERTISING COMPANY, INC., and the
8 surrender of said shares to MARKHAM ADVERTISING COMPANY, INC., that
9 there be issued to the stockholders of MIDWEST OUTDOOR ADVERTISING
10 COMPANY, INC. the following number of shares of Class "A" common voting
11 stock of MARKHAM ADVERTISING COMPANY, INC., to the following named
12 persons:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
H. B. MARKHAM	1610
RUTH McCOMICK MARKHAM	955
WILLIAM L. MARKHAM	627
H. BRUCE MARKHAM	626

13
14
15
16
17
18 And it is further stated that said exchange of stock has been accom-
19 plished, and the stock of MARKHAM ADVERTISING COMPANY, INC. has been
20 issued in pursuance to this plan of merger.

21 VI.

22 This merger shall be deemed to be complete and effective upon the
23 filing of these Articles of Merger with the Secretary of State of the
24 State of Wyoming, and shall have full force and effect in accordance
25 with the provisions of Section 67 of the Wyoming Business Corporation
26 Act, and the Surviving Corporation shall and does assume all of the
27 powers and responsibilities as set forth in said Section 67 of the
28 Wyoming Business Corporation Act.

29 IN WITNESS WHEREOF, the corporations parties to these Articles
30 of Merger have executed the same and attached the seal of the respec-
31 tive corporations, this 27th day of March, 1962.
32

MARKHAM ADVERTISING COMPANY, INC.

ATTEST:

By: [Signature]
President

[Signature]
Secretary

Surviving Corporation

MIDWEST OUTDOOR ADVERTISING COMPANY, INC.

ATTEST:

By: [Signature]
President

[Signature]
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 Articles 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
Residing at Pocatello, Idaho

My commission expires: 11/14/62

STATE OF IDAHO }
County of Bannock } ss:

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 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
Residing at Pocatello, Idaho

My commission expires: 11/14/62

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

3 ^{William L.}
4 ~~W. BRUCE~~ MARKHAM, being duly sworn, on oath deposes and says:

5 That he is the President of Midwest Outdoor Advertising Company,
6 Inc., that he has read the above and foregoing Articles of Merger,
7 knows the contents thereof, and that the same are true as he verily
8 believes, and all acts and things recited therein were and have been
9 accomplished.

10 William L. Markham

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

12 William E. Gunn
13 NOTARY PUBLIC for Idaho

14 Residing at Pocatello, Idaho

15 My commission expires: 11/15/62

16 STATE OF IDAHO, }
17 County of Bannock } ss:

18 On this 27th day of March, in the year 1962, before me, a No-
19 tary Public in and for said State, personally appeared ^{William L.}
20 ~~W. BRUCE~~ MARKHAM, known to me to be the President of the corporation that
21 executed the foregoing instrument, and acknowledged to me that such
22 corporation executed the same.

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

26 William E. Gunn
27 NOTARY PUBLIC for Idaho

28 Residing at Pocatello, Idaho

29 My commission expires: 11/15/62