

# State of Idaho



## CERTIFICATE OF MERGER OR CONSOLIDATION

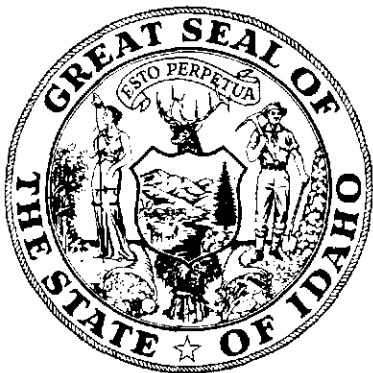
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of TOMLINSON & ASSOCIATES, INC. and TRESOLES, INC.

into THE HOME COMPANY,

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of Merger.

Dated December 23, 19 85.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF MERGER OF  
TOMLINSON & ASSOCIATES, INC.  
(An Idaho Corporation)

and

TRESOLES, INC.  
(An Idaho Corporation)

into

THE HOME COMPANY  
(An Idaho Corporation)

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

The Plan and Agreement of Merger dated August 1, 1985, between the aforementioned corporations was approved by the shareholders of each of said corporations in the manner prescribed by the Idaho Business Corporation Act.

The original Plan and Agreement of Merger of said corporations is appended hereto as Exhibit "1" which has been duly signed and acknowledged by the appropriate officers of each of said corporations.

As to each of the undersigned corporations, the number of shares outstanding are as set forth in paragraph (5) of the Plan and Agreement of Merger.

DEC 23 3 15 PM '85  
SECRETARY OF STATE

As to each of the undersigned corporations, the total number of shares who voted for and against the Plan and Agreement of Merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Tomlinson & Associates	600	-0-
Tresoles, Inc.	100	-0-
The Home Company	100	-0-

DATED this 24 day of December, 1985.

TOMLINSON & ASSOCIATES, INC.

By James R. Tomlinson  
James R. Tomlinson, President

ATTEST:

By Gerald Bauman  
Gerald Bauman, Secretary

TRESOLES, INC.

By Thomas E. Dillon  
Thomas E. Dillon, President

ATTEST:

By James R. Tomlinson  
James R. Tomlinson, Secretary

THE HOME COMPANY

By James R. Tomlinson  
James R. Tomlinson, President

ATTEST:


By Thomas E. Dillon  
Thomas E. Dillon, Secretary

STATE OF IDAHO            )  
County of Ada            )

The undersigned certifies that he is the President of Tomlinson & Associates, Inc., and further certifies that the matters contained in the foregoing Articles of Merger are true and correct in all respects as he verily believes.


James R. Tomlinson  
James R. Tomlinson

SUBSCRIBED AND SWORN to before me this 21 day of December, 1985.


  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires:

STATE OF IDAHO           )  
County of Ada             ) ss.

The undersigned certifies that he is the President of Tresoles, Inc., and further certifies that the matters contained in the foregoing Articles of Merger are true and correct in all respects as he verily believes.

  
Thomas E. Dillon

SUBSCRIBED AND SWORN to before me this 21 day of December, 1985.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires:


STATE OF IDAHO )

County of Ada )

The undersigned certifies that he is the President of The Home Company, and further certifies that the matters contained in the foregoing Articles of Merger are true and correct in all respects as he verily believes.

James R. Tomlinson  
James R. Tomlinson

SUBSCRIBED AND SWORN to before me this 21 day of  
December, 1985.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires:

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated this 1st day of August, 1985 between The Home Company, an Idaho Corporation, Tomlinson & Associates, Inc., an Idaho Corporation, and Tresoles, Inc., an Idaho Corporation.

RECITALS:

1. The Home Company, Tomlinson & Associates, Inc. and Tresoles, Inc. are validly organized, existing and in good standing under the laws of the State of Idaho.

2. The Home Company has an authorized capital of 250 shares of non-assessable common stock, without par value. One hundred shares of the common stock of the corporation are issued and outstanding.

3. Tomlinson & Associates, Inc., has an authorized capital of 600 shares of non-assessable common stock with a par value of \$1.00 per share. Six hundred shares of the common stock of the corporation are issued and outstanding.

4. Tresoles, Inc. has an authorized capital of 100 shares of non-assessable common stock without par value. One hundred shares of the common stock of the corporation are issued and outstanding.

5. The boards of directors of each of said corporations deem it advisable and in the best interests of their

respective corporations and stockholders that Tomlinson & Associates, Inc. and Tresoles, Inc. merge with and into The Home Company in accordance with the provisions of applicable statutes of the State of Idaho and have entered into this Plan and Agreement of Merger in connection with the merger.

NOW, THEREFORE, FOR AND IN CONSIDERATION of the recitals and the mutual covenants and promises of the parties hereto, each of the corporations agree with the others to merge into a single corporation which shall be The Home Company, the surviving corporation, whose name shall be changed and its Articles of Incorporation shall be amended in other respects as provided herein pursuant to the laws of the State of Idaho and agree upon and prescribe the terms and conditions of the statutory merger, the mode of carrying it into effect and the manner and basis of converting the shares of Tresoles, Inc. and Tomlinson & Associates, Inc. into shares of The Home Company, the "surviving corporation", as herein set forth:

1. The Home Company to be Surviving Corporation. On the effective date of the merger, Tomlinson & Associates, Inc. and Tresoles, Inc. shall be merged with and into The Home Company and the separate existence of Tomlinson & Associates, Inc. and Tresoles, Inc. shall cease; each of the corporations shall become a single corporation named "The Home Company", an Idaho corporation, which shall be the surviving corporation.

2. Amendment to Articles of Incorporation. The Articles of Incorporation of The Home Company shall be amended to read as set forth in Exhibit "A" to this Agreement: Said Amended Articles of Incorporation shall continue to be the Articles of Incorporation of the surviving corporation until further amended in accordance with the corporation law of the State of Idaho.

3. By-Laws of Surviving Corporation. The by-laws of Tomlinson & Associates, Inc. in effect immediately prior to the effective date of the merger shall continue to be the by-laws of the surviving corporation until altered or repealed in the manner provided by law in such by-laws, ~~which are set forth in Exhibit "B" to this Agreement.~~

4. Directors and Officers of Surviving Corporation. The directors of Tomlinson & Associates, Inc. immediately prior to the effective date of the merger, to wit: James R. Tomlinson, Bryce L. Peterson, Thomas E. Dillon, Gerald C. Bauman and Fredric V. Shoemaker, shall continue to be the directors of the surviving corporation, to hold office for the terms specified in the by-laws of the surviving corporation and until their respective successors are duly elected and qualified. The officers of the surviving corporation shall be as follows until their respective successors are duly elected and qualified:

President	James R. Tomlinson
Vice President	Thomas E. Dillon
Secretary	Gerald Bauman
Treasurer	Bryce L. Peterson

5. Existing Stock Ownership of the Corporation. The ownership of stock in each of the respective corporations is, prior to the effective date of this Agreement, as follows:

Tresoles, Inc.

<u>Stockholder</u>	<u>Number of Shares</u>
James R. Tomlinson	25
Thomas E. Dillon	25
Bryce L. Peterson	25
Gerald Bauman	25
Total	<u>100</u>

The Home Company

James R. Tomlinson	25
Thomas E. Dillon	25
Bryce L. Peterson	25
Gerald Bauman	25
Total	<u>100</u>

Tomlinson & Associates, Inc.

James R. Tomlinson	150
Thomas E. Dillon	150
Bryce L. Peterson	150
Gerald Bauman	150
Total	<u>600</u>

6. Manner and Basis of Conversion of Shares. The treatment of the shares of The Home Company and the manner of converting the shares of Tresoles, Inc. and Tomlinson & Associates, Inc. into shares of common stock of The Home Company as the surviving corporation shall be as follows:

(a) Each share of the common stock of The Home Company which is issued and outstanding immediately prior to the effective date of the merger shall not be affected, converted, or exchanged as a result of the merger, and shall continue to be one fully paid and non-assessable share of the surviving corporation's common stock without par value.

(b) Each share of common stock of Tomlinson & Associates, Inc. which is issued and outstanding immediately prior to the effective date of the merger shall, by virtue of the merger, be converted into and become without action on the part of the holder of such common stock, one share of one fully paid and non-assessable share of the common stock of the surviving corporation.

(c) Each share of Tresoles, Inc.'s common stock which is issued and outstanding immediately prior to the effective date of the merger shall, by virtue of the merger, be converted into and become, without action on the part of the holder of such common stock, one fully paid and non-assessable share of the common stock of the surviving corporation.

(d) As soon as practicable after the effective date of the merger, each holder of outstanding certificates for common stock theretofore issued by Tomlinson & Associates, Inc. and Tresoles, Inc. shall be entitled, upon surrender of the same by such holder for cancellation, as directed by the

surviving corporation, to receive new certificates for the number of shares of common stock of the surviving corporation to which he is entitled.

7. Effect of Merger. On the effective date of the merger, the surviving corporation shall possess all the rights, privileges, powers and franchises of a public as well as a private nature of each of the corporations, and shall become subject to all of the corporations and all of the singular right, privileges, powers and franchises of each of the corporations. All property, real, persona and mixed, and debts due to each of the corporations on whatever account, including stock subscriptions as well as all other things in action or belonging to each of the corporations shall be vested in the surviving corporation; and all property, assets, rights, privileges, powers, franchises and immunities, and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective corporations, and the title to any real estate vested by deed or otherwise in either of the corporations shall not revert or be in any impaired by reason of the merger; provided, however, that all of the creditors and liens upon any property of either of the corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective corporations shall thenceforth attach to the surviving corporation, and may be enforced against it to the

same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

If at any time after the merger becomes effective, it shall appear to the surviving corporation that any further assignments or assurances are necessary or desirable to evidence the vesting in the surviving corporation of the title to any of the property or rights of Tomlinson & Associates, Inc. and Tresoles, Inc. those persons who were proper officers and directors of Tomlinson & Associates, Inc. and Tresoles, Inc. as of the effective date of the merger shall execute, acknowledge and deliver such assignments or other instruments and do such acts as may be necessary or appropriate to evidence the vesting of title to such property or rights of the surviving corporation. For such purposes, the capacity and authority of Tomlinson & Associates, Inc. and Tresoles, Inc. and its officers shall be deemed to be continuing.

8. Submission to Stockholders; Effective Date. This Agreement shall be submitted to the stockholders of the corporations pursuant to law, and if the votes of the stockholders of each such corporation representing a majority of the shares entitled to vote thereon shall be in favor of the adoption of this Agreement take effect as the agreement of merger of the corporations on August 1, 1985.

9. Resultant Stock Ownership in the Surviving Corporation and Increase in Authorized Capital. As a result

of this merger, there shall be a total of 800 shares of non-assessable common stock, without par value, of The Home Company. Such stock shall be owned by the following persons and in the following amounts:

James R. Tomlinson	200
Thomas E. Dillon	200
Bryce L. Peterson	200
Gerald Bauman	<u>200</u>
Total	<u>800</u>

The authorized capital stock of The Home Company shall be increased from 250 to 800 and the Articles of Incorporation shall be amended to reflect this increase in authorized capital.

IN WITNESS WHEREOF, the undersigned officers have signed their names hereto and have caused their respective corporate seals of the corporations to be affixed hereto this 1st day of August, 1985.

TOMLINSON & ASSOCIATES, INC.

By James R. Tomlinson  
James R. Tomlinson, President

ATTEST:

Gerald Bauman  
Gerald Bauman, Secretary

TRESOLES, INC.

By   
Thomas E. Dillon, President

ATTEST:

  
James R. Tomlinson, Secretary

THE HOME COMPANY

By   
James R. Tomlinson,  
Vice-President

ATTEST:

  
Thomas E. Dillon, Secretary

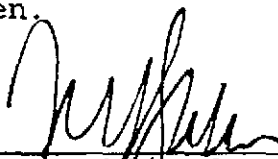
STATE OF IDAHO )

ss.

County of Ada )

On this 15<sup>th</sup> day of August, 1985, before me, the undersigned, a notary public in and for said state, personally appeared JAMES R. TOMLINSON and GERALD BAUMAN, known to me to be the President and Secretary, respectively, of TOMLINSON & ASSOCIATES, INC., and acknowledged to me that they signed the foregoing instrument on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho


STATE OF IDAHO )

ss.

County of Ada )

On this 15<sup>th</sup> day of August, 1985, before me, the undersigned, a notary public in and for said state, personally appeared THOMAS E. DILLON and JAMES R. TOMLINSON, known to me to be the President and Secretary, respectively, of TRESOLES, INC., and acknowledged to me that they signed the foregoing instrument on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho


STATE OF IDAHO )

ss.

County of Ada )

On this 15 day of August, 1985, before me, the undersigned, a notary public in and for said state, personally appeared JAMES R. TOMLINSON and THOMAS E. DILLON, known to me to be the Vice-President and Secretary, respectively, of THE HOME COMPANY, and acknowledged to me that they signed the foregoing instrument on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho

ARTICLES OF INCORPORATION  
OF  
THE HOME COMPANY

KNOW ALL MEN BY THESE PRESENTS, That We, the undersigned, pursuant to the Articles of Merger executed on even date herewith and the Plan and Agreement of Merger dated August 1, 1985, for the purpose of providing Articles of Incorporation for the surviving corporation, The Home Company, set forth in said Articles of Merger and Plan and Agreement of Merger, pursuant to the Idaho Business Corporation Act, as now in effect or as may hereafter be amended, do hereby certify as follows:

ARTICLE I

The name of the corporation is The Home Company.

ARTICLE II

The objects and purposes for which this corporation is organized and the powers of such corporation are as follows:

1. To acquire and own commercial or residential real estate property, to finance and to arrange for financing for others, to sell syndicated security interests in such properties, to conduct a real estate sales office and broker sale and listing of all types of real property, and have the power to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to the purposes and powers hereinafter set forth.

2. To acquire, purchase, sell or otherwise deal in contracts, mortgages, trust deeds and all other forms of real property, securities, equities and interests.

3. To invest in lands and all forms of realty and personal property, and to buy, sell, hypothecate, mortgage, pledge, bargain, trade, acquire and dispose of in any way or manner whatsoever all forms of realty and personalty.

4. To loan money on realty, personalty or interests therein and to otherwise deal in any way or manner whatsoever in tangible or intangible property interest, both real and personal.

5. To own and hold real and personal property and to rent or lease the same.

6. To do any and all things necessary, reasonable, proper, convenient or incident to carrying out the purposes for which this corporation is formed.

7. To borrow money and to pledge, mortgage or hypothecate corporation property, or in any way or manner secure the payment of the same.

8. To conduct business in this state or any other state, District of Columbia, territories and colonies of the United States and foreign countries or territories, and to maintain one or more places of business outside this state, and to receive, purchase, hold, acquire, mortgage, assign, transfer, lease, release, convey and otherwise deal in and with any real or personal property or any interest therein, either within or outside the State of Idaho, reasonably calculated to promote the purposes hereinabove stated to this corporation.

9. To acquire the operating name, goodwill, property rights, and the whole or any part of any estate, tangible or intangible, or of any business, and to assume the liabilities of any person, firm association, corporation or other business organization and pay for said good will, property rights, and assets in cash and the stock of this company, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor thereof, and to hold in any manner or dispose of all or any part of the property so acquired.

10. To conduct in any lawful manner the whole or any part of any business so acquired and to exercise all of the powers necessary and expedient in and about the conduct and management of such business or businesses, directly or indirectly related to the purposes and objects of this corporation, or though not so connected, to preserve or protect the assets of this corporation.

11. To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge and reissue, shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

12. To have, exercise, enjoin and participate in all powers now or hereafter granted to corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by Chapter I, Title 30, Idaho Code, including any future amendments thereto.

13. To do all things which a natural person might do, it being expressly provided that the aforesaid enumeration of purposes shall not be construed to be limitations upon the powers and purposes of this corporation.

#### ARTICLE III

This corporation shall have perpetual existence.

#### ARTICLE IV

The address of the initial registered office of the corporation shall be Suite 501, IB&T Center, Boise, Idaho, and the name of its initial registered agent at such address is James R. Tomlinson.

#### ARTICLE V

The shares of stock to be issued by the corporation shall consist of one class only, and the aggregate number of shares which the corporation shall be authorized to issue shall be 800 shares of stock, having the par value of \$1.00 per share. All shares of stock shall have the same rights in such corporation and shall be nonassessable when paid in full.

#### ARTICLE VI

The name and post office address of the Board of Directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gerald Bauman	910 E. Ash Caldwell, Idaho 83605
Thomas E. Dillon	Route 9, Box 168A Caldwell, Idaho 83605
Bryce L. Peterson	360 N. Civic, Apt. 508 Walnut Creek, CA 94596

James R. Tomlinson

P. O. Box 108  
Boise, Idaho 83701


ARTICLE VII

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.


This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

We, the undersigned members of the Board of Directors of the corporation, for the purpose of establishing Articles of Incorporation for The Home Company, as a successor corporation under the Articles of Merger and Plan and Agreement of Merger, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, have hereunto set my name, hand and seal this 21st day of December, 1985.

  
James R. Tomlinson

  
Gerald Bauman

  
Thomas E. Dillon

  
Bryce L. Peterson