

State of Idaho

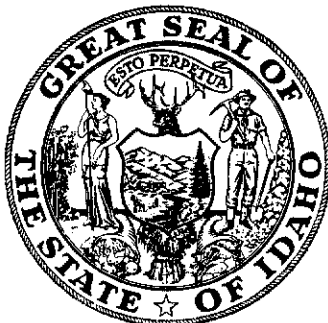
Department of State

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 MEADOWBROOK ESTATES, INC., a Delaware corporation, file number C 101739, into MEADOWBROOK ESTATES, INC., an Idaho corporation, file number C 115106, duly executed 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: May 24, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

L. Dumas

NOTED 12/21/96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF MERGER OF

MEADOWBROOK ESTATES, INC., a Delaware Corporation
into MEADOWBROOK ESTATES, INC., an Idaho Corporation

IDAHO SECRETARY OF STATE
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CK #: 23777 CUST# 2034
MERGER
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Pursuant to the provision of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merge for the purpose of merging MEADOWBROOK ESTATES, INC., a Delaware corporation, into MEADOWBROOK ESTATES, INC., an Idaho corporation, as the surviving corporation.

1. The following Plan of Merger was approved by the shareholders of each of the undersigned corporations, by the shareholders of MEADOWBROOK ESTATES, INC., an Idaho corporation, which is the surviving corporation, in a manner provided by the Idaho Business Corporation Act, and by the shareholders of MEADOWBROOK ESTATES, INC., a Delaware corporation, which is the merged corporation, in a manner provided by the corporate statutes of the state of Delaware.

a. **Name of Surviving Corporation.** The name of the surviving corporation shall from and after the effective date of this merger be MEADOWBROOK ESTATES, INC.

b. **Office of the Surviving Corporation.** The principal office of the surviving corporation shall be located at 5243 Steele Avenue, Iona, Idaho 83427, and the mailing address of the surviving corporation shall be Post Office Box 483, Iona, Idaho 83427.

c. **Managing Agent of the Surviving Corporation.** The managing agent of the surviving corporation in Idaho shall be ALBAN HATCH, whose street address is 5243 Steele Avenue, Iona, Idaho 83427, and whose mailing address is Post Office Box 483, Iona, Idaho 83427.

d. **Purposes of Surviving Corporation.** The purposes for which said corporation is formed are as follows:

(1) To purchase or otherwise acquire, hold, and own real estate and to subdivide, plat, sell, lease, or otherwise dispose of the same; to develop and improve real estate and to build houses, buildings, and improvements and to sell, mortgage, or otherwise dispose of the same; to lease or rent out or operate the property belonging to the corporation and contract with respect to any and all of said purposes.

(2) To acquire by purchase, lease, or otherwise, lands or interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held, or occupied by the corporation, buildings, or other structures with their appurtenances; and to rebuild, alter, or improve any

building or other structures now or hereafter erected on any lands so owned, held, or occupied; and to mortgage, sell, lease, or otherwise dispose of any lands or interest in lands and in buildings or other structures at any time owned or held by the corporation.

(3) To buy, sell, exchange, and generally deal in real properties, improved and unimproved, and buildings of every kind and description; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved and unimproved, and upon personal property, giving or taking evidence of indebtedness and securing the payment thereof by mortgage, trust deed, pledge, or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire for the purpose of holding or disposing of the same, real or personal property of every kind and description.

(4) To buy and sell, manufacture, distribute, lease, and otherwise deal in, at wholesale and retail, new and used construction machinery, equipment, parts, and supplies; automotive vehicles, parts, supplies, and accessories; construction and building materials, tools, and supplies; and generally dealing in all types of supplies and equipment used in construction, contracting, and building.

(5) To build, erect, construct, lease, or otherwise acquire, manage, occupy, maintain, and operate farming and agricultural lands, commercial buildings, dwelling houses, apartment houses, and lands of all kinds for the accommodation of the public and of individuals; to keep, manage, conduct, and operate farming and agricultural lands, commercial buildings, dwelling houses or apartment houses, or other business structures.

(6) To manage real estate and to act as agent, nominee or attorney in fact for any persons or corporations in buying, selling, holding, and dealing in real estate and any interest therein, and choses in action secured thereby, and other personal property, collateral thereto, and in supervising, managing, and protecting said property and any interest therein and claims affecting the same.

(7) In general, to conduct in all the several departments and branches, the business of owning, operating, managing, improving, subdividing, and selling property, and the construction of buildings and dwelling houses and the sales thereof; the operation of a sales and rental business for construction, contracting, and building materials, and equipment, machinery, and supplies; and to do everything necessary and conducive to the full accomplishment of the foregoing objectives.

(8) To transact any and all lawful business for which corporations may be incorporated within and under the Idaho Business Corporations Act.

(9) To have the general powers as stated in Section 30-1-4 of the Idaho Code.

(10) To engage in any or all of the purposes or powers enumerated in this Article II as a partner, joint venturer, or limited liability member in such transactions.

(11) The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

e. **Capitalization.** The surviving corporation shall be capitalized at the sum of One Hundred Thousand Dollars (\$100,000) to consist of Ten Thousand (10,000) shares of common capital stock of the par value of Ten Dollars (\$10) per share. All such shares are designated common shares and are one and the same class and shall have full voting powers and equal rights of participation and dividends and assets of the surviving corporation and shall be known as so.

f. **Contracts.** No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation, is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any director, individually, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, and if any director of the corporation is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

g. **Bylaws.** The bylaws of MEADOWBROOK ESTATES, INC., an Idaho corporation, as they shall exist upon the effective date of this merger, shall be and remain and continue to be the bylaws until they are altered, amended, or repealed as therein provided.

h. **Directors and Officers.** The persons who are directors of MEADOWBROOK ESTATES, INC., an Idaho corporation, on the effective date of this merger, shall be and remain and continue to be the directors of the surviving corporation and are named as follows:

DIRECTORS

Alban Hatch
5243 Steele Avenue
Iona, Idaho 83427

Sherri Hatch
5243 Steele Avenue
Iona, Idaho 83427

Such directors shall hold office until the next annual meeting of the surviving corporation after the effective date of this merger, and the election of the Board of Directors thereat

or until their respective successors are elected or appointed and qualified.

All persons who are officers of the surviving corporation on the effective date of this merger shall be and remain and continue to be officers of the surviving corporation, subject to the provisions of the bylaws of such surviving corporation. The officers of the surviving corporation who shall server as hereinabove set forth are as follows:

OFFICERS

Alban Hatch
5243 Steele Avenue
Iona, Idaho 83427

President

Sherri Hatch
5243 Steele Avenue
Iona, Idaho 83427

Secretary/Treasurer

The officers shall serve in such capacity until the first regular meeting of the board following the next annual meeting of stockholders, or until their successors shall have been elected or appointed and qualified.

i. **Effective Date of Merger.** This agreement of merger and the merger herein provided for shall be effective as of the 24th day of May, 1996. The separate existence of MEADOWBROOK ESTATES, INC., a Delaware corporation, except insofar as it may be continued by statute, shall cease as soon as this Agreement of Merger shall have been adopted, approved, signed, and acknowledged in accordance with the laws of the State of Idaho. This Agreement of Merger shall be filed in the office of the Secretary of State of the State of Idaho.

j. **Corporate Identity.** The corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of MEADOWBROOK ESTATES, INC., an Idaho corporation, shall continue unaffected and unimpaired by the merger herein provided for and the corporate identities, existences, purposes, powers, objects, franchises, rights, and immunities of MEADOWBROOK ESTATES, INC., a Delaware corporation, shall be continued in and merged with and into MEADOWBROOK ESTATES, INC., an Idaho corporation, and MEADOWBROOK ESTATES, INC., an Idaho corporation, shall be fully vested therewith.

k. **Conversion of Shares.** The conversion of shares of the corporation, MEADOWBROOK ESTATES, INC., a Delaware corporation, into shares of the surviving corporation, MEADOWBROOK ESTATES, INC., an Idaho corporation, shall be as follows:

(1) As of the effective date of the merger, each one (1) share of stock of MEADOWBROOK ESTATES, INC., a Delaware corporation, shall be converted into one (1) share of common stock of MEADOWBROOK ESTATES, INC., an Idaho corporation. The certificates representing each of such shares shall be surrendered and new certificates issued of the surviving corporation upon the rate as herein set forth.

1. Effect of Merger. Upon this merger becoming effective:

(1) The surviving corporation, MEADOWBROOK ESTATES, INC., an Idaho corporation, shall possess all of the rights, privileges, powers, and franchises, and shall be subject to all of the restrictions, disabilities, obligations, and duties of the merged corporation MEADOWBROOK ESTATES, INC., a Delaware corporation, except as herein provided and except as otherwise provided by law.

(2) The surviving corporation, MEADOWBROOK ESTATES, INC., an Idaho corporation, shall be vested with all property, real, personal, and mixed, and all debts due to the merged corporation, MEADOWBROOK ESTATES, INC., a Delaware corporation, on whatever account, as well as all other things in action due or belonging to said merged corporation.

(3) All property rights, privileges, powers, and franchises of MEADOWBROOK ESTATES, INC., a Delaware corporation, shall be hereafter, as effectually, the property of the surviving corporation, MEADOWBROOK ESTATES, INC., an Idaho corporation, as they were of said merged corporation, but all rights of creditors and all liens upon any property of the merged corporation shall be preserved unimpaired, and all debts, liabilities, obligations, and duties of the merged corporation shall hence forth attach to and are hereby assumed by the surviving corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations, and duties had been incurred or contracted by it.

m. **Delivery of Documents.** Upon the effective date of the merger and at such time as and when requested by the surviving corporation, MEADOWBROOK ESTATES, INC., an Idaho corporation, or by its successors or assigns, the merged corporation MEADOWBROOK ESTATES, INC., a Delaware corporation, shall execute and deliver or cause to be executed and delivered all documents of transfer and any and all other instruments and shall take or cause to be taken all such other and further actions as the surviving corporation may deem necessary and desirable in order to more fully vest in and confirm to the surviving corporation all title to and possession of all of the property, rights, privileges, powers, and franchises hereinabove referred to, and otherwise to carry out the intent and purposes of this Agreement of Merger.

n. **Duration.** The duration of the merged and surviving corporation, MEADOWBROOK ESTATES, INC., an Idaho corporation, shall be perpetual.

2. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on each plan are as follows:


Name of Corporation	No. of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
MEADOWBROOK ESTATES, INC., a Delaware corporation	500	Common	500
MEADOWBROOK ESTATES, INC., an Idaho corporation	202	Common	202

3. As to each of the undersigned corporations, a total number of shares voted for and against such plan respectively and as to each class entitled to vote thereon as a class the number of shares of such class voted for and against such plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares Entitled to Vote as a Class		
			Class	Voted For	Voted Against
MEADOWBROOK ESTATES, INC., a Delaware corporation	500	0	Common	500	0
MEADOWBROOK ESTATES, INC., an Idaho corporation	202	0	Common	202	0

DATED this 23rd day of May, 1996.

MEADOWBROOK ESTATES, INC., a
Delaware corporation

By: 
ALBAN HATCH, President

ATTEST:


SHERRI HATCH, Secretary

MEADOWBROOK ESTATES, INC., an Idaho corporation

By: *Alban Hatch*
ALBAN HATCH, President

ATTEST:

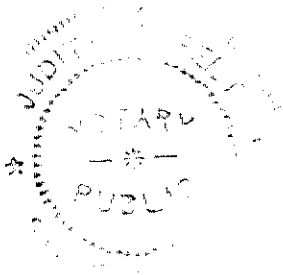
Sherri Hatch
SHERRI HATCH, Secretary

STATE OF IDAHO)
 :
County of Bonneville)

I, JUDITH M. FELT, a notary public for the State of Idaho, do hereby certify that on this 23 day of May, 1996, personally appeared before me ALBAN HATCH and SHERRI HATCH who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of MEADOWBROOK ESTATES, INC., a Delaware corporation, that they signed the foregoing document as such respective officers of the corporation, and that the statements therein contained are true.

Alban Hatch
ALBAN HATCH, President

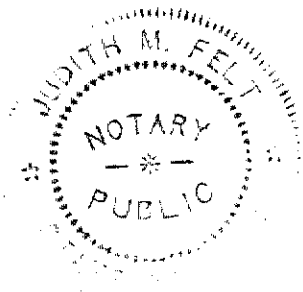
Sherri Hatch
SHERRI HATCH, Secretary



Judith M. Felt
Notary Public for the State of Idaho
Residing at *Idaho Falls*
My Commission expires: *6/8/96*

STATE OF IDAHO)
 :
County of Bonneville)

I, JUDITH M. FELT, a notary public for the State of Idaho, do hereby certify that on this 23 day of May, 1996, personally appeared before me ALBAN HATCH and SHERRI HATCH who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of MEADOWBROOK ESTATES, INC., an Idaho corporation, that they signed the foregoing document as such respective officers of the corporation, and that the statements therein contained are true.



Alban Hatch
ALBAN HATCH, President

Sherril Hatch
SHERRI HATCH, Secretary

Judith M. Felt
Notary Public for the State of Idaho
Residing at *Idaho Falls*
My Commission expires: *6/8/96*

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