

C 26281

# State of Idaho

## Department of State

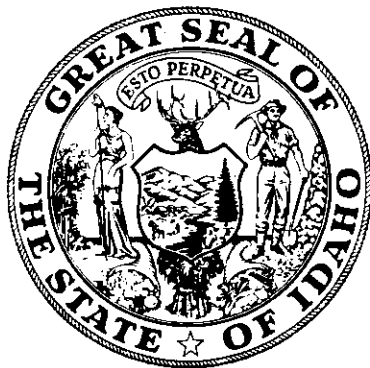
### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of \_\_\_\_\_  
BLACKER REALTY COMPANY, an Idaho corporation,

into BLACKER APPLIANCE AND FURNITURE OF CALDWELL, INC., an Idaho corporation,  
 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 June 23, 19 88.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Lucy J. Cook*  
 Corporation Clerk

**BLACKER APPLIANCE & FURNITURE OF CALDWELL, INC.  
AND BLACKER REALTY COMPANY  
ARTICLES OF MERGER**

JUN 23 11 38 AM '88  
SECRETARY OF STATE

We, James C. Blacker, President of Blacker Appliance and Furniture of Caldwell, Inc. and Blacker Realty Company, and Kyle C. Blacker, Secretary of Blacker Appliance and Furniture of Caldwell, Inc. and Blacker Realty Company affirm the following:

1. The Plan of Merger between Blacker Appliance and Furniture of Caldwell, Inc. and Blacker Realty Company is as set forth below:

**BLACKER APPLIANCE & FURNITURE OF CALDWELL, INC.  
AND BLACKER REALTY COMPANY  
PLAN OF MERGER**

The terms of this Plan of Merger are as follows:

1. The merging Corporations are:
  - a) Blacker Appliance and Furniture of Caldwell, Inc.
  - and
  - b) Blacker Realty Company
2. The merger shall become effective February 29, 1988, after such approval of the Boards of Directors and Shareholders of the merging Corporations as is required by the Corporation laws of the State of Idaho.
3. Each Shareholder of Blacker Realty Company shall surrender his or her stock in Blacker Realty Company in exchange for newly issued common, voting, convertible stock of Blacker Appliance and Furniture of Caldwell, Inc. The exchange shall be on a share-for-share basis, with holders of fractional shares receiving fractional equivalents.
4. The terms of Blacker Appliance and Furniture of Caldwell, Inc. stock received by Blacker Realty Company Shareholders are as follows:

- Common, Voting Stock
- No Par Value
- Each share shall be convertible into 50 Shares of \$500, non-voting, 5% Cumulative Preferred Stock

5. The surviving Corporation shall be Blacker Appliance and Furniture of Caldwell, Inc.

2. The number of shares outstanding in the merging Corporations is as set forth below:

Blacker Appliance and Furniture of Caldwell, Inc. - 48.36 Shares

Blacker Realty Company - 50 Shares

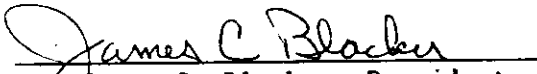
3. The number of shares voted for and against the Plan of Merger is as set forth below:

Blacker Appliance and Furniture of Caldwell, Inc.	For:	48.36 Shares
	Against:	-0- Shares
	Absent:	-0- Shares

Total Shares Entitled to Vote: 48.36 Shares

Blacker Realty Company -	For:	25.79 Shares
	Against:	-0- Shares
	Absent:	24.21 Shares

Total Shares Entitled to Vote: 50.00 Shares

  
 \_\_\_\_\_  
 James C. Blacker, President of  
 Blacker Appliance & Furniture of Caldwell, Inc.

  
 \_\_\_\_\_  
 Kyle C. Blacker, Secretary of  
 Blacker Appliance & Furniture of Caldwell, Inc.

- Common, Voting Stock
- No Par Value
- Each Share Shall be Convertible into 50 Shares of \$500, non-voting, 5% Cumulative Preferred Stock

5. The surviving Corporation shall be Blacker Appliance and Furniture of Caldwell, Inc.

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Blacker Appliance and Furniture of Caldwell, Inc. - 48.36 Shares

Blacker Realty Company - 50 Shares

3. The number of shares voted for and against the Plan of Merger is as set forth below:

Blacker Appliance and Furniture of Caldwell, Inc.

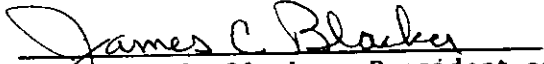
For: 48.36 Shares  
 Against: -0- Shares  
 Absent: -0- Shares

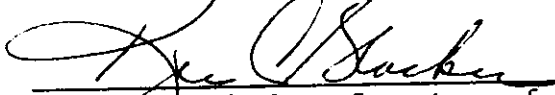
Total Shares Entitled to Vote: 48.36 Shares

Blacker Realty Company -

For: 25.79 Shares  
 Against: -0- Shares  
 Absent: 24.21 Shares


Total Shares Entitled to Vote: 50.00 Shares

  
 \_\_\_\_\_  
 James C. Blacker, President of  
 Blacker Realty Company

  
 \_\_\_\_\_  
 Kyle C. Blacker, Secretary of  
 Blacker Realty Company

STATE OF IDAHO )  
 ) SS  
COUNTY OF ADA )

I, Melanie Blair, a notary public, do hereby certify that on this 31st day of May, 1988, personally appeared before me Kyle C. Blacker, who, being by me first duly sworn, declared that he is the Secretary of Blacker Realty Company, that he signed the foregoing document as Secretary of the Corporation, and that the statements therein contained are true.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Boise, Idaho  
My Commission Expires: 6/90

STATE OF IDAHO )  
                  ) SS  
COUNTY OF ADA  )

I, Melanie Blair, a notary public, do hereby certify that on this 31st day of May, 1988, personally appeared before me Kyle C. Blacker, who, being by me first duly sworn, declared that he is the Secretary of Blacker Appliance & Furniture of Caldwell, Inc., that he signed the foregoing document as Secretary of the Corporation, and that the statements therein contained are true.



\_\_\_\_\_  
Notary Public for Idaho

Residing at: *Bonne*

My Commission Expires: 6/90

*Ag't. Knox*

**INDEXED**

Reception No. **151234**

STATE OF IDAHO }  
County of Jerome }

I hereby certify that this instrument was filed for re-

cord at the request of *Paul Peterson Deputy*

at *3 1/2* minutes past *6* o'clock *P.M.* this *6* day of *July* 19*63*

in my office and duly recorded in Book \_\_\_\_\_ at

Page *1* of *1* *Paul Peterson*  
Ex-Officio Recorder.  
Deputy.

By *PS*  
Fees \$ *1.00*  
Return to \_\_\_\_\_