

FILED EFFECTIVE

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SEC-STATE

ARTICLES OF MERGER

1. Pursuant to the provisions of Idaho Code § 30-1-1106, the directors and stockholders of W. R. Clay Inc., and the directors and stockholders of Idaho Customs Doors Inc., have adopted and approved a plan of merger in which W. R. Clay Inc., is the surviving Corporation.

2. The articles of incorporation of W. R. Clay Inc., are amended only to change its name to W.R. Clay Idaho Custom Doors, Inc.

3. The plan of merger between the above referenced corporations was duly approved by the shareholders of each corporation.

4. The plan of merger is set forth in the Agreement and Plan of Merger, a copy of which is attached hereto and marked Exhibit "A" and by this reference is made a part hereof as though set forth at length herein.

5. The number of outstanding shares of stock of W. R. Clay Inc., is five thousand shares at no par value.

6. The number of outstanding shares of Idaho Custom Doors is one hundred shares at no par value.

7. All outstanding shares of W. R. Clay Inc., were voted for the plan of merger.

8. All outstanding shares of Idaho Custom Doors Inc., were voted for the plan of merger.

DATED this 4th day of November, 2005.

W.R. CLAY INC.

IDAHO CUSTOM DOORS INC.

By William R. Clay
WILLIAM R. CLAY, President

By William R. Clay
WILLIAM R. CLAY, President

IDAHO SECRETARY OF STATE
11/07/2005 05:00
CK: 6637 CT: 21151 BH: 920952
1 @ 30.00 = 30.00 MERGER # 2

C 142749

ATTEST:

Jacqueline K. Clay
JACQUELINE K. CLAY, Secretary

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Jacqueline K. Clay
JACQUELINE K. CLAY, Secretary

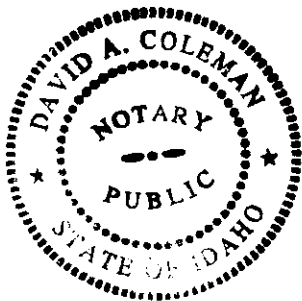
STATE OF IDAHO)
) ss.
County of Twin Falls)

JACQUELINE K. CLAY, being first duly sworn, deposes and states as follows:

That she is the secretary of W.R. CLAY INC.; that she has read the above and foregoing ARTICLES OF MERGER, knows the contents thereof, and believes the facts stated therein to be true.

Jacqueline K. Clay
JACQUELINE K. CLAY

SUBSCRIBED and SWORN to before me this 4th day of November, 2005.



David A. Coleman
NOTARY PUBLIC


Residing at: Twin Falls, Idaho

My Commission Expires: 11-17-2010

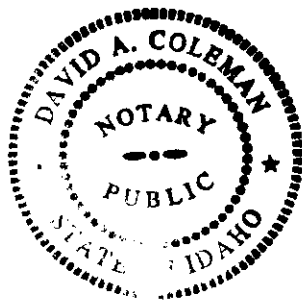
STATE OF IDAHO)
) ss.
County of Twin Falls)

JACQUELINE K. CLAY, being first duly sworn, deposes and states as follows:

That she is the secretary of IDAHO CUSTOM DOORS INC.; that she has read the above and foregoing ARTICLES OF MERGER, knows the contents thereof, and believes the facts stated therein to be true.


JACQUELINE K. CLAY

SUBSCRIBED and SWORN to before me this 4th day of November, 2005.





NOTARY PUBLIC
Residing at: Twin Falls, Idaho
My Commission Expires: 4-17-2016

EXHIBIT “A”

AGREEMENT AND PLAN OF MERGER

Agreement of Merger dated January 1, 2005, between W.R. Clay Inc., an Idaho Corporation, hereinafter called the surviving Corporation, and Idaho Custom Doors Inc., an Idaho Corporation, hereinafter called the absorbed Corporation.

RECITALS

A. W.R. Clay Inc., is a Corporation duly organized and existing under the laws of the State of Idaho, with it's principal office located at Twin Falls, Idaho.

B. W.R. Clay Inc., has a capitalization of ten thousand authorized shares of stock, having no par value, of which five thousand shares are issued and outstanding.

C. Idaho Custom Doors Inc., is a corporation duly organized and existing under the laws of the State of Idaho, with it's principal office located at Twin Falls, Idaho.

D. Idaho Custom Doors Inc., has a capitalization of two thousand authorized shares of stock with no par value, of which one hundred shares are issued and outstanding.

E. All of the issued and outstanding shares of W.R. Clay Inc., and Idaho Custom Doors Inc., are owned by William R. Clay and Jacqueline K. Clay.

F. The boards of directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that Idaho Customs Doors Inc., be merged into W.R. Clay Inc., in accordance with the provisions of Idaho Code § 30-1-1101 *et Seq.*

AGREEMENT AND PLAN OF MERGER

In consideration of the mutual covenants, and subject to the terms and conditions herein set forth, the constituent corporations agree as follows:

1. Name of Absorbed Corporation. The name of the corporation proposing to merge is Idaho Custom Doors Inc., hereinafter sometimes called the absorbed Corporation.

2. Name of Surviving Corporation. The name of the corporation into which Idaho Custom Doors Inc., shall merge is W.R. Clay Idaho Custom Doors, Inc., hereinafter sometimes called the surviving Corporation.

3. Terms and Conditions. On the effective day of the merger, the separate existence of the absorbed Corporation shall cease, and the surviving Corporation, shall succeed to all the

rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed Corporation, without the necessity for any separate transfer. The surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed Corporation, and neither the rights of creditors or any liens of the absorbed Corporation shall be impaired by the merger.

4. Conversion of Shares. The manner and basis of converting the shares of the absorbed Corporation into shares of the surviving Corporation is as follows:

a. All the presently outstanding shares of the absorbed Corporation shall be acquired by the surviving Corporation.

5. Articles of Incorporation. The articles of incorporation of the surviving Corporation shall continue to be it's articles of incorporation following the effective date of the merger.

6. Bylaws. The bylaws of the surviving Corporation shall continue to be it's bylaws following the effective date of the merger.

7. Directors and Officers. The directors and officers of the surviving Corporation on the effective date of the merger shall continue as the directors and officers of the surviving Corporation until their successors have been elected or appointed and qualified.

8. Proof of Shareholders. This agreement of merger has been submitted to the shareholders of each corporation in the manner provided by law and is approved.

9. Effective Date. Effective date of this merger shall by January 1, 2005.

IN WITNESS WHEREOF the parties have executed this Agreement on the dates written herein.

W.R. CLAY INC.

IDAHO CUSTOM DOORS INC.

By _____
WILLIAM R. CLAY, President

By _____
WILLIAM R. CLAY, President

STATE OF IDAHO)
) ss.
County of TWIN FALLS)

On this ____ day of _____, 2005, before me, the undersigned, a Notary Public in and for said County and State, personally appeared WILLIAM R. CLAY, known or identified to me to be the President of W.R. Clay Inc., that executed the instrument or the person who executed the instrument on behalf of said corporation, 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.

NOTARY PUBLIC

Residing at_

My Commission Expires _____

STATE OF IDAHO)
) ss.
County of TWIN FALLS)

On this ____ day of _____, 2005, before me, the undersigned, a Notary Public in and for said County and State, personally appeared WILLIAM R. CLAY, known or identified to me to be the President of Idaho Doors Inc., that executed the instrument or the person who executed the instrument on behalf of said corporation, 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.

NOTARY PUBLIC

Residing at_

My Commission Expires _____