

STATE OF ALASKA
Department of Commerce and Economic Development
Division of Banking, Securities and Corporations

JUN 08 8 58 AM '89
SECRETARY OF STATE
STATE OF ALASKA

I certify that the attached 8 pages are true copies of records on file with the Department of Commerce and Economic Development, Division of Banking, Securities and Corporations.



Larry Mercurieff, Commissioner

Certified By: Pam Petersen

Date June 7, 1989

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SECRETARY OF STATE

FILED 4-18-89
RECORD
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RECEIPT NO.
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Filed for Record
State of Alaska

APR 18 1989

ARTICLES OF MERGER

Department of Commerce and
Economic Development

FILED

APR 12 1989 *ll*

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLE I
PLAN OF MERGER

A true and correct copy of the Agreement and Plan of Merger dated April 10, 1989, by and between SAFECO Credit Company, Inc., a Washington corporation ("SAFECO Credit"), the surviving corporation, and Simlog Leasing Company, an Alaska corporation ("Simlog"), is attached hereto and incorporated herein as Exhibit A.

ARTICLE II
OUTSTANDING SHARES

As of the date of the Agreement and Plan of Merger, April 10, 1989, SAFECO Credit was authorized and had issued and outstanding 10,000 shares of its common stock, each with a par value of \$1.00, and Simlog had authorized 100,000 shares of its common stock, each with a par value of \$1.00, of which 25,000 shares were issued, outstanding and owned by SAFECO Credit.

JUN 19 8 53 AM '89
SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLE III
VOTING OF DIRECTORS

The Agreement and Plan of Merger was adopted and approved on April 10, 1989, by the Board of Directors of SAFECO Credit and by the Board of Directors of Simlog.

ARTICLE IV
VOTING OF SHAREHOLDERS

A. The Agreement and Plan of Merger was adopted and approved on April 10, 1989, by the sole shareholder of SAFECO Credit, SAFECO Corporation, which voted all 10,000 shares outstanding in favor of the Agreement and Plan of Merger and no shares were voted against the Agreement and Plan of Merger.

B. The Agreement and Plan of Merger was adopted and approved by the sole shareholder of Simlog, SAFECO Credit, which voted all 10,000 shares issued and outstanding in favor of the Agreement and Plan of Merger and no shares of Simlog were voted against the Agreement and Plan of Merger.

IN WITNESS WHEREOF, the following officers of SAFECO Credit and Simlog have executed this document this 10th day of April, 1989.

SAFECO CREDIT:

SAFECO CREDIT COMPANY, INC.:

By W.F. Meany
W. F. Meany, President

By B.A. Dickey
B. A. Dickey, Secretary

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 10th day of April, 1989, before me personally appeared W. F. Meany and B. A. Dickey, to me known to be the President and Secretary of SAFECO CREDIT COMPANY, INC., and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

James W. Ruddy
Notary Public in and for the State of Washington, residing at Seattle.

My commission expires: July 1, 1991

SIMLOG:

SIMLOG LEASING COMPANY

By W.F. Meany
W. F. Meany, President

By B.A. Dickey
B. A. Dickey, Secretary

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 10th day of April, 1989, before me personally appeared W. F. Meany and B. A. Dickey, to

me known to be the President and Secretary of SIMLOG LEASING COMPANY, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

James W. Ruddle

Notary Public in and for the State of Washington, residing at Seattle.

My commission expires: July 1, 1991

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into this 10th day of April, 1989, by and between SAFECO Credit Company, Inc., a Washington corporation ("SAFECO Credit") and Simlog Leasing Company, an Alaska corporation ("Simlog").

RECITALS

- A. Simlog is a wholly-owned subsidiary of SAFECO Credit.
- B. The boards of directors of SAFECO Credit and Simlog have determined it to be in the best interests of the parties that Simlog be merged into SAFECO Credit.

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NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties covenant and agree as follows:

SECRETARY OF STATE
STATE OF IDAHO

1. Merger.

(a) Simlog shall be merged with and into SAFECO Credit, and SAFECO Credit does hereby merge Simlog with and into itself.

(b) On and after the Effective Date of this contemplated merger:

- (1) SAFECO Credit shall be the surviving corporation and shall continue to exist as a domestic corporation under the laws of the state of Washington, with all of the rights and obligations of such surviving domestic corporation as are provided by the Washington Business Corporation Act.
- (2) Simlog, as a constituent corporation, pursuant to the Alaska Business Corporation Act and the Washington Business Corporation Act shall cease to exist (except as otherwise provided for specific purposes under the Alaska Business Corporation Act) and its property shall become the property of SAFECO Credit as the surviving corporation.

2. Capital Stock.

(a) The aggregate number of authorized shares of capital stock of SAFECO Credit is 10,000 common shares, each with a par value of \$100, of which 10,000 shares are issued and outstanding and owned by SAFECO Corporation.

(b) The aggregate number of authorized shares of capital stock of Simlog is 100,000 common shares, each with a par value of \$1.00, of which 25,000 shares are issued and outstanding and owned legally and beneficially by SAFECO Credit.

3. Shares of SAFECO Credit as Surviving Corporation.

Each share of common stock of SAFECO Credit outstanding on the Effective Date of this merger shall thereupon, without further action, become one share of the surviving corporation, without the issuance or exchange of any new shares or share certificates.

4. Cancellation of Simlog Shares.

All authorized issued and outstanding common shares of stock of Simlog, such shares being owned in their entirety by SAFECO Credit, and all rights in respect thereof, shall be canceled forthwith on the Effective Date of the merger and these certificates representing such shares shall be surrendered and canceled.

5. Articles of Incorporation; Bylaws.

The Articles of Incorporation, as amended, and the Bylaws of SAFECO Credit shall continue as the Articles of Incorporation and Bylaws of the surviving corporation.

6. Directors.

The directors of SAFECO Credit shall be directors of the surviving corporation until their successors are duly elected and qualified under the bylaws of the surviving corporation.

7. Effective Date.

(a) For all purposes of the state of Washington, this Agreement and the merger provided for herein shall become effective as soon as this Agreement shall have been adopted, approved, signed and acknowledged in accordance with the laws of the state of Washington and certificates of its adoption and approval shall have been executed in accordance with such laws; and this Agreement and such certificate shall have been filed in the office of the Secretary of State of the state of Washington.

(b) For all purposes of the laws of the state of Alaska, this Agreement and the merger provided for herein shall become effective and the separate existence of Simlog shall cease, except insofar as Simlog may be continued under Alaska law, as soon as this Agreement shall have been adopted, approved, signed and acknowledged in accordance with the laws of the state of

Alaska and certificates of its adoption and approval shall have been executed in accordance with such laws; and this Agreement and such certificates shall have been filed in the office of the Secretary of State of the state of Alaska.

(c) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunity of SAFECO Credit shall continue unaffected and unimpaired by the merger provided for herein and the corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of Simlog shall be continued in and merged into SAFECO Credit and SAFECO Credit shall be fully vested therewith.

(d) The date upon which this Agreement is filed in the offices mentioned above and upon which the parties to this Agreement shall so become a single corporation shall be the effective date of the merger ("Effective Date").

8. Approval.

This Agreement and Plan of Merger shall be submitted to the shareholders of SAFECO Credit and of Simlog for approval as required by the laws of Washington and Alaska, respectively. If and when such required approval is obtained, the proper officers of each corporation shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authority for filing, all documents, as the same may be necessary or proper to render effective the merger contemplated by this Plan and Agreement.

9. Counterparts.

In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, this Agreement having been first duly approved by the Board of Directors of each of the parties is hereby executed on behalf of each of said corporations and attested by their respective officers thereunto duly authorized.

SAFECO CREDIT COMPANY, INC.

By W F Meany, President

SIMLOG LEASING COMPANY, INC.

By W F Meany, President

APR 18 1989

AGREEMENT PURSUANT TO SECTION 10.05.411
OF THE ALASKA BUSINESS CORPORATION ACT

Department of Commerce and
Economic Development

THIS AGREEMENT is supplied in connection with the merger of Simlog Leasing Company, an Alaska Corporation, with and into its parent, SAFECO Credit Company, a Washington corporation. Prior to the merger Simlog Leasing Company was wholly owned by SAFECO Credit Company, Inc. Consequently, there can be no dissenting shareholders with respect to this merger.

1. SAFECO Credit Company, Inc. agrees that it may be served with process in the state of Alaska in connection with the proceeding for the enforcement of an obligation of Simlog Leasing Company and in a proceeding for the enforcement of the rights of a dissenting shareholder of Simlog Leasing Company against SAFECO Credit Company, Inc.
2. SAFECO Credit Company, Inc. does hereby irrevocably appoint the COMMISSIONER OF COMMERCE AND ECONOMIC DEVELOPMENT OR HIS SUCCESSOR, whose address is P. O. Box D-CORP, Juneau, Alaska 99811 as its agent for the service of process in connection with the proceedings surrounding the merger.
3. SAFECO Credit Company, Inc. agrees that it will promptly pay to any dissenting shareholder of Simlog Leasing Company the amount to which such dissenting shareholders are entitled under the provisions of Alaska law with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, SAFECO Credit Company, Inc. has signed this appointment at Seattle, Washington, its principal place of business, on this 10th day of April, 1989.

SAFECO CREDIT COMPANY, INC.

By W F Meany
Title President

Subscribed and sworn to before me this 10th day of April, 1989.

James W. Ruddy
Notary Public in and for Seattle, Washington

My Commission Expires: 7/1/91



Filed for Record
State of Alaska

APR 18 1989

Department of Commerce and
Economic Development

STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal,

hereby certify that the attached is a true and correct copy of

ARTICLES OF MERGER

of

SAFECO CREDIT COMPANY, INC.

(MERGING WITH SIMLOG LEASING COMPANY)

as filed in this office on **APRIL 12, 1989**

Date: 4/12/1989

Given under my hand and the seal of the State
of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State