

State of Idaho

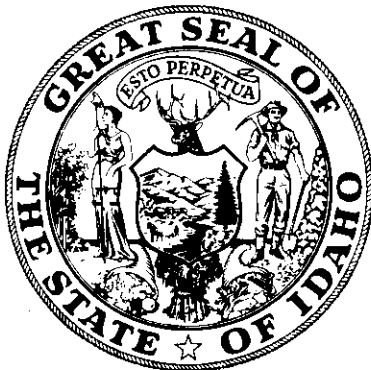
Department of State.

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 VANFLEET ENTERPRISES, INC., an Oregon corporation not qualified in Idaho into VANFLEET ENTERPRISES, 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 August 1, 19 85.



Pete T. Cenarrusa
SECRETARY OF STATE

Larry J. Clark
Corporation Clerk

ARTICLES OF MERGER
OF
DOMESTIC AND FOREIGN CORPORATIONS

RECEIVED
SEC. OF STATE
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The undersigned corporations, pursuant to ORS 57.485 and I.C. §30-1-77, hereby execute the following Articles of Merger:

ARTICLE I.
PLAN OF MERGER

1.1 VANFLEET ENTERPRISES, INC., an Oregon corporation, (hereinafter "OREGON VANFLEET") shall be merged into VANFLEET ENTERPRISES, INC., an Idaho corporation, (hereinafter "IDAHO VANFLEET") with IDAHO VANFLEET being the surviving corporation.

1.2 The Plan of Merger between OREGON VANFLEET and IDAHO VANFLEET is attached hereto and incorporated herein by this reference.

ARTICLE II.
OUTSTANDING SHARES

2.1 The number of outstanding shares of OREGON VANFLEET are 200 shares of common capital stock.

2.2 The number of outstanding shares of IDAHO VANFLEET are 20 shares of common capital stock.

2.3 No shares of either corporation are entitled to vote as a class.

ARTICLE III.
VOTING

3.1 200 shares of OREGON VANFLEET were entitled to vote on the Plan of Merger; 200 shares voted for the Plan of Merger and -0- shares voted against the Plan of Merger.

3.2 20 shares of IDAHO VANFLEET were entitled to vote on the Plan of Merger; 20 shares voted for the Plan of Merger and -0- shares voted against the Plan of Merger.

ARTICLE IV.
EFFECTIVE DATE

4.1 The effective date of this merger shall be upon the filing of the Articles of Merger with the Secretary of State of

Idaho or the filing of the Articles of Merger with the Corporation Commissioner of Oregon, whichever is later, provided, however, that if the filing with one of the appropriate state officials is delayed more than 30 days following the date of filing with the other state official, the effective filing date shall be 30 days following the date of the filing by the first state official.

ARTICLE V.
COUNTERPARTS

5.1 Multiple counterparts hereof shall be executed and each such executed counterpart shall be deemed to be an original instrument.

EXECUTED and dated this 16th day of July, 1985.

VANFLEET ENTERPRISES, INC.
an Oregon corporation

By Robert V. Hoagland
ROBERT V. HOAGLAND, President

By Katherine W. Hoagland
KATHERINE W. HOAGLAND, Secretary

VANFLEET ENTERPRISES, INC.
an Idaho corporation

By Robert V. Hoagland
ROBERT V. HOAGLAND, President

By Katherine W. Hoagland
KATHERINE W. HOAGLAND, Secretary

I, Robert V. Hoagland, as President of VANFLEET ENTERPRISES, INC., an Oregon corporation, and VANFLEET ENTERPRISES, INC., an Idaho corporation, declare under penalties of perjury that I have examined the foregoing and to

the best of my knowledge and belief it is true, correct and complete.

By: Robert V. Hoagland
ROBERT V. HOAGLAND, President of:
VANFLEET ENTERPRISES, INC.
an Oregon corporation
VANFLEET ENTERPRISES, INC.
an Idaho corporation

STATE OF Oregon)
County of Multnomah) ss. July 16, 1985

Personally appeared Robert V. Hoagland who, being duly sworn did say that he is the President of VANFLEET ENTERPRISES, INC., an Oregon corporation, and that said instrument was signed in behalf of said corporation by authority of its Board of Directors; and he acknowledged the foregoing instrument to be its voluntary act and deed.

Before me:

Richard L. Johnson
Notary Public for Oregon
My Commission Expires: 1-19-86

STATE OF Oregon)
County of Multnomah) ss. July 16, 1985

Personally appeared Robert V. Hoagland who, being duly sworn did say that he is the President of VANFLEET ENTERPRISES, an Idaho corporation, and that said instrument was signed in behalf of said corporation by authority of its Board of Directors; and he acknowledged the foregoing instrument to be its voluntary act and deed.

Before me:

Richard L. Johnson
Notary Public for Oregon
My Commission Expires: 1-19-86

PLAN OF MERGER

Pursuant to ORS 57.485 and I.C., §30-1-77

DATED: July 16, 1985.

BETWEEN: VANFLEET ENTERPRISES, INC., an Oregon corporation, hereinafter called "OREGON VANFLEET";

AND: VANFLEET ENTERPRISES, INC., an Idaho corporation, hereinafter called "IDAHO VANFLEET".

PURPOSE: Merger of OREGON VANFLEET into IDAHO VANFLEET with IDAHO VANFLEET as the Surviving Corporation.

Recitals.

1. OREGON VANFLEET is a corporation duly organized, validly existing, and in good standing under the laws of the State of Oregon.

2. IDAHO VANFLEET is a corporation duly organized, validly existing, and in good standing under the laws of the State of Idaho.

3. The purpose of the merger is to transfer the situs of OREGON VANFLEET to Idaho where the corporation has its principal office and where the directors and officers of the corporation reside.

PLAN OF MERGER.

In consideration of the premises and mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the states of Oregon and Idaho, that OREGON VANFLEET shall be merged into IDAHO VANFLEET. IDAHO VANFLEET shall be the Surviving Corporation, and shall continue to exist as a domestic corporation under the laws of the State of Idaho, with all the rights and obligations of such Surviving Corporation as are provided by the laws of the States of Oregon and Idaho, including, but not limited to, those rights and obligations enumerated in ORS 57.480 and I.C., §30-1-76. OREGON VANFLEET, pursuant to ORS 57.480 and I.C., §30-1-76, shall cease to exist and its properties and liabilities shall be transferred to IDAHO VANFLEET, as the

Surviving Corporation. The terms and conditions of the Plan of Merger shall be as hereinafter set forth.

ARTICLE 1
Names of the Corporations Proposing to Merge
Name of the Surviving Corporation

1.1 The names of the corporations proposing to merge are the same: VANFLEET ENTERPRISES, INC.

1.2 OREGON VANFLEET shall be merged into IDAHO VANFLEET and IDAHO VANFLEET shall be the Surviving Corporation.

ARTICLE 2
Effective Date of the Merger

2.1 At the effective date of the merger, the separate existence of OREGON VANFLEET shall cease and OREGON VANFLEET shall be merged into the Surviving Corporation, IDAHO VANFLEET. The merger shall be effective for the purpose of the transfer of property and the assumption of liabilities upon the latter of the filing of Articles of Merger with the Secretary of State of Idaho and the Corporation Commissioner of Oregon. Upon such merger, the separate corporate existence of OREGON VANFLEET shall cease, and IDAHO VANFLEET shall become the owner, without other transfer, of all the rights and property of the merging corporations and IDAHO VANFLEET shall become subject to all the debts and liabilities of the merging corporations in the same manner as if the Surviving Corporation had itself incurred them.

ARTICLE 3
Articles of Incorporation and Bylaws

3.1 The Articles of Incorporation and Bylaws of IDAHO VANFLEET shall continue as the Articles of Incorporation and Bylaws of the Surviving Corporation until lawfully amended.

ARTICLE 4
Directors and Officers

4.1 The Directors of IDAHO VANFLEET shall continue as the Directors of the Surviving Corporation until their successors are duly elected and qualified.

4.2 The officers of IDAHO VANFLEET shall continue as the officers of the Surviving Corporation until their successors are duly elected and qualified.

ARTICLE 5
Treatment of Shares in the Merger

5.1 The conversion of shares of OREGON VANFLEET shall be accomplished as follows:

(A) IDAHO VANFLEET'S Common Stock. Each issued share of IDAHO VANFLEET shall remain as issued without the necessity of issuing new certificates.

(B) OREGON VANFLEET'S Common Stock. Each authorized, issued and outstanding common share of OREGON VANFLEET shall be exchanged for .90 shares of common stock of IDAHO VANFLEET.

ARTICLE 6
Governing Law

6.1 The laws which are to govern the Surviving Corporation are the laws of the State of Idaho.

ARTICLE 7
Approval

7.1 Pursuant to ORS 57.465 and I.C., §30-1-73, this Plan of Merger shall be submitted to the shareholders of IDAHO VANFLEET and OREGON VANFLEET for approval as required by the laws of the States of Oregon and Idaho. When the shareholders of IDAHO VANFLEET and OREGON VANFLEET approve the Plan of Merger by resolution, the proper officers of each corporation are hereby authorized and directed to execute and deliver to the proper authorities for filing all documents necessary to complete the merger.

ARTICLE 8
Treatment for Federal Income Tax Purposes

8.1 It is the intent of the parties that the proposed statutory merger be treated as a reorganization pursuant to §368(a)(1)(F) of the Internal Revenue Code of 1954 as amended, and the provisions hereof should be construed on that basis.

ARTICLE 9

9.1 The directors of IDAHO VANFLEET and OREGON VANFLEET may, in their discretion, abandon this merger, subject to the rights of third parties under any contract relating thereto, without action or approval by the shareholders at any time before the merger has been completed.

9.2 This Plan of Merger may be executed in any number of counterparts and each counterpart shall be and constitute an original instrument.

ARTICLE 10
Appointment of
Oregon Corporation Commissioner
as Agent for Service of Process

10.1 The Surviving Corporation, IDAHO VANFLEET, hereby agrees and consents to be served with process in Oregon in any proceedings for the enforcement of any obligations of OREGON VANFLEET and in any proceedings for the enforcement of the rights of a dissenting shareholder in OREGON VANFLEET against the Surviving Corporation.

10.2 IDAHO VANFLEET irrevocably appoints the Corporation Commissioner of Oregon as its agent to accept service of process in any such proceedings.

10.3 IDAHO VANFLEET hereby agrees that it will promptly pay to dissenting shareholder of OREGON VANFLEET the amount, if any, to which the dissenting shareholder would be entitled to under the laws of Oregon with respect to the rights of the dissenting shareholder.

IN WITNESS WHEREOF, IDAHO VANFLEET and OREGON VANFLEET have caused this Plan of Merger to be executed in their corporate names by their authorized officers and also by a majority of their Board of Directors, on the 16 day of July, 1985.

VANFLEET ENTERPRISES, INC.
an Idaho corporation

By Robert V. Hoagland
ROBERT V. HOAGLAND
Director and President

By Katherine W. Hoagland
KATHERINE W. HOAGLAND
Director and Secretary

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an Oregon corporation

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