

ARTICLES AND AGREEMENT OF MERGER

THESE ARTICLES AND AGREEMENT OF MERGER Made and entered into this 22d day of December, 1967, between IDAHO NEON, INC., an Idaho corporation, and SIGNCO, a Utah corporation, WITNESSETH:

WHEREAS, Idaho Neon, Inc., is a corporation duly organized and existing under the laws of the State of Idaho, and having its principal place of business in Boise, Ada County, State of Idaho, and, now duly authorized and qualified to conduct and transact business as a foreign corporation in the states of Utah, California, Washington, Nevada, Colorado and Oregon.

AND, WHEREAS, Signco is a corporation duly organized and existing under the laws of the State of Utah and having its principal place of business in Salt Lake City, State of Utah.

AND, WHEREAS, Idaho Neon, Inc., has an authorized capital of \$200,000.00 divided into 2,000 shares of the common stock having a par value of \$100 per share, of which 900 shares are issued and outstanding as of the date of this agreement.

AND, WHEREAS, Signco has an authorized capital of 5,000 shares of common stock having no par value, of which 1,000 shares are issued and outstanding as of the date of this agreement.

AND, WHEREAS, Idaho Neon, Inc., and Signco, acting through their respective Boards of Directors, desire to merge pursuant to the statutes of the State of Idaho, and of the State of Utah, and for such purpose agree as hereinafter provided.

NOW, THEREFORE, for and in consideration of the mutual covenants, terms, conditions, and agreements hereinafter contained, and in compliance with the statutes of the State of Idaho, and of the State of Utah, it is hereby agreed that Signco shall be and hereby is merged into Idaho Neon, Inc., and that the said constituent corporations shall be the single corporation, Idaho Neon, Inc., which is hereby designated the surviving corporation, and the parties hereto do hereby agree and prescribe that the laws which shall govern the corporate existence of the surviving corporation shall be the laws of the State of Idaho and that the terms and conditions of said merger shall be as set forth in the following articles:

ARTICLE I

The name of the surviving corporation shall be Idaho Neon, Inc., an Idaho corporation. The principal place of business of said surviving corporation is Boise, Ada County, State of Idaho. The existence of the surviving corporation shall be perpetual. The authorized capital of the surviving corporation is \$200,000.00 divided into 2,000 shares of common stock having a par value of \$100 each. The number of Directors of the surviving corporation shall be as provided in the Articles of Incorporation and By-Laws of Idaho Neon, Inc. The surviving corporation shall possess all the rights, privileges and franchises possessed by each of the constituent corporations.

ARTICLE II

The properties of the two constituent corporations which are to be merged consist of cash in banks and otherwise held, receivables, goods,

wares and merchandise, leases, contracts, supplies, motor vehicles, tools, equipment, furniture, fixtures and other property, real, personal and mixed.

ARTICLE III

Upon the merger of Idaho Neon, Inc., and Signco, the separate existence of Signco shall cease and Idaho Neon, Inc., without other transfer being required, shall succeed to and become the owner of all of the rights, assets and properties, real, personal and mixed, of every kind, character, nature and description, of Signco, all of which, without further act or deed, shall be deemed transferred to and vested in Idaho Neon, Inc. Idaho Neon, Inc., shall assume and be subject to all debts, liabilities and obligations of Signco. Idaho Neon, Inc., hereby succeeds to and reserves any and all rights of defense that Signco has or may have against any claims, debt or liability. This merger shall be effective as of January 1, 1968.

ARTICLE IV

The original Articles of Incorporation and all Amendments thereto of Idaho Neon, Inc., shall be the Articles of Incorporation of the surviving corporation, Idaho Neon, Inc., which hereby reserves the rights at any time to alter, amend or repeal its Articles of Incorporation, or any thereof, or any Amendments thereto in the manner now or hereafter prescribed by statutes and said Articles of Incorporation. The original By-Laws and all Amendments thereto, of Idaho Neon, Inc., shall be the By-Laws of the surviving corporation, Idaho Neon, Inc., which hereby reserves the right at any time to alter, amend or repeal its By-Laws, or any thereof, or any Amendments thereto, in the manner now or hereafter prescribed by statutes, by its Articles of Incorporation and by said By-Laws.

ARTICLE V

The Officers and Directors of Idaho Neon, Inc., shall be the Officers and Directors of the surviving corporation.

ARTICLE VI

The manner and basis of accomplishing this merger shall be that immediately upon the filing of these Articles and Agreement of Merger with the Secretary of State in the State of Idaho and upon receiving the certificate of merger from the Secretary of State of the State of Utah, all of the stockholders of Signco shall turn over and deliver to Signco all stock certificates for all of the issued and outstanding shares of stock of Signco for cancellation, and said stockholders shall receive in lieu thereof and in consideration therefor one share of stock of Idaho Neon, Inc., for each two shares of stock of Signco held by each of said stockholders.

ARTICLE VII

Signco shall, from time to time, as requested by Idaho Neon, Inc., execute and deliver such documents and do all such other acts and things or cause them to be done as Idaho Neon, Inc., shall deem reasonably necessary or advisable in order to vest in and confirm to Idaho Neon, Inc., title to and possession of the rights, properties, assets and business, and otherwise carry out the full intent and purpose of this merger agreement.

ARTICLE VIII

Each constituent corporation agrees forthwith to proceed to accomplish the approval and adoption of this merger agreement by its stockholders.

ARTICLE IX

Each constituent corporation agrees to execute such supplemental agreements and documents as appear necessary or desirable to implement the purposes of this agreement.

ARTICLE X

Idaho Neon, Inc., promises and agrees that at all times it is transacting business in the State of Utah that it will in all respects comply with the provisions in the statutes of the State of Utah with respect to foreign corporations.

ARTICLE XI

Idaho Neon, Inc., promises and agrees that it may be served with process in the State of Utah in any proceeding for the enforcement of any obligation of Signco, and in any proceeding for the enforcement of the rights of a dissenting shareholder of Signco against Idaho Neon, Inc.; and Idaho Neon, Inc., does hereby irrevocably appoint the Secretary of State of the State of Utah as its agent to accept service of process in any such proceeding.

ARTICLE XII

Idaho Neon, Inc., promises and agrees that it will promptly pay to the dissenting shareholders of Signco the amount, if any, to which they shall be entitled under the provisions of the laws of the State of Utah with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF This agreement of merger has been signed by the Directors, or a majority thereof, of Idaho Neon, Inc., and of

Robert W. Brown

Hall Engineering

W. E. Hall

W. E. Hall

Hall

DIRECTORS of Idaho Neon, Inc.

The undersigned, the duly appointed, qualified and acting Secretary of Idaho Neon, Inc., an Idaho corporation, does hereby certify that the above and foregoing merger agreement was duly adopted and entered into by majority vote of the Board of Directors of said corporation at a meeting of said Board of Directors, duly, regularly and lawfully held at Boise, Idaho, on the 22d day of December, 1967, and that the above and foregoing signatures are the signatures of a majority of the Board of Directors of said corporation.

Jane Schwan
Secretary

James W. Sawyer
Hallmontgomery
W. E. Hallmont
Richard Hallmont
H. A. Hallmont
DIRECTORS of Signco

CERTIFICATE

The undersigned, the duly appointed, qualified and acting Secretary of Signco, a Utah corporation, does hereby certify that the above and foregoing merger agreement was duly adopted and entered into by majority vote of the Board of Directors of said corporation at a meeting of said Board of Directors, duly, regularly and lawfully held at Boise, Idaho, on the 22nd day of December, 1967, and that the above and foregoing signatures are the signatures of a majority of the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereto set the seal of Signco this 22nd day of December, 1967.


Secretary

CERTIFICATE

The undersigned, duly appointed, qualified and acting Secretary of Idaho Neon, Inc., an Idaho corporation, one of the parties to the foregoing agreement of merger, hereby certifies that said agreement of merger was submitted to the stockholders of the corporation at a meeting thereof, called separately from a meeting of the stockholders of Signco, for the purpose of taking the agreement into consideration at a meeting of said stockholders duly, regularly and lawfully held on the 22nd day of December, 1967; that notice of the time, place and purpose of the meeting was waived in writing by all of the stockholders of the corporation, which waiver is duly entered into minutes of said meeting; that at said stockholders' meeting 900 shares of the issued

and outstanding stock of the corporation were represented by proxy; that by the affirmative vote of 900 shares of stock of the corporation, being more than two-thirds of the voting power of all shareholders of the corporation, said merger agreement was approved and adopted.

IN WITNESS WHEREOF, I have hereunto set the seal of Idaho Neon, Inc., this 22nd day of December, 1967.


Secretary

CERTIFICATE

The undersigned, duly appointed, qualified and acting Secretary of Signco, a Utah corporation, one of the parties to the foregoing agreement of merger, hereby certifies that said agreement of merger was submitted to the stockholders of the corporation at a meeting thereof, called separately from a meeting of the stockholders of Idaho Neon, Inc., for the purpose of taking the agreement into consideration at a meeting of said stockholders duly, regularly and lawfully held on the 22nd day of December, 1967; that notice of the time, place and purpose of the meeting was waived in writing by all of the stockholders of the corporation which waiver is duly entered into minutes of said meeting; that at said stockholders' meeting 1000 shares of the issued and outstanding stock of the corporation were represented in person; that by the affirmative vote of 1000 shares of stock of the corporation, being more than two-thirds of the voting power of all shareholders of the corporation, said merger agreement was approved and adopted.

IN WITNESS WHEREOF, I have hereunto set the seal of Signco this
22nd day of December, 1967.

Jane Schwaner
Secretary

The foregoing agreement of merger having been executed by the
directors of the parties thereto, and having been duly approved and adopted
by the stockholders of each of the parties thereto in accordance with the
laws of the State of Idaho, and of the State of Utah, and that fact having been
certified on the agreement of merger by the Secretary of each of the parties
hereto, the President and Secretary of each of the parties do now execute
the agreement of merger under the corporate seals of their respective cor-
porations by authority of the directors and stockholders thereof as the act,
deed and agreement of each of said corporations, this 22nd day of December,
1967.

IDAHO NEON, INC.

By *James Earl Williams*
President

ATTEST:

Jane Schwaner
Secretary

SIGNCO

By *James Earl Williams*
President

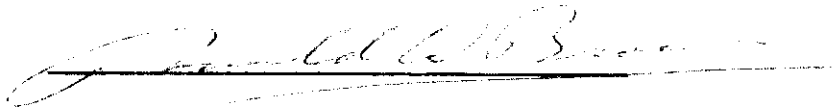
ATTEST:

Jane Schwaner
Secretary

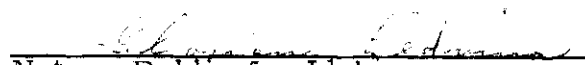
STATE OF IDAHO,)
) ss.
COUNTY OF ADA,)

DONALD W. BROWN, being first duly sworn deposes and says:

That he is the President of Idaho Neon, Inc., an Idaho corporation, one of the corporations which executed the above and foregoing Articles and Agreement of Merger; that he has read the same, knows the contents thereof, and that the facts, statements and representations contained therein are true and correct.



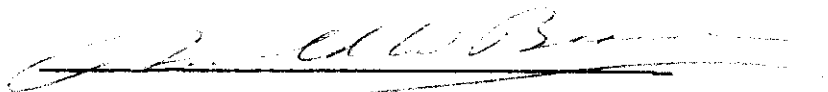
Subscribed and Sworn to before me this 22nd day of December, 1967.


Notary Public for Idaho
Residing at Boise, Idaho

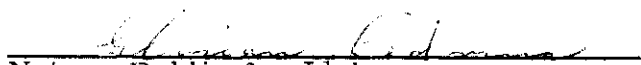
STATE OF IDAHO,)
) ss.
COUNTY OF ADA,)

DONALD W. BROWN, being first duly sworn deposes and says:

That he is the President of Signco, a Utah corporation, one of the corporations which executed the above and foregoing Articles and Agreement of Merger; that he has read the same, knows the contents thereof, and that the facts, statements and representations contained therein are true and correct.



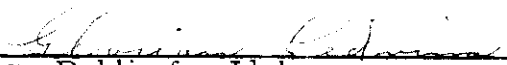
Subscribed and Sworn to before me this 22nd day of December, 1967.


Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO,)
) ss.
COUNTY OF ADA,)

On this 22nd day of December, in the year 1967, before me, the undersigned, personally appeared DONALD W. BROWN, known to me to be the President of Idaho Neon, Inc., the corporation that executed the within instrument and the person who executed the within instrument on behalf of said corporation, and acknowledged to me that said 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.

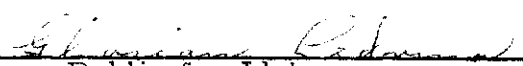


Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO,)
) ss.
COUNTY OF ADA,)

On this 22nd day of December, in the year 1967, before me, the undersigned, personally appeared DONALD W. BROWN, known to me to be the President of Signco, the corporation that executed the within instrument and the person who executed the within instrument on behalf of said corporation, and acknowledged to me that said 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 for Idaho
Residing at Boise, Idaho