32387

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT
OF

OVERHEAD DOOR COMPANY OF SOUTHWESTERN IDAHO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Merger of OVERHEAD DOOR COMPANY OF SOUTHWESTERN IDAHO, INC. merging OVERHEAD DOOR COMPANY OF LEWISTON-CLARKSTON, INC. 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 Amendment to the Articles of Merger and attach hereto a duplicate original of the Articles of Amendment.

February 09, 1993



Pite of Cenarrusa SECRETARY OF STATE

By Staly I Click

AMENDED ARTICLES OF MERGER

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A merger of Overhead Door Company of Lewiston-Clarkston Cinc., into Overhead Door Company of Southwestern Idaho, Inc., has been authorized by the Directors and Shareholders of both corporations.

- 1. The plan of merger is as follows:
- (a) Overhead Door Company of Lewiston-Clarkston, Inc., hereinafter called Lewiston, an Idaho corporation, shall be merged into Overhead Door Company of Southwestern Idaho, Inc., hereinafter called Southwestern, an Idaho corporation in accordance with the statutory procedures set forth in Idaho Code 30-1-71 through 30-1-73.
- (b) Southwestern shall be the surviving corporation and the corporation identity, existence, powers, franchises, rights, and immunities of Southwestern shall continue unaffected and unimpaired by the merger. The Articles of Incorporation and the By-Laws, each as heretofore amended, of Southwestern shall remain in effect unaltered as the Articles of Incorporation and the By-Laws of the surviving corporation, and the duly qualified and acting directors and officers of Southwestern immediately prior to the time when the merger becomes effective, as provided below, shall be the directors and officers of the surviving corporation.
- (c) The corporate identity, existence, purposes, powers, franchises, rights, and immunities of Lewiston shall be merged into Southwestern and Southwestern shall be fully vested therewith.
- (d) The separate existence of Lewiston, except insofar as specifically otherwise provided by law, shall cease at the date of merger, whereupon Lewiston and Southwestern shall become a single corporation.
- (e) At the effective date of merger, all of the outstanding common shares of Lewiston of which Southwestern is then the holder of record shall be void, and each other outstanding common share of Lewiston shall be converted into shares of Southwestern, fully paid and nonassessable by Southwestern.
- or converted as a result of the merger, and following the effective date of merger all shares of Southwestern heretofore authorized shall be authorized shares of the surviving corporation, and all shares of Southwestern then outstanding, including shares held in the composition of Southwestern, shall remain outstanding, shall be subject to the including shares held in the composition paid and nonassessable by Southwestern, and shall be subject to the composition of this plan of merger.

- (g) At the effective date of merger, each common share of Lewiston of which Southwestern is then the holder of record shall thereupon be void.
- (h) At the effective date of merger, each common share of Lewiston of which any person other than Southwestern is then the holder of record shall thereupon be converted into common stock of Southwestern. Each such holder of outstanding common shares of Lewiston, upon the surrender to Southwestern of one or more certificates of such shares for cancellation, shall be entitled to receive one or more certificates for the number of common shares of Southwestern represented by the certificates so surrendered for cancellation by such holder. The number of shares of Southwestern to be exchanged for the cancellation of the shares of Lewiston shall be that amount which is equal in value, based upon fair market value, of the shares in Lewiston held by those shareholders on December 31, 1992. The directors of Lewiston and Southwestern shall prepare fair market balance sheets for each corporation reflecting the total assets, liabilities and shareholder's equity for each corporation and derive from said balance sheets the fair market value of each outstanding share of common stock for each corporation. The fair market value of each share of common stock of Southwestern shall be divided into the fair market value of each share of common stock of Lewiston to arrive at the number of shares of Southwestern to be exchanged for each share of Lewiston.
- 2. The number of shares outstanding of Overhead Door Company of Southwestern Idaho, Inc., is 792.01 shares. The number of shares outstanding of Overhead Door Company of Lewiston-Clarkston, Inc., is 214 shares.
- 3. A meeting of the shareholders of both corporations was held on December 28, 1992. The vote by the shareholders was as follows:
- 4. These Amended Articles of Merger amend those Articles of Merger dated December 30, 1992, and entered January 4, 1993.

Overhead Door Company of Southwestern Idaho, Inc.	<u>FOR</u>	<u>AGAINST</u>	NOT VOTED
	584.55	0	207.46
Overhead Door Company of Lewiston-Clarkston, Inc.	FOR	AGAINST	NOT VOTED
·	164	0	50

	Overhead Door Company of Southwestern Idaho Inc.		
	By: Counsil, President		
ATTEST:	over soundir, frestdend		
Gene Stunz, Secretary			
	Overhead Door Company of Lewiston-Clarkston, Inc.		
	By: Joe D. Cook, President		
ATTEST:	july 11 cold in the second		
Den Stran			
Gene Stunz, Secretary			
STATE OF OREGON)			
County of Malheur)			
Gene Stunz, being sworn, dep	oses and says:		
1. I am the secretary of Overhead Door Company of Southwestern Idaho, Inc.; I have read and know the contents of the foregoing Amended Articles of Merger, and I know that the statements contained therein are true and accurate.			
SUBSCRIBED AND SWORN to before	Gene Stunz		
- fammy , 1993.	re me this day of		
OFFICIAL SEAL WM. F. NICHOLS NOTARY PUBLIC-OREGON COMMISSION NO. 017892 MY COMMISSION EXPIRES NOV. 18, 1996	Notary Public for Oregon My Commission Expires:		

STATE OF OREGON)) ss. County of Malheur)
Gene Stunz, being sworn, deposes and says:
1. I am the secretary of Overhead Door Company of Lewiston-Clarkston, Inc.; I have read and know the contents of the foregoing Amended Articles of Merger, and I know that the statements contained therein are true and accurate. Gene Stunz
SUBSCRIBED AND SWORN to before me this 28 day of 1993.
OFFICIAL SEAL WM. F. NICHOLS NOTARY PUBLIC-OREGON COMMISSION NO. 017892 MY COMMISSION EXPIRES NOV. 18, 1996