

87009

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 STARDUST MOTEL, INC. an Idaho corporation and M & L LAND COMPANY an Idaho corporation into WALLACE INN, 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: January 6, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Beckner*

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SEC. OF STATE

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ARTICLES OF MERGER
OF
DOMESTIC CORPORATIONS
INTO
WALLACE INN, INC.

IDAHO SECRETARY OF STATE
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Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act:

Stardust Motel, Inc., and M & L Land Company are merged into Wallace Inn, Inc., through an exchange of stock. The stock exchange is based on book value per share of Wallace Inn, Inc., stock on November 30, 1993 applied to book value per share of Stardust Motel, Inc., and M & L Land Company as of the same date. The merger is effective as of the close of business December 31, 1993.

SECOND: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
Wallace Inn, Inc.	175,000	N/A	N/A
Stardust Motel, Inc.	13,000	N/A	N/A
M & L Land Company	52,577	N/A	N/A

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	Number of Shares				
	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
Wallace Inn, Inc.	175,000	0	N/A	N/A	N/A
Stardust Motel, Inc.	13,000	0	N/A	N/A	N/A
M & L Land Company	52,577	0	N/A	N/A	N/A

DATED this 28th day of December, 1993.

WALLACE INN, INC.

By: H. F. Magnuson,
H. F. Magnuson, President

Attest: R. M. MacPhee
R. M. MacPhee, Secretary

STARDUST MOTEL, INC.

By: H. F. Magnuson,
H. F. Magnuson, President

Attest: R. M. MacPhee
R. M. MacPhee, Secretary

M & L LAND COMPANY

By: H. F. Magnuson,
H. F. Magnuson, President

Attest: R. M. MacPhee
R. M. MacPhee, Secretary

STATE OF IDAHO)
) ss.
County of Shoshone)


R. M. MacPhee, being first duly sworn upon oath, deposes and says:

That he is the secretary of Wallace Inn, Inc., an Idaho corporation; that he has read the foregoing Articles of Merger,

knows the contents thereof and believes the same to be true; that he is authorized to execute said instrument and that the seal fixed is the corporate seal of the corporation.


R. M. MacPhee

SUBSCRIBED AND SWORN to before me this 29TH day of December, 1993.


Notary Public for Idaho
Residing at: PINEHURST
Commission Expires: 6-19-97


STATE OF IDAHO)
) ss.
County of Shoshone)

R. M. MacPhee, being first duly sworn upon oath, deposes and says:

That he is the secretary of Stardust Motel, Inc., an Idaho corporation; that he has read the foregoing Articles of Merger, knows the contents thereof and believes the same to be true; that he is authorized to execute said instrument and that the seal fixed is the corporate seal of the corporation.


R. M. MacPhee

SUBSCRIBED AND SWORN to before me this 29TH day of December, 1993.


Notary Public for Idaho
Residing at: PINEHURST
Commission Expires: 6-19-97

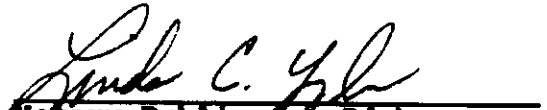
STATE OF IDAHO)
) ss.
County of Shoshone)

R. M. MacPhee, being first duly sworn upon oath, deposes and says:

That he is the secretary of M & L Land Company, an Idaho corporation; that he has read the foregoing Articles of Merger, knows the contents thereof and believes the same to be true; that he is authorized to execute said instrument and that the seal fixed is the corporate seal of the corporation.


R. M. MacPhee

SUBSCRIBED AND SWORN to before me this 29TH day of December, 1993.


Notary Public for Idaho
Residing at: PINEHURST
Commission Expires: 6-19-97