

FILED EFFECTIVE

04 NOV -5 PM 2:26

**ARTICLES OF MERGER
OF
NOBLE BUILDING CONTRACTORS, INC.
INTO
HILLESLAND ENTERPRISES, INC.
(Upon the effective date hereof, to be known as
NOBLE BUILDINGS, INC.)**

**SECRETARY OF STATE
STATE OF IDAHO**

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporations, HILLESLAND ENTERPRISES, INC., an Idaho corporation, hereinafter referred to as "HILLESLAND ENTERPRISES," and sometimes referred to as the "surviving corporation," and NOBLE BUILDING CONTRACTORS, INC., an Idaho corporation, hereinafter referred to as "NOBLE BUILDING CONTRACTORS," adopt the following Articles of Merger for the purposes of merging NOBLE BUILDING CONTRACTORS into HILLESLAND ENTERPRISES:

I.

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

1. PLAN OF MERGER:

1.1 Surviving Corporation. On January 1, 2005 (the "Effective Date"), NOBLE BUILDING CONTRACTORS shall be merged with and into HILLESLAND ENTERPRISES and thereupon the separate existence of NOBLE BUILDING CONTRACTORS shall cease and the above corporations shall become a single corporation which shall be HILLESLAND ENTERPRISES as the surviving corporation. Thereafter, the name of the surviving corporation shall be, as provided in paragraph 1.2, NOBLE BUILDINGS, INC.

**DAVID SECRETARY OF STATE
11/05/2004 05:00
CK: none CT: 7289 BH: 775193
1 @ 30.00 = 30.00 MERGER # 2**

1.2 Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of HILLESLAND ENTERPRISES shall continue to be the Articles of Incorporation of the surviving corporation until such time as they may be amended in accordance with the Idaho Business Corporation Act. Provided, however, that upon the effective date of the merger, the name of HILLESLAND ENTERPRISES shall be changed to NOBLE BUILDINGS, INC., and the Articles of Incorporation of the surviving corporation shall read:

The name of the corporation shall be NOBLE BUILDINGS, INC.

1.3 Bylaws of Surviving Corporation. The Bylaws of HILLESLAND ENTERPRISES in effect immediately prior to the effective date of the merger shall continue to be the Bylaws of the surviving corporation until such time as they may be amended or repealed in the manner provided by the Idaho Business Corporation Act. Provided, however, that upon the effective date of the merger, the Bylaws of the surviving corporation shall be amended so that any reference to HILLESLAND ENTERPRISES will read so as to refer to NOBLE BUILDINGS, INC.

1.4 Directors of the Surviving Corporation. The directors of HILLESLAND ENTERPRISES immediately prior to the effective date of the merger shall continue to be the directors of the surviving corporation to hold office until their respective successors are duly elected and qualified.

1.5 Officers of the Surviving Corporation. The officers of the surviving corporation shall be:

BRIAN HILLESLAND, President

KATHY HILLESLAND, Secretary-Treasurer

Such officers shall hold office until their respective successors are duly elected and qualified.

1.6 **Conversion of Shares.** Each share of common stock of HILLESLAND ENTERPRISES which is issued and outstanding or is in treasury immediately prior to the effective date of the merger, shall not be affected as a result of the merger and shall continue to be one fully paid and non-assessable share of the surviving corporation's voting common stock with no par value. Each share of NOBLE BUILDING CONTRACTORS common stock which is issued and outstanding in the names of both BRIAN HILLESLAND and KATHY HILLESLAND, or in the name of either of them individually, immediately prior to the effective date of the merger shall, by virtue of the merger, be converted into and become, without action on the part of the holder of such common stock, 1.0 fully paid and non-assessable share(s) of common stock of the surviving corporation. As soon as practicable after the effective date of the merger, each holder of outstanding certificates of common stock of NOBLE BUILDING CONTRACTORS shall be entitled, upon surrender of the same by such holder for cancellation, as directed by the surviving corporation, to receive new certificates for the number of shares of common stock of the surviving corporation to which such shareholder is entitled.

II.

As to each of the undersigned corporations, the number of shares outstanding entitled to vote on such plan are:

<u>Name of Corporation</u>	<u>Number of Shares</u>
HILLESLAND ENTERPRISES, INC.	50
NOBLE BUILDING CONTRACTORS, INC.	50

III.

As to each of the undersigned corporations, the total number of shares which voted for and against such plan, respectively, are:

<u>Name of Corporation</u>	<u>Number of Shares</u>	
	<u>For</u>	<u>Against</u>
HILLESLAND ENTERPRISES, INC.	50	0
NOBLE BUILDING CONTRACTORS, INC.	50	0

DATED this _____ day of _____, 2004.

HILLESLAND ENTERPRISES, INC.

By: _____

Brian Hillesland, President

ATTEST:

Kathy Hillesland, Secretary

NOBLE BUILDING CONTRACTORS, INC.

By: _____

Brian Hillesland, President

ATTEST:

Kathy Hillesland, Secretary

jpZ:\Work\H\Hillesland, Brian & Kathy 21191.000\Articles of Merger.doc