

55140

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 MALL TACO, INC., an Idaho corporation, and BROADWAY TACO, INC., an Idaho corporation, into VISTA CORP., 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 30, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shirley L. Clark

ARTICLES AND AGREEMENT OF MERGER

THIS AGREEMENT, dated this 22nd day of December, 1994, by and between Vista Corp., Inc., an Idaho corporation; Mall Taco, Inc., an Idaho corporation; and Broadway Taco, Inc., an Idaho corporation.

Vista Corp., Inc. is a corporation organized and existing under the laws of the State of Idaho. The authorized capital stock of Vista Corp., Inc. consists of 25,000 shares of common stock with a par value of \$1.00 each, hereinafter called "common stock", of which 98 shares are issued and outstanding.

Mall Taco, Inc. is a corporation organized and existing under the laws of the state of Idaho. The authorized capital stock of Mall Taco, Inc. consists of 1000 shares of common stock with a par value of \$1.00 each, hereinafter called "common stock", of which 100 shares are issued and outstanding.

Broadway Taco, Inc. is a corporation organized and existing under the laws of the State of Idaho. The authorized capital stock of Broadway Taco, Inc. consists of 1000 shares of common stock with a par value of \$1.00 each, hereinafter called "common stock", of which 100 shares are issued and outstanding.

The Boards of Directors of Vista Corp., Inc., Mall Taco, Inc. and Broadway Taco, Inc., respectively, deem it desirable and in the best interests of the corporations and their shareholders that Mall Taco, Inc. and Broadway Taco, Inc. be merged into Vista Corp., Inc. and the corporations, respectively, desire that they so merge under and pursuant to the laws of the State of Idaho; and

ARTICLES AND AGREEMENT OF MERGER, P. 1

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The shareholders of Vista Corp., Inc., Mall Taco, Inc. and Broadway Taco, Inc. having voted unanimously to enter into an Agreement to merge the above referenced corporations with and into Vista Corp., Inc.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

1. MERGER. As soon as all of the following events shall have happened:

a. This agreement shall have been adopted and approved by the votes of the holders of the common stock of Vista Corp., Inc., and by the votes of the holders of the common stock of Mall Taco, Inc., and by the votes of the holders of the common stock of Broadway Taco, Inc. at separate meetings of the shareholders of said corporations, in accordance with the requirements of the laws of the state of Idaho, and that fact shall have been certified hereon by the secretaries of each corporation; and

b. This Agreement, so adopted and certified, shall have been signed, acknowledged, and filed, all as required by the provisions of the law of the State of Idaho; thereupon, Mall Taco, Inc. and Broadway Taco, Inc. shall be deemed to have merged with and into Vista Corp., Inc., which shall survive the merger and which shall have the name provided in paragraph 2 hereof.

The single corporation which shall so survive the merger is

hereinafter sometimes called the "surviving corporation"; Vista Corp., Inc., Mall Taco, Inc. and Broadway Taco, Inc. are hereinafter sometimes called the "constituent corporations"; and the date and time when the constituent corporations shall merge and become the surviving corporation is hereinafter referred to as the "effective date of the merger."

2. NAME AND PURPOSES OF SURVIVING CORPORATION. The name of the surviving corporation shall be Vista Corp., Inc. The purposes for which the surviving corporation is formed and the nature of the business to be transacted by it shall be as set forth in the Articles of Incorporation of Vista Corp., Inc. as amended and restated on the effective date of the merger.

3. ARTICLES OF INCORPORATION OF SURVIVING CORPORATION. On the effective date of the merger, the Articles of Incorporation of Vista Corp., Inc. as amended and restated to date, shall be the Articles of Incorporation of the surviving corporation until further amended as provided by law.

4. BY-LAWS OF SURVIVING CORPORATION. On the effective date of the merger, the By-Laws of Vista Corp., Inc. as heretofore amended, shall be the bylaws of the surviving corporation until the same shall be altered, amended or repealed, or until new by-laws shall be adopted, in accordance with the provisions thereof.

5. DIRECTORS AND OFFICERS OF SURVIVING CORPORATION. The Board of Directors of the surviving corporation shall initially consist of two (2) directors, each of whom shall hold office until the annual meeting of the shareholders of the surviving corporation

to be held in 1995, and until his or her successor shall have been duly elected and shall have qualified, or until his earlier death, resignation or removal. The respective names, places of residence and addresses of such directors are as follows:

Benton M. Hofferber, Jr.
340 South 8th Street
Boise, Idaho 83702

Marci Carthan
404 S. 8th Street, Suite 420
Boise, Idaho 83702

The principal officers of the surviving corporation, each of whom shall hold office until his successor shall have been duly elected or appointed and shall have qualified or until his earlier death, resignation, or removal, and their respective offices, places of residence and post office addresses are as follows:

President	Benton M. Hofferber, Jr. 340 South 8th Street Boise, Idaho 83702
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Secretary-Treasurer	Marci Carthan 404 S. 8th Street, Suite 420 Boise, Idaho 83702
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The surviving corporation may have such other officers as shall be provided for in its by-laws.

If on the effective date of the merger a vacancy shall exist in the board of directors of the surviving corporation or in any of the offices above specified by reason of the inability or failure of any of the above persons to accept a directorship in the surviving corporation or the office to which he or she is designated, as the case may be, such vacancy may thereafter be filled in the manner provided by law or in the by-laws of the

surviving corporation.

6. CAPITAL STOCK OF THE SURVIVING CORPORATION. On the effective date of the merger, the total amount of capital stock of the surviving corporation to be authorized, the number of shares into which the capital stock is to be divided, and the par value of the shares are as follows:

25,000 shares of common stock with a par value of \$1.00 per share, amounting in aggregate to \$25,000.00, of which there shall be issued and outstanding 158 shares.

7. CONVERSION OF OUTSTANDING SECURITIES ON MERGER. The manner and basis of converting outstanding common stock of the constituent corporations into the common stock of the surviving corporation upon the effective date of the merger shall be as follows:

a. Common Stock of Vista Corp., Inc.: Each of the 98 shares of common stock of Vista Corp., Inc. outstanding on the effective date of the merger shall continue to be 1 share of common stock of the surviving corporation.

b. Common Stock of Mall Taco, Inc.: Each of the 100 shares of common stock of Mall Taco, Inc. outstanding on the effective date of the merger shall be 4/10ths of one share of common stock of the surviving corporation.

c. Common Stock of Broadway Taco, Inc.: Each of the 100 shares of common stock of Broadway Taco, Inc. outstanding on the effective date of the merger shall be 2/10ths of one share of common stock of the surviving corporation.

8. EXCHANGE OF CERTIFICATES.

a. On and after the effective date of the merger, each holder of a certificate or certificates therefor representing outstanding common stock of Vista Corp., Inc., Mall Taco, Inc. or Broadway Taco, Inc. shall be entitled, upon the surrender of such certificate or certificates at the office of the surviving corporation designated for that purpose, to receive in exchange therefor a certificate or certificates representing the number of shares of common stock of the surviving corporation into which the shares of Vista Corp., Inc., Mall Taco, Inc. and Broadway Taco, Inc. shall have been converted as provided in paragraph 7 hereof. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented shares of the common stock of the constituent corporation shall be deemed to be for all purposes to evidence only the ownership of the shares of common stock of the corporation into which the same shall have been converted in accordance with the provisions of paragraph 7 hereof.

b. If a certificate for any share or shares of stock of the surviving corporation is to be issued in a name other than that in which the certificate for shares surrendered for exchange shall be registered, it shall be a condition of such exchange that the certificate so surrendered shall be properly endorsed for transfer.

9. PROHIBITED ACTIONS OF CONSTITUENT CORPORATIONS. Between the date hereof and the effective date of the merger, neither Vista Corp., Inc., Mall Taco, Inc. or Broadway Taco, Inc. will, except with the prior written consent of the others: (a) issue or sell

any stock, bonds or other corporate securities; (b) incur any obligation or liability, absolute or contingent, except current liabilities incurred or obligations under contracts entered into in the ordinary course of business; (c) make any dividend or other payment or distribution to its shareholders or purchase or redeem any shares of its capital stock; (d) mortgage, pledge, create a security interest in, or subject to lien or other encumbrance any of its assets, tangible or intangible; (e) sell or transfer any of its tangible assets or cancel any debts or claims except in each case in the ordinary course of business; (f) sell, assign or transfer any trademark, trade name, patent, or other intangible asset; (g) waive any right of any substantial value; or (h) enter into any transaction other than in the ordinary course of business.

10. EFFECT OF MERGER. On the effective date of the merger, Vista Corp., Inc., Mall Taco, Inc. and Broadway Taco, Inc. shall cease to exist separately, and shall be merged in with and into Vista Corporation, in accordance with the provisions of and with the effect provided by the laws of the State of Idaho. As provided therein, on the effective date of the merger the surviving corporation shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers and obligations, of a public as well as of a private nature and be subject to all the restrictions, disabilities and duties of each of the constituent corporations, and all and singular the rights, privileges, powers and franchises and trust and fiduciary rights, powers, duties and obligations of each of the constituent

corporations; and all property, real, personal and mixed, and all debts due to any of the constituent corporations on whatever account, as well as for stock subscriptions as all other things in action or belonging to each of the constituent corporations shall be vested in the surviving corporation; and all property, rights, privileges, powers and franchises, and any and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective constituent corporations; and the title to any real estate, whether vested, by deed or otherwise, in either of the constituent corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of any of the constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent corporations shall thenceforth attach to the surviving corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the surviving corporation.

11. FURTHER INSTRUMENTS. From time to time, as and when requested by the surviving corporation or by its successors or assigns, Vista Corp., Inc., Mall Taco, Inc. and Broadway Taco, Inc. will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments; and will take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of all of its

property, rights, privileges, powers and franchises and otherwise to carry out the intent and purpose of this Agreement.

12. CAPITAL. On the effective date of the merger, 158 shares of common stock of the surviving corporation into which the outstanding shares of common stock of Vista Corp., Inc., Mall Taco, Inc. and Broadway Taco, Inc. shall have been converted, in accordance with the provisions of paragraphs 7 and 8 hereof, shall be issued and outstanding.

13. PRINCIPAL OFFICES. The location of the principal office of the surviving corporation shall be 340 South 8th Street, Boise, Idaho 83702. The registered office of the surviving corporation in Idaho shall be the same as the location of the principal office.

14. ABANDONMENT OF MERGER. This Agreement may be terminated and the merger provided for hereby abandoned by votes of the Boards of Directors of any of the constituent corporations at any time prior to the effective date of the merger. In the event of any such termination and abandonment, this Agreement shall be void and have no effect and there shall be no liability on the part of any of the constituent corporations or any director, officer or shareholder of any such constituent corporations in respect thereof.

15. RIGHT OF AMENDMENT. The surviving corporation hereby reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, as from time to time amended and any provision contained in this Agreement, in the manner now or hereafter prescribed by law or by such articles, as

from time to time amended; and all rights and powers of whatsoever nature conferred in such Articles of Incorporation, as from time to time amended, or herein, upon any shareholder, director, officer or any other person are subject to this reservation.

IN WITNESS WHEREOF Vista Corp., Inc., Mall Taco, Inc. and Broadway Taco, Inc. have caused this Agreement to be signed in their corporate names by their respective Presidents and their respective Secretaries and also by all of their respective Boards of Directors, all as of the day and year first above written.

VISTA CORP., INC.

by: B. M. Hofferber, Jr.
Benton M. Hofferber, Jr. President

ATTEST:

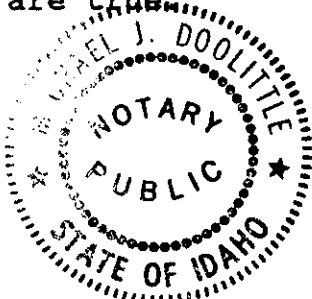
Marci Carthan
Marci Carthan, Secretary

B. M. Hofferber, Jr.
Benton M. Hofferber, Jr. Director

Marci Carthan
Marci Carthan Director

STATE OF IDAHO)
 :SS.
COUNTY OF ADA)

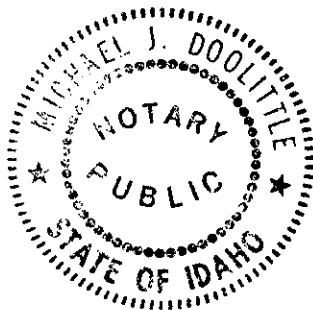
I, MICHAEL J. DOOLITTLE, a notary public, do hereby certify that on this 22nd day of December, 1994, personally appeared Benton M. Hofferber, Jr., who, being by me first duly sworn, declared that he is the President and a Director of VISTA CORP., INC., and that he signed the foregoing document as President and Director of the corporation and that the statements therein contained are true.



Michael J. Doolittle
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 10/8/99

STATE OF IDAHO)
 :SS.
COUNTY OF ADA)

I, MICHAEL J. DOOLITTLE, a notary public, do hereby certify that on this 22nd day of December, 1994, personally appeared Marci Carthan, who, being by me first duly sworn, declared that she is the Secretary and a Director of VISTA CORP., INC., and that she signed the foregoing document as Secretary and Director of the corporation and that the statements therein contained are true.



Michael J. Doolittle
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 10/8/99

MALL TACO, INC.

by: B. M. Hofferber, Jr.
Benton M. Hofferber, Jr. President

ATTEST:

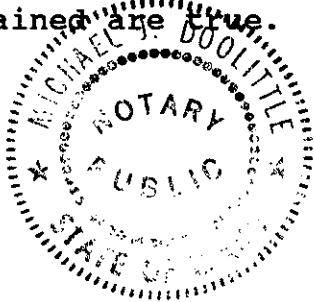
Marci Carthan
Marci Carthan, Secretary

Bent M. Hofferber, Jr.
Benton M. Hofferber, Jr. Director

Marci Carthan
Marci Carthan, Director

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

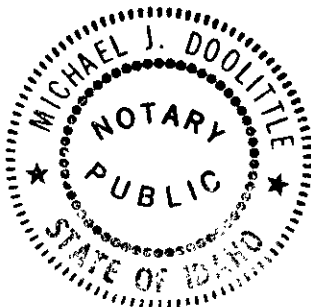
I, MICHAEL J. DOOLITTLE, a notary public, do hereby certify that on this 22nd day of December, 1994, personally appeared Benton M. Hofferber, Jr., who, being by me first duly sworn, declared that he is the President and a Director of MALL TACO, INC., and that he signed the foregoing document as President and Director of the corporation and that the statements therein contained are true.



Michael J. Doolittle
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 10/8/99

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

I, MICHAEL J. DOOLITTLE, a notary public, do hereby certify that on this 22nd day of December, 1994, personally appeared Marci Carthan, who, being by me first duly sworn, declared that she is the Secretary and a Director of MALL TACO, INC., and that she signed the foregoing document as Secretary and Director of the corporation and that the statements therein contained are true.




Michael J. Doolittle
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 10/8/99

BROADWAY TACO, INC.

by: Bent M. Hofferber, Jr.
Benton M. Hofferber, Jr. President

ATTEST:

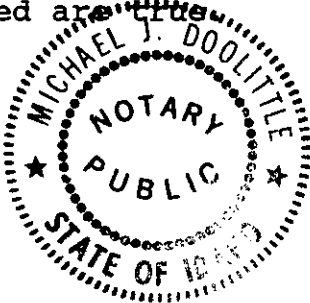

Marci Carthan, Secretary

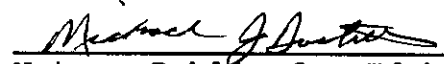

Benton M. Hofferber, Jr. Director


Marci Carthan Director

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

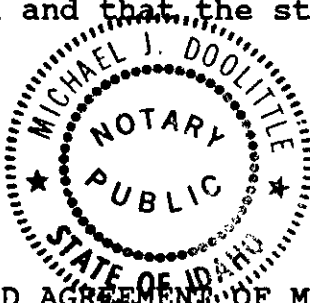
I, MICHAEL J. DOOLITTLE, a notary public, do hereby certify that on this 22nd day of December, 1994, personally appeared Benton M. Hofferber, Jr., who, being by me first duly sworn, declared that he is the President and a Director of BROADWAY TACO, INC., and that he signed the foregoing document as President and Director of the corporation and that the statements therein contained are true.





Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 10/18/99

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

I, MICHAEL J. DOOLITTLE, a notary public, do hereby certify that on this 22nd day of December, 1994, personally appeared Marci Carthan, who, being by me first duly sworn, declared that she is the Secretary and a Director of BROADWAY TACO, INC., and that she signed the foregoing document as Secretary and Director of the corporation and that the statements therein contained are true.




Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 10/18/99

CERTIFICATION AND VERIFICATION
FOR
VISTA CORP., INC.

DEC 29 3 19 PM '94
SECRETARY OF STATE

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

MARCI CARTHAN, being first duly sworn, upon oath deposes and states:

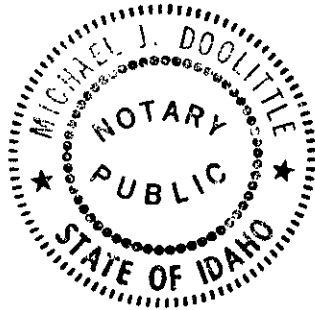
I am the corporate secretary for VISTA CORP., INC., and hereby certify and verify the following in accordance with Sections 30-1-71, 30-1-73, 30-1-74 and 30-1-77, Idaho Code:

Pursuant to the Consent Minutes of the meeting of the Board of Directors thereof at a meeting held on December 1, 1994 and further pursuant to the Consent Minutes of the meeting of the shareholders of said corporation held on December 22, 1994, created by the holders of 98 shares of the common stock of said corporation, being all of the issued and outstanding stock thereof, the foregoing Articles and Agreement of Merger between Vista Corp., Inc., Mall Taco, Inc. and Broadway Taco, Inc. was duly ratified and approved. Pursuant to the authority conferred by said resolution of the directors and said resolution of the shareholders, the foregoing Articles and Agreement of Merger was duly executed by Benton M. Hofferber, Jr. as President of the Corporation and by Marci Carthan as Secretary of the corporation, and by Benton M. Hofferber, Jr. and Marci Carthan, being all of the directors of the corporation as of the day and year therein written.

IN WITNESS WHEREOF, I have hereunto set my hand this 22nd day
of December, 1994.

Marci Carthan
Marci Carthan

SUBSCRIBED AND SWORN to before me this 22nd day of December,
1994.



Michael J. Doolittle
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 10/18/99

CERTIFICATION AND VERIFICATION
FOR
MALL TACO, INC.

DEC 29 3 19 PM '94
SECRETARY OF STATE

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

MARCI CARTHAN, being first duly sworn, upon oath deposes and states:

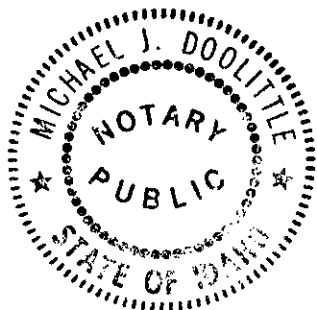
I am the corporate secretary for MALL TACO, INC., and hereby certify and verify the following in accordance with Sections 30-1-71, 30-1-73, 30-1-74 and 30-1-77, Idaho Code:

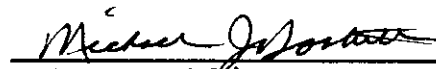
Pursuant to the Consent Minutes of the meeting of the Board of Directors thereof at a meeting held on December 1, 1994 and further pursuant to the Consent Minutes of the meeting of the shareholders of said corporation held on December 22, 1994, created by the holders of 100 shares of the common stock of said corporation, being all of the issued and outstanding stock thereof, the foregoing Articles and Agreement of Merger between Vista Corp., Inc., Mall Taco, Inc. and Broadway Taco, Inc. was duly ratified and approved. Pursuant to the authority conferred by said resolution of the directors and said resolution of the shareholders, the foregoing Articles and Agreement of Merger was duly executed by Benton M. Hofferber, Jr. as President of the Corporation and by Marci Carthan as Secretary of the corporation, and by Benton M. Hofferber, Jr. and Marci Carthan, being all of the directors of the corporation as of the day and year therein written.

IN WITNESS WHEREOF, I have hereunto set my hand this 22nd day
of December, 1994.


Marci Carthan

SUBSCRIBED AND SWORN to before me this 22nd day of December,
1994.




Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 10/8/99

CERTIFICATION AND VERIFICATION
FOR
BROADWAY TACO, INC.

DEC 29 3-19 PM '94
SECRETARY OF STATE

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

MARCI CARTHAN, being first duly sworn, upon oath deposes and states:

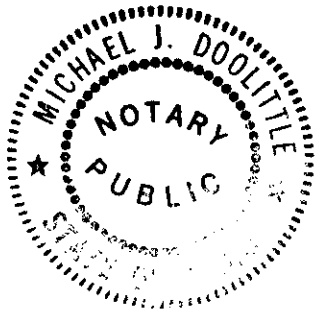
I am the corporate secretary for BROADWAY TACO, INC., and hereby certify and verify the following in accordance with Sections 30-1-71, 30-1-73, 30-1-74 and 30-1-77, Idaho Code:

Pursuant to the Consent Minutes of the meeting of the Board of Directors thereof at a meeting held on December 1, 1994 and further pursuant to the Consent Minutes of the meeting of the shareholders of said corporation held on December 22, 1994, created by the holders of 100 shares of the common stock of said corporation, being all of the issued and outstanding stock thereof, the foregoing Articles and Agreement of Merger between Vista Corp., Inc., Mall Taco, Inc. and Broadway Taco, Inc. was duly ratified and approved. Pursuant to the authority conferred by said resolution of the directors and said resolution of the shareholders, the foregoing Articles and Agreement of Merger was duly executed by Benton M. Hofferber, Jr. as President of the Corporation and by Marci Carthan as Secretary of the corporation, and by Benton M. Hofferber, Jr. and Marci Carthan, being all of the directors of the corporation as of the day and year therein written.

IN WITNESS WHEREOF, I have hereunto set my hand this 22nd day
of December, 1994.

Marci Carthan
Marci Carthan

SUBSCRIBED AND SWORN to before me this 22nd day of December,
1994.



Michael J. Doolittle
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 10/8/99