

# State of Idaho

## Department of State.

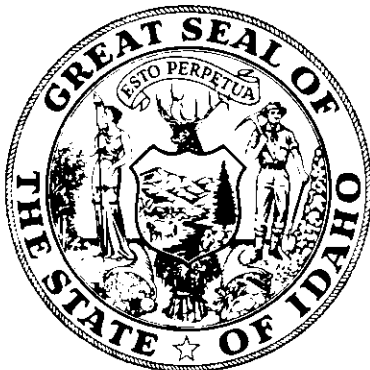
### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that  
duplicate originals of Articles of MERGER of  
HAROLD J. BATT, INC., AN IDAHO CORPORATION

into GEM HOP CO., 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 May 6, 19 88.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

RECEIVED  
SEC. OF STATE

88 MAY 6 AM 8 54  
ARTICLES OF MERGER

OF  
HAROLD J. BATT, INC.

WITH  
GEM HOP CO.

PURSUANT to the provisions of the Idaho Code including but not limited to Sections 30-1-71, 30-1-73, 30-1-74 and 30-1-76, the undersigned corporations have adopted these Articles of Merger for the purpose of combining the undersigned corporations.

The Plan of Merger approved by the stockholders of each of the undersigned corporations in the manner prescribed by statute is attached hereto and by this reference made a part hereof.

RICHARD B. EISMANN - ATTORNEY AT LAW

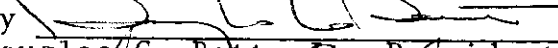
<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Harold J. Batt, Inc.	50
Gem Hop Co.	500

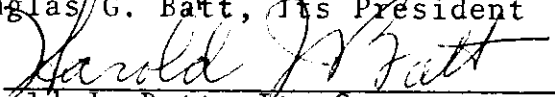
As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereupon as a class, the under of shares of such class voted for and against such plan, respectively, as as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Harold J. Batt, Inc.	50	0
Gem Hop Co.	500	0


DATED: November 30, 1987


SIGNED: HAROLD J. BATT, INC.

By   
Douglas G. Batt, Its President

By   
Harold J. Batt, Its Secretary

GEM HOP CO.

By   
Harold J. Batt, Its President

By   
Douglas G. Batt, Its Secretary

RICHARD B. EISMANN - ATTORNEY AT LAW

STATE OF IDAHO, County of Canyon ) ss

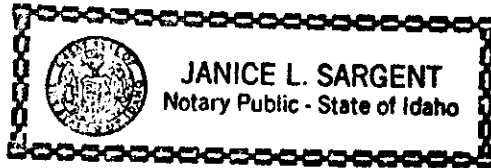
HAROLD J. BATT, the affiant, being first duly sworn on oath deposes and says:

That the affiant is the duly elected and acting secretary of HAROLD J. BATT, INC.; that the affiant has read the foregoing Articles of Merger; that the affiant knows the contents thereof; and that the affiant believes the facts therein stated to be true.

Harold J. Batt  
Harold J. Batt

SIGNED AND SWORN to before me on NOV 30 1987.

Janice L. Sargent Notary Public for Idaho.

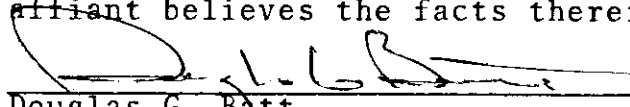


RICHARD B. EISMANN - ATTORNEY AT LAW

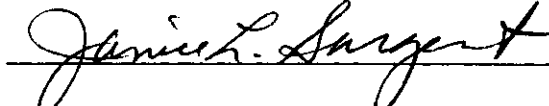
STATE OF IDAHO, County of Canyon ) ss

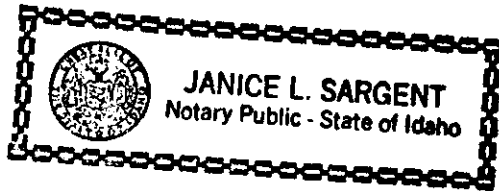
DOUGLAS G. BATT, the affiant, being first duly sworn on oath deposes and says:

That the affiant is the duly elected and acting secretary of GEM HOP CO.; that the affiant has read the foregoing Articles of Merger; that the affiant knows the contents thereof; and that the affiant believes the facts therein stated to be true.

  
Douglas G. Batt

SIGNED AND SWORN to before me on NOV 30 1987.

  
Notary Public for Idaho.



PLAN OF MERGER  
OF  
HAROLD J. BATT, INC.  
WITH  
GEM HOP CO.

THE PARTIES hereto are HAROLD J. BATT, INC., a corporation and its directors or a majority thereof (herein called Batt) and GEM HOP CO., a corporation, and its directors or a majority thereof (herein called Gem).

PLAN OF MERGER: The parties hereto shall be merged upon the plan of merger following:

The merging corporations. Harold J. Batt, Inc. (herein called Batt) is a corporation organized and existing under the laws of the State of Idaho. Gem Hop Co. (herein called Gem) is a corporation organized and existing under the laws of the State of Idaho.

Merger. Batt and Gem shall be one corporation and to that end Batt shall be merged into Gem and the corporate existence of Batt shall cease and the corporate existence of Gem shall continue under the name of "GEM HOP CO." as a corporation for profit organized and existing under the laws of the State of Idaho.

Rights, privileges and franchises. Gem as the surviving corporation shall possess all of the rights, privileges and franchises possessed by both Batt and Gem prior to this merger.

Property rights. All property, real, personal and mixed, of both Batt and Gem and all debts due on whatever account to either of them, including subscriptions for shares and other choses in action belonging to both of them, shall be taken and be deemed to be transferred to and vested in Gem as such surviving corporation, without further act or deed.

Articles of Incorporation. The Articles of Incorporation of Gem in effect immediately prior to the effective date of this merger shall be the Articles of Incorporation of Gem as the surviving corporation until the same shall be amended, supplemented or repealed.

By-laws. The code of by-laws of Gem in effect immediately prior to the effective date of this merger shall be the by-laws of Gem as the surviving corporation until the same shall be amended, supplemented or repealed.

Liabilities and obligations. Gem as the surviving corporation shall be responsible for all of the liabilities and obligations of both Batt and Gem in the same manner as if Gem as such surviving corporation had itself incurred such liabilities or obligations.

Directors and officers. The members of the board of directors and officers of Gem immediately prior to the effective date of merger shall be the members of the board of directors and the officers, respectively, of Gem as such surviving corporation, and they shall continue to hold office until their respective successors shall have been elected and shall qualify pursuant to the by-laws of such surviving corporation. The names and addresses of the present directors of Gem, who shall act as the directors of such surviving corporation until their successors are duly chosen and qualified, are as follows:

Harold J. Batt	whose address is	P. O. Box 666 Wilder, ID 83676
Douglas G. Batt	whose address is	P. O. Box 605 Wilder, ID 83676
Nancy I. Batt	whose address is	112 Evergreen Ave. Mill Valley, California 94941
Jeffrey H. Batt	whose address is	63 Reed Ranch Road Tiburon, CA 94920
Jan Batt	whose address is	P. O. Box 605 Wilder, ID 83676

The names and addresses of the present officers of Gem, who shall act as the officers of such surviving corporation until their successors are duly chosen and qualified, are as follows:

President:

Harold J. Batt	whose address is	P. O. Box 666 Wilder, ID 83676
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Vice President:

Jeffrey H. Batt                      whose address is                      63 Reed Ranch Road  
Tiburon, CA 94920

Secretary:

Douglas G. Batt                      whose address is                      P. O. Box 605  
Wilder, ID 83676

Treasurer:

Nancy I. Batt                      whose address is                      112 Evergreen Ave.  
Mill Valley,  
California 94941

Assistant Treasurer:

Jan Batt                      whose address is                      P. O. Box 605  
Wilder, ID 83676

Surrender and exchange of stock. The manner of converting the capital stock of both of the corporations (the parties hereto) into the capital stock of Gem as the surviving corporation shall be as follows: (1) all present holders of stock of Gem shall continue to hold the same certificates of stock which they now hold and such certificates shall represent a like number of shares of the common stock of Gem as such surviving corporation; and (2) all present holders of stock of Batt shall surrender their certificates of stock which they now hold which certificates shall be cancelled and there shall be issued to them in exchange therefor common stock of Gem on a basis of three and one-half (3½) shares of the common stock of Gem for one (1) share of the common stock of Batt.

Articles of merger. Articles of merger in accordance with the provisions hereof shall be signed and filed as provided by law.

Other instruments and actions. From time to time, as and when requested by Gem as the surviving corporation, Batt and Gem shall execute and deliver all other instruments and shall take all further or other action which Gem as the surviving corporation may deem necessary or desirable to carry out the interest and purposes of this plan of merger.

Effective date. This plan of merger shall be submitted to the stockholders of Batt and Gem, separately, as provided by law and shall take effect and be effective as provided by law if approved by a two-thirds vote of the stockholders of each such corporation taken at a meeting noticed and held as provided by law.



RICHARD B. EISMANN - ATTORNEY AT LAW

Expense of merger. If this merger is consummated, all expenses incident hereto shall be paid by Gem as the surviving corporation. If this merger is not consummated, then Batt shall pay all expenses incident hereto incurred by it and Gem shall pay all expenses incident hereto incurred by it.

SIGNED: This plan of merger was signed by the president of each corporation but is subject to and shall not be effective until full compliance with all of the provisions hereof and with all applicable laws.

DATED: November 6, 1987.

HAROLD J. BATT, INC.

By   
Douglas G. Batt, Its President.

GEM-HOF CO.

By   
Harold J. Batt, Its President.