

FILED EFFECTIVE

STATEMENT OF MERGER  
OF  
BARHAM, INC.  
(an Idaho corporation)

2009 AUG 31 PM 4:29  
SECRETARY OF STATE  
STATE OF IDAHO

WITH AND INTO

MERRELL LOGGING, INC.  
(an Idaho corporation)

In accordance with Section 30-18-205 of the Idaho Entity Transaction Act (the "IETA") Barham, Inc., an Idaho Corporation ("Barham") and Merrell Logging, Inc., an Idaho Corporation ("Merrell"), hereby file this Statement of Merger with the Office of the Secretary of State of the State of Idaho and certify as follows:

1. **Names and Jurisdiction of Formation.** The constituent companies (the "Constituent Companies") in the merger and the jurisdictions in which they were formed are as follows:

<u>Name of Constituent Company</u>	<u>Jurisdiction of Formation</u>	<u>Type of Entity</u>
Barham, Inc.	Idaho	Corporation
Merrell Logging, Inc.	Idaho	Corporation

2. **Plan of Merger.** A Plan of Merger dated as of September 1, 2009 (the "Plan of Merger") has been approved, adopted, and executed by each of the Constituent Companies (both Boards of Directors, and all Shareholders) in accordance with Section 30-1-1104 of the IBCA as applicable. The Plan of Merger is attached hereto as Exhibit A and is incorporated herein by this reference.

3. **Surviving Entity.** Pursuant to the Plan of Merger, Barham is being merged with and into Merrell (the "Merger"), with Merrell Logging, Inc., an Idaho Corporation, being the surviving entity (the "Surviving Entity") in the Merger. There will be no amendment to Merrell's public organizational document.

4. **Shareholder and Board of Director Approval.**

4.1 **Barham.** The Plan of Merger was duly approved by board of directors and the shareholders of Barham in the manner required by the IBCA and Barham's Articles of Incorporation and Bylaws.

4.2 **Merrell.** The Plan of Merger was duly approved by board of directors and the shareholders of Merrell in the manner required by the IBCA and Merrell's Articles of Incorporation and Bylaws.

IDAHO SECRETARY OF STATE  
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5. **Copy of Plan of Merger.** The executed Plan of Merger is on file at the office of Merrell located at Route 1, Box 71-B, Princeton, Idaho 83857. A copy of the Plan of Merger will be furnished by Merrell upon request and without cost to any shareholder of Merrell or Barham.

6. **Effectiveness of Merger.** The Merger shall become effective September 1, 2009.

**IN WITNESS WHEREOF**, the Constituent Companies have caused this statement of Merger to be signed by their duly authorized officers or representatives this 20<sup>th</sup> day of August, 2009.

**Barham, Inc., an Idaho Corporation**

By: Mark Merrell  
Mark Merrell, President

Attest:

Dona Merrell  
Dona Merrell, Secretary

**Merrell Logging, Inc., an Idaho Corporation**

By: Mark Merrell  
Mark Merrell, President

Attest:

Dona Merrell  
Dona Merrell, Secretary

## EXHIBIT A

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") is made as of September 1, 2009, by and between Merrell Logging, Inc., an Idaho Corporation ("Merrell") and Barham, Inc., an Idaho Corporation ("Barham"). The Corporations are sometimes referred to as the "Constituent Entities."

## RECITALS:

A. Merrell is an Idaho Corporation, organized and existing under the laws of the State of Idaho, whose shareholders are Mark Merrell and Dona Merrell.

B. Barham is an Idaho corporation whose shareholders are Mark Merrell and Dona Merrell.

C. The shareholders of the Constituent Entities deem it advisable and to the advantage of said entities that Barham merge with and into Merrell upon the terms and conditions herein provided and applicable law.

NOW, THEREFORE, in consideration of the foregoing recitals and the covenants and promises set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

## AGREEMENT:

1. **The Merger.** At the Effective Time (as defined below) and subject to and upon the terms and conditions of this Plan of Merger and the applicable provisions of the Idaho Business Corporation Act (the "IBCA"), Barham shall be merged with and into Merrell (the "Merger"), the separate corporate existence of Barham shall cease and Merrell shall continue as the surviving entity. Merrell, as it shall exist following the Merger, is sometimes referred to herein as the "Surviving Entity."

2. **Effective Time.** The parties hereto shall cause the Merger to be consummated by filing this Plan of Merger and appropriate Statement of Merger (the "Statement of Merger") with the Secretary of State of the State of Idaho in accordance with the relevant provisions of applicable law. As used herein, the term "Effective Time" shall mean 12:00 a.m. September 1, 2009.

3. **Effect of the Merger on the Corporations.** At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the IBCA, this Plan of Merger, and the Statement of Merger. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of Barham and Merrell shall vest in the Surviving Entity, and all debts, liabilities, obligations, restrictions, disabilities and duties of Barham and Merrell shall

become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Entity.

**4. Articles of Incorporation and Bylaws.** At the Effective Time, (i) the articles of incorporation of Merrell, as in effect immediately prior to the Effective Time, shall be the articles of incorporation of the Surviving Entity (the "Articles of Incorporation") until thereafter amended in accordance with applicable law and such Articles of Incorporation, and (ii) the Bylaws of Merrell as in effect immediately prior to the Effective Time, shall be Bylaws of the Surviving Entity (the "Bylaws") until thereafter amended as provided by such Bylaws, the Articles of Incorporation, and applicable law.

**5. Officers.** At the Effective Time, the officers of Merrell immediately prior to the Effective Time shall be the officers of the Surviving Entity, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Entity, until their respective successors are duly elected or appointed and qualified.

**6. Effect on Outstanding Securities of Barham and Merrell.** On the terms and subject to the conditions of this Plan of Merger, as of the Effective Time, by virtue of the Merger and without any action on the part of Merrell or Barham or any holder of any securities of Barham or Merrell the following shall occur:

**6.1 No Change in Merrell Shares of Stock.** At the Effective Time, all of the shares of stock in Merrell then outstanding and all rights in respect thereof shall remain outstanding without change.

**6.2 Cancellation of Corporation Common Stock.** Each share of Barham's common stock shall be automatically cancelled and extinguished without any conversion thereof or consideration therefore.

**7. Taking of Necessary Action; Further Action.** If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Plan of Merger or to vest the Surviving Entity with full right, title and possession to all assets, property, rights, privileges, powers and franchises of Barham, the officers and directors of the Surviving Entity shall be fully authorized to take, and shall take, all such lawful and necessary action.

**8. Amendment.** This Plan may not be amended, except by an instrument in writing executed on behalf of each of Barham and Merrell.

**9. Counterparts.** This Plan may be executed in any number of counterparts and all executed counterparts will constitute one and the same Plan of Merger, binding on all of the parties hereto even though all of the parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed as of the date first above written.

**MERRELL LOGGING, INC., an Idaho Corporation**

By: Mark Merrell  
Mark Merrell, President

Attest:

Dona Merrell  
Dona Merrell, Secretary

**BARHAM, INC., an Idaho Corporation**

By: Mark Merrell  
Mark Merrell, President

Attest:

Dona Merrell  
Dona Merrell, Secretary