

108975

# 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 TABOX, INC., a Montana corporation into TABOX, INCORPORATED, an Idaho corporation, duly executed 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: August 25, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *L. D. [Signature]*

ARTICLES OF MERGER

Aug 25 1 49 PM '95

FOREIGN SUBSIDIARY CORPORATION

SECRETARY OF STATE  
STATE OF IDAHO

DOMESTIC PARENT CORPORATION

Pursuant to the provisions of Section 30-1-75 of the Idaho Code, the undersigned corporation adopts the following Articles of Merger for the purpose of merging a foreign subsidiary corporation into the undersigned as the surviving domestic corporation.

FIRST: Tabox, Inc., the subsidiary corporation to be merged into the undersigned parent corporation, is incorporated under the laws of Montana, and the laws of such jurisdiction permit such a merger.

SECOND: The Plan and Agreement of Merger attached hereto was approved by the board of directors of Tabox, Incorporated, the undersigned, as the surviving corporation, in the manner prescribed by the Idaho Code, and was authorized and approved by the board of directors of Tabox, Inc. in the manner prescribed by the laws of the state of Montana, the jurisdiction under which the subsidiary corporation is organized.

THIRD: The subsidiary corporation has outstanding 33,640 shares of common stock, all of which are owned by Tabox, Incorporated, the parent corporation. Accordingly, shareholder approval is not required. The boards of directors approval by both corporations, is attested to by the Secretary's Certificate of each corporation as part of the Plan and Agreement of Merger.

Dated: August 18, 1995.

TABOX, INCORPORATED

by Matthew L. Powell, Pres  
President

and John R. Hansen  
Secretary

IDAHO SECRETARY OF STATE

8/28/95 9:00:00 AM  
Customer # 23450  
IVC960010514 16384

ARTICLES OF MERGER  
TABOX MONTANA INTO TABOX IDAHO

CORPORATION MERGER

1 @ 30.00 = 30.00

PLAN AND AGREEMENT OF MERGER  
OF TABOX, INC.(a Montana corporation)

into

TABOX, INCORPORATED(an Idaho corporation)

This Plan and Agreement of Merger ("Plan") is entered into this ~~18th~~ day of August, 1995, by and between Tabox, Inc., a corporation organized and existing under the laws of the state of Montana, hereinafter referred to as "Tabox, Inc. (Montana)", and Tabox, Incorporated, a corporation organized and existing under the laws of the state of Idaho, hereinafter referred to as Tabox, Incorporated (Idaho).

Whereas all of the outstanding stock of Tabox, Inc. (Montana) is owned by Tabox, Incorporated (Idaho), and Tabox, Inc. (Montana) is thereby the wholly owned subsidiary of Tabox, Incorporated (Idaho).

Whereas, each of said corporations, parties hereto, in consideration of the mutual agreements of each corporation as set forth herein, deem it advisable and generally to the welfare of each of said corporations and their respective shareholders that Tabox, Incorporated (Idaho) merge into itself Tabox, Inc. (Montana), and that Tabox, Inc. (Montana) shall be merged into Tabox Idaho.

Whereas Tabox, Inc. (Montana) has an authorized capital of 50,000 shares of common stock, par value \$10.00 per share, of which stock 33,645 shares are now issued and outstanding in the name of Tabox, Incorporated (Idaho), as the sole shareholder.

Whereas Tabox, Incorporated (Idaho) has an authorized capital of 10,000,000 shares of common stock, no par value, and 5,000,000 preferred stock, no par value, of which stock 1,009,350 shares of common stock only are now issued and outstanding.

Now, therefore, the corporations, parties to this Plan, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, hereby agree each with the other, that Tabox, Incorporated (Idaho) shall merge into itself Tabox, Inc. (Montana), and that Tabox, Inc. (Montana) shall be merged into Tabox, Incorporated (Idaho) pursuant to Sections 35-1-818 and 35-1-819 of the Business Corporations law of the state of Montana, and Sections 30-1-75 of the Business Corporations Code of the state of Idaho, and hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: Tabox, Incorporated (Idaho) hereby merges Tabox, Inc. (Montana) into itself, and Tabox, Inc. (Montana) shall be and hereby is merged into Tabox, Incorporated (Idaho), which shall be the surviving corporation and be governed by the laws of the state of Idaho.

SECOND: The outstanding shares of the capital stock of Tabox, Inc. (Montana) owned by Tabox, Incorporated (Idaho) shall be converted into all of the assets of Tabox, Inc. (Montana), owned in their entirety by the Tabox, Incorporated (Idaho).

THIRD: The bylaws of Tabox, Incorporated (Idaho), as in effect at the date of the execution of this Plan, shall be the bylaws of the surviving Tabox, Incorporated (Idaho).

The first board of directors of Tabox, Incorporated (Idaho) after the date when the merger provided for herein shall become effective shall be the directors of the surviving Tabox, Incorporated (Idaho).

The officers of Tabox, Incorporated (Idaho) after the date when the merger provided for herein shall become effective shall be the officers of the surviving Tabox, Incorporated (Idaho).

The surviving Tabox, Incorporated (Idaho) shall pay all expenses of carrying this Plan into effect and of accomplishing the merger.

The surviving Tabox, Incorporated (Idaho) may be served with process in the state of Montana in any proceeding for enforcement of any obligation of Tabox, Inc. (Montana), as well as for enforcement of any obligation of the surviving Tabox, Incorporated (Idaho) arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined under the laws of the state of Montana, and it hereby irrevocably appoints the secretary of state of Montana as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the secretary of state of Montana is % John R. Hansen, Jr., Attorney at Law, P.O. Box 2755, Boise, Idaho, 83701, until the surviving Tabox, Incorporated (Idaho) shall have designated in writing a different address for such purpose.

This Plan shall be filed in the office of the Secretary of State of Montana and in the office of the Secretary of State of Idaho, and upon the filing in the respective states, and the issuance of a Certificate of Merger by the Secretary of State of Idaho, the merger herein provided shall be effective.

IN WITNESS WHEREOF, the parties to this Plan, pursuant to authority duly given by their respective boards of directors have caused these presents to be executed by the President and Secretary of each corporation party hereto.

TABOX, INC.

BY

ATTEST:

TABOX, INCORPORATED

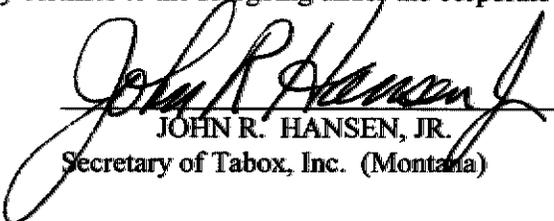
BY

ATTEST:

**SECRETARY'S CERTIFICATE:**

The undersigned John R. Hansen, Jr., secretary of Tabox, Inc., a Montana corporation, certifies that the above stated Plan and Agreement of Merger was unanimously approved by the board of directors of said corporation by a resolution duly adopted by the said board of directors at a meeting duly convened for such purpose on the \_\_\_\_ day of August, 1995.

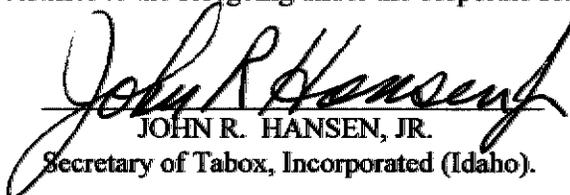
In Witness Whereof, the undersigned hereby certifies to the foregoing under the corporate seal of the corporation.

  
JOHN R. HANSEN, JR.  
Secretary of Tabox, Inc. (Montana)

**SECRETARY'S CERTIFICATE:**

The undersigned John R., Hansen, Jr., secretary of Tabox, Incorporated, an Idaho corporation, certifies that the above stated Plan and Agreement of Merger was unanimously approved by the board of directors of said corporation by a resolution duly adopted by the said board of directors at a meeting duly convened for such purpose on the \_\_\_\_ day of August, 1995.

In Witness Whereof, the undersigned hereby certifies to the foregoing under the corporate seal of the corporation.

  
JOHN R. HANSEN, JR.  
Secretary of Tabox, Incorporated (Idaho).