

FILED

IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

APR - 4 1983

DEPT. OF REVENUE SECRETARY OF STATE

[Signature]
No. 1505-65

PLAN AND AGREEMENT OF MERGER

Between

DAUM INDUSTRIES, INC.

A Nevada Corporation

(The Surviving Corporation)

and

DOUBLE "D" LAND, INC.

A California Corporation

(The Merging Corporation)

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SECRETARY OF
STATE

PLAN AND AGREEMENT OF MERGER, dated March 10, 1983, between DAUM INDUSTRIES, INC., a Nevada corporation (hereinafter sometimes referred to as the "Surviving Corporation"), and DOUBLE "D" LAND, INC., a California Corporation (hereinafter sometimes referred to as the "Merging Corporation"), which two corporations are hereinafter sometimes referred to as the "Constituent Corporations".

FIRST

RECITALS

Daum Industries, Inc. is validly organized, existing and in good standing under the laws of the State of Nevada. The Merging Corporation is validly organized, existing and in good standing under the laws of the State of California. Both corporations are qualified to do business in the State of Idaho.

Daum Industries, Inc. has an authorized capital of 7,500,000 shares of common stock with a par value of \$1.00 each, of which on the date of this agreement 2,015,000 shares were issued and outstanding.

The Merging Corporation has an authorized capital of 5,000 shares of common stock with a par value of \$100.00 each, of which on the date of execution of this agreement 2,862 shares were issued and outstanding.

The Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of their respective corporations and stockholders that the Merging Corporation merge with and into Daum Industries, Inc. in accordance with the provisions of applicable statutes of both the State of Nevada and the State of California, and have entered into this Agreement of Merger in connection with the merger.

SECOND

AGREEMENT OF MERGER

NOW, THEREFORE, the Constituent Corporations agree, each with the other, to merge into a single corporation which shall be Daum Industries, Inc., the Surviving Corporation, and agree upon and prescribe the terms and conditions of the statutory merger, the mode of carrying it into effect and the manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation, as herein set forth:

On the effective date of the merger, the Merging Corporation shall be merged with and into Daum Industries, Inc. and the separate existence of the Merging Corporation shall cease; the Constituent Corporations shall become a single corporation named "Daum Industries, Inc.", a Nevada corporation, which shall be the Surviving Corporation.

THIRD

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of Daum Industries, Inc., as amended, which are set forth in Exhibit "A" to this Agreement, shall continue to be the Articles of Incorporation of the Surviving Corporation until further amended in accordance with the Corporation Law of the State of Nevada. Such Articles of Incorporation, as amended, as thus set forth, may be certified separately from this Agreement as the Articles of Incorporation of the Surviving Corporation.

FOURTH

BY-LAWS OF SURVIVING CORPORATION

The By-Laws of Daum Industries, Inc. in effect immediately prior to the effective date of the merger shall continue to be the By-Laws of the Surviving Corporation, until altered or repealed in the manner prescribed by law and such By-Laws.

FIFTH

DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Directors and Officers of Daum Industries, Inc. immediately prior to the effective date of the merger shall continue to be the Directors and Officers of the Surviving Corporation, to hold office for the terms specified in the By-Laws of the Surviving Corporation and until their respective successors are duly elected and qualified.

SIXTH

MANNER AND BASIS OF CONVERSION OF SHARES

The treatment of the shares of Daum Industries, Inc., the manner of converting the shares of the Merging Corporation into shares of common stock of the Surviving Corporation shall be as follows:

1. Each share of the common stock of Daum Industries, Inc. which is issued and outstanding or in its treasury immediately prior to the effective date of the merger shall not be affected, converted, or exchanged as a result of the merger, and shall continue to be one fully paid and nonassessable share of the Surviving Corporation's Common Stock with a par value of \$1.00 each.

2. Each share of the Merging Corporation's Common Stock, par value \$100.00 each, which is issued and outstanding immediately prior to the effective date of the merger, shall by virtue of the merger be converted into and become one hundred fully paid and nonassessable shares of Common Stock of the Surviving Corporation, par value \$1.00 each.

3. As soon as practicable after the effective date of the merger, each holder of outstanding certificates for Common Stock theretofore issued by the Merging Corporation 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 he or she is entitled.

4. On the effective date of the merger, any shares of Common Stock of the Merging Corporation which are then held in its treasury shall be cancelled and retired without further action, and no shares of Common Stock of the Surviving Corporation shall be issued in respect thereof.

SEVENTH

EFFECT OF MERGER

On the effective date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as a private nature of each of the Constituent Corporations, and shall become subject to all the restrictions, disabilities and duties of each of the Constituent Corporations and all of the singular rights, privileges, powers and franchises of each of the Constituent Corporations. All property, real, personal and mixed, and debts due to each of the Constituent Corporations on whatever account, including stock subscriptions as well as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, assets, rights, privileges, powers, franchises and immunities, and all 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 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 of the creditors and liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations 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 said debts, liabilities, obligations and duties had been incurred or contracted by it.

If at any time after the merger becomes effective it shall appear to the Surviving Corporation that any further assignments or assurances are necessary or desirable to evidence

the vesting in the Surviving Corporation of the title to any of the property or rights of the Merging Corporation, those persons who were proper officers and directors of the Merging Corporation as of the effective date of the merger shall execute, acknowledge and deliver such assignments or other instruments and do such acts as may be necessary or appropriate to evidence the vesting of title to such property or rights in the Surviving Corporation. For such purposes the capacity and authority of the Merging Corporation and its officers shall be deemed to be continuing.

The Surviving Corporation agrees that it may be served with process in the States of California, Nevada and Idaho and irrevocably appoints the statutory agency or Secretary of State of the respective States of California, Nevada and Idaho as its agent to accept service of process, in any proceeding for the enforcement of any obligation of the Merging Corporation arising in the States of California, Nevada and Idaho, respectively, prior to the effective date of the merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Merging Corporation against the Surviving Corporation.

EIGHTH

ACCOUNTING AND STATED CAPITAL

When the merger becomes effective, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles, (a) the assets and liabilities of the Constituent Corporations shall be recorded in the accounting records of the Surviving Corporation at the amounts at which they shall be carried at that time in the accounting records of the Constituent Corporations, (b) the amount of stated capital with which the Surviving Corporation shall begin business immediately after the effective date of the merger shall be the combined stated capital of both corporations.

NINTH

REPRESENTATIONS AND WARRANTIES

Daum Industries, Inc. and the Merging Corporation each represents and warrants to the other that between the date hereof and the time when the merger becomes effective they will not enter into any employment contracts, grant any stock options or issue any stock or securities, except upon the exercise of presently outstanding restricted stock options, or declare or pay any dividends in stock or cash or make any other distribution on or with respect to their outstanding stock.

TENTH

EFFECTIVE DATE

The effective date of the merger provided for by this Agreement shall be the date on which the last act prior to

recording required to complete the merger under the respective laws of the States of Nevada and California is performed.

IN WITNESS WHEREOF, the undersigned Officers have signed their names hereto and have caused their respective corporate seals of the Constituent Corporations to be affixed hereto the 10th day of March, 1983.

DAUM INDUSTRIES, INC.
a Nevada corporation
(the "Surviving Corporation")

ATTEST:

Scott Cockerham
Secretary
Scott Cockerham

By Kathleen Mary Ellen Daum
its President
Kathleen Mary Ellen Daum
ALSO ALL OF THE DIRECTORS.

DOUBLE "D" LAND, INC.
a California corporation
(the "Merging Corporation")

ATTEST:

Kathleen Mary Ellen Daum
Secretary
Kathleen Mary Ellen Daum

By Harry M. Daum
its President
Harry M. Daum

STATE OF IDAHO)
County of Canyon) ss.

On this 10th day of March, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared Kathleen Mary Ellen Daum and Scott Cockerham known to me to be the President and Secretary respectively, of DAUM INDUSTRIES, INC., a Nevada corporation, said corporation being one of the corporations that executed the above and foregoing instrument, and acknowledged to me that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said Kathleen Mary Ellen Daum and Scott Cockerham acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Signature]
Notary Public for IDAHO
Residing at Nampa, Idaho

STATE OF IDAHO)
) ss.
County of Canyon)

On this 10th day of March, 1993, before me the undersigned, a Notary Public in and for said State, personally appeared Harry M. Daum and Kathleen Mary Ellen Daum, known to me to be the President and Secretary respectively, of DOUBLE "D" LAND, INC., a California corporation, said corporation being one of the corporations that executed the above and foregoing instrument, and acknowledged to me that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said Harry M. Daum and Kathleen Mary Ellen Daum acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Beth A. Under
Notary Public for IDAHO
Residing at Nampa, Idaho

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF DAUM DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, HARRY M. DAUM and KATHLEEN MARY ELLEN DAUM, the President and Secretary, respectively, of Daum Development Corporation, do hereby certify as follows:

Daum Development Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada.

A special meeting of the Board of Directors of said Daum Development Corporation was duly held on Saturday, January 4, 1969, at the hour of 2:00 o'clock P.M. at the office of the principal place of business of said corporation, to-wit: Karcher Mall Shopping Center in the City of Nampa, State of Idaho, at which said meeting the entire board of directors of said corporation was present. At said meeting a resolution was regularly proposed, voted upon and adopted by the unanimous vote of all of the said directors amending the Articles of Incorporation of said corporation. The following is a full, true and correct copy of the resolution of said Board of Directors amending the Articles of Incorporation:

RESOLVED, That the Articles of Incorporation be amended to change the name of said

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JAN 10 1969
IDAHO

EXHIBIT "A"

corporation to Daum Industries, Inc., and by changing the par value of the shares of capital stock that this corporation is authorized to issue from \$5.00 to \$1.00 per share. To accomplish such amendment, paragraphs I and IV of the Articles of Incorporation shall be amended so that they shall, as amended, read as follows:

" ARTICLE I

The name of this corporation is, and shall be, "DAUM INDUSTRIES, INC."

"ARTICLE IV

The capital stock of this corporation shall be \$7,500,000 divided into 7,500,000 shares, with a par value of \$1.00 per share. All of said stock shall be non-assessable common stock with equal voting and other rights and privileges."

BE IT FURTHER RESOLVED, That the Board of Directors deems such amendment advisable and directs the calling of a special meeting of the stockholders entitled to vote upon the proposed amendment for the consideration thereof.

A special meeting of the stockholders of Daum Development Corporation was held pursuant to Waiver of Notice and Consent to holding of a special meeting called by the directors of said corporation on January 4, 1969, at the hour of 2:00 o'clock P.M. There was present at said meeting Harry M. Daum and Kathleen Mary Ellen Daum, the owners of all of the issued and outstanding capital stock of said corporation. At said meeting the resolution to amend the Articles of Incorporation as recommended and advised by the

Board of Directors was presented to the Stockholders for vote, and the vote was unanimous in favor of the adoption and approval of the resolution and amendment of the Articles of Incorporation. In addition to the vote by the shareholders, a written consent by all shareholders to the amendment was duly filed. The following is a true and correct copy of the consent of all shareholders to the Amendment of the Articles of Incorporation.

"CONSENT BY SHAREHOLDERS TO AMENDMENT
OF ARTICLES OF INCORPORATION

We, the undersigned, shareholders of Daum Development Corporation, holding all of the issued and outstanding stock in said corporation, do hereby consent to, confirm and ratify the amendment of the Articles of Incorporation made by the Board of Directors and Stockholders of Daum Development Corporation on January 4, 1969, which amendment is as follows, to-wit:

" ARTICLE I

The name of this corporation is, and shall be, "DAUM INDUSTRIES, INC."

" ARTICLE IV

The capital stock of this corporation shall be \$7,500,000 divided into 7,500,000 shares, with a par value of \$1.00 per share. All of said stock shall be non-assessable common stock with equal voting and other rights and privileges."

IN WITNESS WHEREOF, we, the said president and secretary, have hereunto set our hands this 4th day of January, 1969.

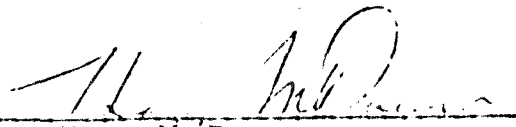

Harry M. Daum, President

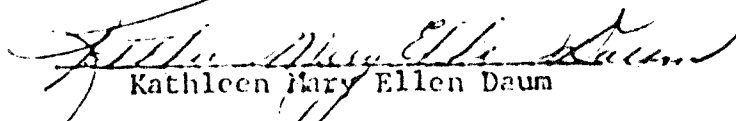

Kathleen Mary Ellen Daum, Secretary

STATE OF IDAHO)
)
COUNTY OF ADA) ss.

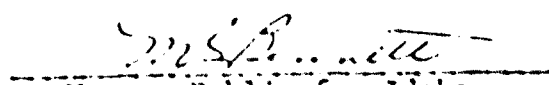
HARRY M. DAUM and KATHLEEN MARY ELLEN DAUM, being first duly sworn on oath, depose and say:

They were the President and Secretary, respectively, of Daum Development Corporation on January 4, 1969, and conducted the special meeting of the shareholders on that date. They have read and signed the foregoing Certificate, know the contents thereof and the same is true of their own knowledge. The resolution changing the name of the corporation to Daum Industries, Inc., and changing the par value of the shares of capital stock that this corporation is authorized to issue from \$5.00 to \$1.00 per share was adopted as stated in this certificate.

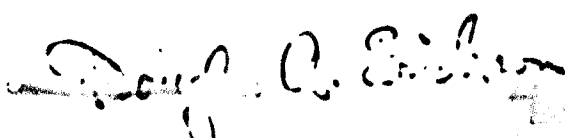

Harry M. Daum


Kathleen Mary Ellen Daum

Subscribed and sworn to before me this 4th day of January, 1969.


Notary Public for Idaho
Residing at Boise, Idaho

RECORDED
JAN 16 1969



ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
DAUM DEVELOPMENT CORPORATION

We, the undersigned, HARRY M. DAUM, KATHLEEN MARY ELLEN DAUM and EDWARD J. TURK, being all of the incorporators and subscribers to the capital stock of DAUM DEVELOPMENT CORPORATION, the original Articles of Incorporation of which were filed in the office of the Secretary of State of the State of Nevada on September 17, 1965, and with the County Clerk of Washo County, Nevada, on September 21, 1965, do hereby certify and declare, pursuant to Section 78.380 N.R.S., that the Articles of Incorporation of Daum Development Corporation are hereby amended to increase the authorized capital stock which said corporation is authorized to issue to the sum of \$7,500,000.00 by amending Article IV of the Articles of Incorporation of said Daum Development Corporation to read as follows:

"ARTICLE IV


The capital stock of this corporation shall be \$7,500,000.00, divided into 1,500,000 shares with a par value of \$5.00 per share. All of said stock shall be non-assessable common stock with equal voting and other rights and privileges."

We do further certify that no part of the capital stock of Daum Development Corporation has been paid in prior to the adoption of this amendment.

IN WITNESS WHEREOF, We have hereunto set our hands and seals to this instrument which is executed in triplicate this 27th day of September, 1966.


Harry M. Daum

(SEAL)


Kathleen Mary Ellen Daum

(SEAL)



Edward J. Turk

(SEAL)

STATE OF IDAHO)
)
COUNTY OF ADA) ss.

On this 27 day of September, 1966, before me, the undersigned, a notary public in and for said State, personally appeared HARRY M. DAUM, KATHLEEN MARY ELLEN DAUM and EDWARD J. TURK, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Boise, Idaho

**ARTICLES OF INCORPORATION
OF
DAUM DEVELOPMENT CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens of the United States, over the age of twenty-one years, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Nevada, and do hereby make, sign, acknowledge, file and adopt for that purpose, the following Articles of Incorporation and do hereby declare:

ARTICLE I

The name of this corporation is and shall be "DAUM DEVELOPMENT CORPORATION".

ARTICLE II

The principal office of this corporation in the State of Nevada shall be located at The Corporation Trust Company of Nevada, 1 East First Street, Reno, Washoe County, Nevada, Zip Number 89505.

ARTICLE III

The purposes for which this corporation is formed are:

(a) To develop shopping centers or locations of all kinds in any manner, anywhere, either for this corporation or for others, or jointly with other persons or organizations, and to conduct any business either temporarily or permanently that may in the judgment of the board of directors further the interests of this corporation.

(b) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild,

enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the corporation.

(c) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the corporation and to invest, trade, and deal in any personal property at any time owned or held by the corporation.

(d) To act as general contractors or sub-contractors, and to make and enter into any kind of contract relating to real and personal property not expressly forbidden by law, and particularly to construct under contract or otherwise, either for this corporation or others, buildings or improvements or structures of any kind or nature.

(e) To acquire by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and good will of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this State; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or any part of any business thus acquired.

(f) To act as agent or broker for insurance companies and to conduct a general insurance agency or brokerage business.

(g) To borrow money for the furtherance of any of the purposes of the corporation, and to secure the same by obligations, pledges, mortgages, or the issuance of bonds or debentures secured by pledges, deeds of trust or mortgages upon the whole or any part of its property. To

take and receive donations of property by gift, grant, devise, or bequest. To issue promissory notes or debentures which may or may not be converted into a right to purchase capital stock of this corporation upon such terms and under such conditions as the Board of Directors may designate, and to issue warrants for stock to the extent permitted by the laws of the State of Nevada, and upon such terms as the Board of Directors may by resolution establish. This corporation may create and issue rights or options to purchase shares of stock whether or not in connection with the issue and sale of any shares of stock or the issue of promissory notes, debentures or other securities.

(h) To grant, purchase, hold and sell patent rights for inventions and designs, with the right to issue licenses for the same, and to receive payment therefor. To apply for, obtain and register or otherwise acquire and hold, own, use, operate, and to sell, assign, or otherwise dispose of any trade marks, trade names, patents, inventions, improvements, and processes used in connection with or secured under letters, patents of the United States of America or elsewhere.

(i) To act as agents, trustees, receivers, liquidators, managers, brokers or referees, or in other stations of trust or confidence. To qualify for, acquire and hold licenses as real estate agents or brokers in any state, and to engage in the real estate business. To operate as a public utility in any line of endeavor that is in any way connected with any of the other undertakings of the company.

(j) To purchase, hold, sell, assign, transfer, mortgage or otherwise dispose of shares of the capital stock of this or of any other corporation or corporations, association or associations of the State of Nevada, or any other state, territory, or country, and while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote thereon.

(k) To enter into any lawful arrangements for sharing profits, joint venture, union of interest, reciprocal concession, or cooperations, with any corporation, association, partnership, syndicate, entity, person or governmental municipal, or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the purposes of the corporation.

(l) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.

(m) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals, and either as principals or as agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers, or any of them.

(n) To have and exercise all rights and powers from time to time granted to a corporation by law.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Nevada.

ARTICLE IV

The capital stock of this corporation shall be Five Million Dollars, divided into one million shares with a par value of five dollars per share. All of said stock shall be non-assessable common stock with equal voting and other rights and privileges.

ARTICLE V

The governing board of this corporation shall be called the Board of Directors which shall consist of at least three and not more than fifteen members, the number to be designated by the by-laws consistent with this article. The first Board of Directors shall consist of three members whose names and addresses are as follows:

Harry M. Daum
419 First National Bank Building
Boise, Idaho

Kathleen Mary Ellen Daum
419 First National Bank Building
Boise, Idaho

Edward J. Turk
515 First National Bank Building
Boise, Idaho

ARTICLE VI

After payment of the subscription price or par value of the shares of stock of this corporation, the stock shall not be assessable and no paid up stock or stock issued as paid up may ever be assessed.

ARTICLE VII

The following is the name and address of each of the incorporators:

Harry M. Daum
419 First National Bank Bldg.
Boise, Idaho

Kathleen Mary Ellen Daum
419 First National Bank Bldg.
Boise, Idaho

Edward J. Turk
515 First National Bank Bldg.
Boise, Idaho

ARTICLE VIII

The term of existence of this corporation is and shall be perpetual.

ARTICLE IX

There shall be the following officers elected annually, whose powers, duties, removal, resignation, replacement and general authority shall be designated and granted by the by-laws of this corporation.

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer

None of said officers except the president need be a director, but a vice president who is not a director cannot succeed to, or fill the office of President. The offices of secretary and treasurer may be combined in one person.

Such other officers and agents as may be necessary for the business of this corporation may be appointed by the Board of Directors in the manner provided by the by-laws.

ARTICLE X

The directors of the corporation have power in their discretion to reserve from the profits each year such amount thereof as they may deem necessary and advisable for the purpose of establishing a reserve fund to be used as working capital in the business of the corporation, and they may employ and use such funds for the purpose of extending the business operations of the corporation or to purchase its own stock, or to purchase stock, bonds, and other obligations of other corporations which it is authorized by law to purchase.

ARTICLE XI


No contract or transaction entered into by the corporation shall be affected by the fact that a director or officer of the corporation was personally interested in it, if at the meeting of the board of directors making, authorizing, or confirming such contract or transaction the interested director disclosed his interest therein and refrains from voting on such contract or transaction.

ARTICLE XII

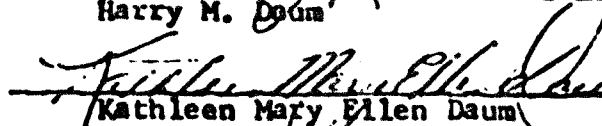
This corporation shall have power to conduct business in any state or foreign country, and to maintain offices therein, subject to the laws of the State of Nevada, and do hereby certify that the facts therein set forth are true.

IN WITNESS WHEREOF, We have hereunto set our hands and

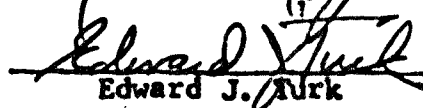
seals to this instrument, which is executed in triplicate
this 5th day of August, 1965.



Harry M. Daum (SEAL)



Kathleen Mary Ellen Daum (SEAL)



Edward J. Turk (SEAL)

STATE OF IDAHO)

COUNTY OF ADA)

ss.

On this 5th day of August, 1965, before me, the undersigned, a notary public in and for said State, personally appeared HARRY M. DAUM, KATHLEEN MARY ELLEN DAUM and EDWARD J. TURK, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

James A. Lister
Notary Public for Idaho
Residing at Boise, Idaho

APPROVED

James A. Lister