

CERTIFICATE OF OWNERSHIP
AND MERGER
AND
ARTICLES OF MERGER

ROGERS BROTHERS COMPANY, a corporation organized and existing under the laws of Delaware, does hereby certify:

1. That this corporation was incorporated on the ⁷~~8~~th day of March, 1958, pursuant to the general corporation laws of the State of Delaware.

2. That this corporation owns all of the outstanding shares of the stock of Columbia Industries, Inc., a corporation incorporated on the 8th day of August, 1967, pursuant to the general corporation laws of the State of Washington.

3. That this corporation by a resolution, a copy of which is attached hereto, marked Exhibit A, and incorporated herein by this reference, duly adopted at a meeting held on 1 June 1972 determined to and did merge into itself the said Columbia Industries, Inc., pursuant to an agreement or a plan of merger, a copy of which is marked Exhibit B and attached hereto and incorporated herein by this reference and which agreement or plan was adopted by this corporation as part of the foregoing resolution.

4. That Columbia Industries, Inc. had only one class of stock, common stock, of which 105,450 shares are outstanding. Rogers Brothers Company is the record and equitable owner of all said outstanding shares of Columbia Industries, Inc. and has continuously been the record and equitable owner of such shares for more than two years preceding the execution of the agreement of merger.

5. That Rogers Brothers Company as the sole shareholder of Columbia Industries, Inc. in the agreement of merger adopted 31 May 1972 waived its right under Washington law to have a copy of the plan of merger mailed to it.

6. That pursuant to said agreement of merger the merger is to be effective on 1 July 1972 or on the date that this certificate of merger is filed with the Secretary of State of the State of Delaware, whichever is the last date to occur.

7. That the attached Exhibits A and B are true and exact copies of the aforementioned resolution of Rogers Brothers Company adopted on 1 June 1972 and the agreement of merger between Rogers Brothers Company and Columbia Industries, Inc. adopted by said companies on 31 May 1972.

IN WITNESS WHEREOF, Rogers Brothers Company has caused its corporate seal to be affixed and this certificate to be signed by Robert B. MacLean as President, and William M. Barth, Jr., as Secretary, this first day of June, 1972.

ROGERS BROTHERS COMPANY

By: Robert B. MacLean
President

By: William M. Barth, Jr.
Secretary

(Seal)

STATE OF IDAHO)
) ss.
County of Bonneville)

WILLIAM M. BARTH, JR., Secretary of Rogers Brothers Company,
being first duly sworn, deposes and says:

1. That he is the person who executed the foregoing instrument.
2. That he has read the same and knows the contents thereof.
3. That the matters stated therein are true to his knowledge.

William M. Barth, Jr.
Secretary

Subscribed and sworn to before me this 1st day of June, 1972.

Naida Gunninett
Notary Public for State of Idaho
Residing at: Idaho Falls, Idaho
My Commission Expires: 5-23-73

(Seal)

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 1st day of June, 1972, before me, the undersigned
Notary Public in and for the State of Idaho, personally appeared ROBERT B.
MACLEAN and WILLIAM M. BARTH, JR., known to me to be the President and
Secretary of Rogers Brothers Company, the corporation that executed the fore-
going instrument, and the persons who executed the same on behalf of said
corporation, and acknowledged to me that such corporation 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.

Naida Gunninett
Notary Public for State of Idaho
Residing at: Idaho Falls, Idaho
My Commission Expires: 5-23-73

(Seal)

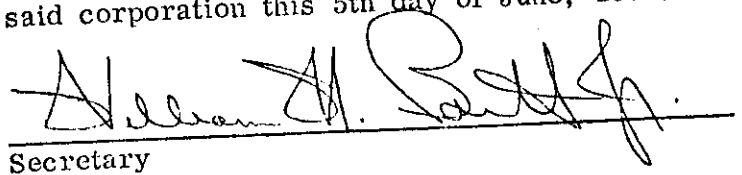
FURTHER RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to file with the office of the Secretary of State of the State of Washington an agreement that Rogers Brothers Company may be served with process in the State of Washington in any proceeding for the enforcement of any obligation of Columbia Industries, Inc., and further agreeing to the irrevocable appointment of the Secretary of State of the State of Washington as the agent of Rogers Brothers Company to accept service of process in any such proceeding, and any other agreements as may necessary and required under the laws of the State of Washington to effect such merger.

FURTHER RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to execute, in the name and on behalf of this company under its corporate seal or otherwise, and to deliver any and all agreements, certificates, applications or other instruments, and to take from time to time any and all such other action necessary or desirable to carry out the purposes of the foregoing resolutions.

I HEREBY CERTIFY that I am the Secretary of Rogers Brothers Company, and as such, have custody of the books and records of said corporation; and that the foregoing is a true, full and correct copy of resolutions duly adopted by the Board of Directors of said corporation at a duly called meeting of said Board held on the 1st day of June, 1972, at which meeting a quorum of said Board was present and voted in favor of said resolutions, that said resolutions do not in any respect conflict with or intervene the By-laws of said corporation and that said resolutions have not in any wise been altered, amended or repealed and are now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 5th day of June, 1972.

(Seal)


Secretary

AGREEMENT OF MERGER
BETWEEN
ROGERS BROTHERS COMPANY
AND
COLUMBIA INDUSTRIES, INC.

AGREEMENT made May 31, 1972, between ROGERS BROTHERS COMPANY, a corporation organized and existing under the laws of the State of Delaware, having its principal office at 3100 Rollandet, Idaho Falls, Idaho, hereinafter referred to as "Rogers", and COLUMBIA INDUSTRIES, INC., a corporation organized and existing under the laws of the State of Washington, having its principal office and place of business at Moses Lake, Washington, hereinafter referred to as "C.I.". This agreement is an agreement between Rogers and C.I. to effect immediately a statutory merger of said corporations and for purposes of the laws of the State of Washington shall constitute a plan of merger and for purposes of all appropriate sections of the United States Internal Revenue Code shall constitute a plan of complete liquidation or a plan of reorganization as the case may require.

RECITALS

1. C.I. has only one class of stock, common stock, of which 105,450 shares are outstanding.
2. Rogers is the record and equitable owner of all said outstanding shares of C.I. and has continuously been the record and equitable owner of all such shares for more than two years preceding the execution of this agreement.
3. The directors of Rogers and C.I. have expressed an intent and desire to merge C.I., a wholly owned subsidiary of Rogers, into Rogers.
4. Such a merger would enable employees of C.I. to participate in the Rogers employees' retirement plan and thus result in the more stable

employment of help at the C.I. facilities.

5. Such a merger would also simplify accounting and management procedures.

6. Rogers desires to establish its name in the Washington area and the merger would help accomplish this goal.

7. It appears to the board of directors of C.I. and Rogers that it will be in the best interest of both corporations to effect such merger.

8. The laws of the States of Washington and Delaware both permit such a merger.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Section 253 of the Corporation Laws of the State of Delaware, and Section 23 A. 20.050 of the Corporation Laws of the State of Washington, that C.I. shall be merged into Rogers as a single corporation; and the parties hereto hereby agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of C.I. into shares or other securities of Rogers as follows:

SECTION ONE

ROGERS TO BE SURVIVING CORPORATION

C.I. shall be merged into Rogers and the corporate existence of C.I. shall cease and the corporate existence of Rogers shall continue under the name Rogers Brothers Company, and Rogers shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and Rogers shall become subject to all of the debts and liabilities of the constituent corporations in the same manner as if Rogers had itself incurred them, all in accordance with Section 259 of the Delaware Corporation Laws and Section 23 A.20.060 of the Washington Corporation Laws.

SECTION TWO

ROGERS UNAFFECTED BY MERGER

Rogers shall be the surviving corporation and its name (Rogers Brothers Company), its articles of incorporation, bylaws, and present directors and officers shall be unaffected by such merger.

SECTION THREE

CANCELLATION OF C.I. STOCK

Since Rogers owns all of the outstanding stock of C.I., C.I. stock will be cancelled without conversion into Rogers stock.

SECTION FOUR

EFFECTIVE DATE

This agreement shall be subject to approval by the boards of directors of Rogers and C.I. and shall be binding on each of the constituent corporations only after approval of both such boards of directors. After such approval Rogers and C.I. shall take all steps necessary to make said merger effective on 1 July 1972 or as soon after 1 July 1972 as is reasonably possible. The merger shall be deemed effective either as of 1 July 1972 or as of the date when a certificate of ownership and merger is filed by Rogers with the Secretary of State of the State of Delaware whichever is the later date.

SECTION FIVE

WAIVER OF RIGHT TO MAILED COPY

Rogers as the sole shareholder of C.I. waives its right under Washington law to have a copy of the plan of merger mailed to it.

Dated: May 31, 1972.

COLUMBIA INDUSTRIES, INC.

By: [Signature]

President

By: [Signature]

Secretary

(Seal)

ROGERS BROTHERS COMPANY

By: [Signature]

President

By: [Signature]

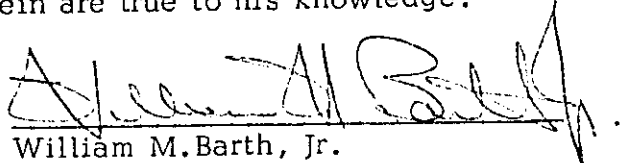
Secretary

(Seal)

STATE OF IDAHO)
) ss.
 County of Bonneville)

WILLIAM M. BARTH, JR., Secretary of Rogers Brothers Company,
 being first duly sworn, deposes and says:

1. That he is the person who executed the foregoing instrument.
2. That he has read the same and knows the contents thereof.
3. That the matters stated therein are true to his knowledge.


 William M. Barth, Jr.
 Secretary

Subscribed and sworn to before me this 31st day of MAY, 1972.

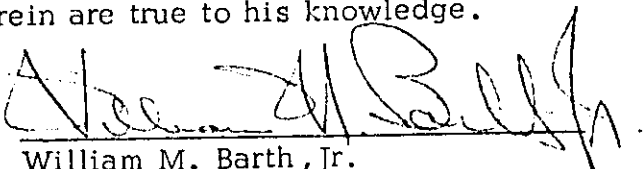

 Notary Public for State of Idaho
 Residing at: Idaho Falls, Idaho
 My Commission Expires: 5.20.73

(Seal)

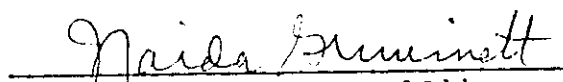
STATE OF IDAHO)
) ss.
 County of Bonneville)

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 being first duly sworn, deposes and says:

1. That he is the person who executed the foregoing instrument.
2. That he has read the same and knows the contents thereof.
3. That the matters stated therein are true to his knowledge.


 William M. Barth, Jr.
 Secretary

Subscribed and sworn to before me this 31st day of MAY, 1972.


 Notary Public for State of Idaho
 Residing at: Idaho Falls, Idaho
 My Commission Expires: 5.20.73

(Seal)

EXPENSE REPORT FOR TWIN FALLS TRIP

JUNE 19, 20

MILEAGE
6/19 I.F. → T.F. 185

Lodging. \$17.51

6/20 MILEAGE
IN T.F. 15
T.F. → I.F. 180

That's it

084 149 340 6 800AX		01751 2	
VALID 05 72		THRU 04 73	
WILLIAM M BARTH JR		0708	
HI T 4795 TWIN FALLS IDAHO 2611905510 9811147959 1110501350		DATE OF CHARGE 061972	
CARD TYPE: 00000000000000000000		TYPE OF CREDIT CARD ☐ AMEX ☐ DISC ☐ M/C ☐ VISA ☐ OTHER	
INVOICE NO. 401032		TOTAL AMOUNT 117.51	

CARDHOLDER ACCEPTOR NAME AND ADDRESS	TAKE	SEND	DEPT.	AUTHORIZATION NUMBER 01751
	DATE 6-23	CLERK NO.	INITIALS JF	IDENTIFICATION
DRAWER NAME AND ADDRESS	DESCRIPTION Food		UNIT COST	AMOUNT 10.90
	TAX			33
TOTAL				11.23

RESUMPTION OF PAYMENT.

SALES SLIP CARDHOLDER COPY

071200

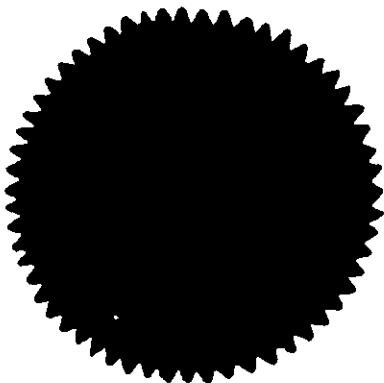
State of Delaware



Office of Secretary of State.

J. Walton H. Simpson, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Ownership of the "ROGERS BROTHERS COMPANY", a corporation organized
and existing under the laws of the State of Delaware, merging "COLUMBIA INDUSTRIES,
INC.", a corporation organized and existing under the laws of the State of
Washington, pursuant to Section 253 of the General Corporation Law of the State
of Delaware, as received and filed in this office the thirtieth day of June, A.D.
1972, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this thirtieth day
of June in the year of our Lord
one thousand nine hundred and seventy-two.



Walton H Simpson

Secretary of State

R R Caldwell

Ass't Secretary of State