

# 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 BRAND-S CORPORATION, and Idaho corporation, Brand-S Lumber Co., an Montana corporation, Park County Logging Co., a Montana corporation into BRAND-S CORPORATION, an Oregon corporation not qualified in Idaho, 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 December 29, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

ARTICLES OF MERGER  
OF  
SECRETARY OF STATE

BRAND-S CORPORATION, an Oregon corporation, and  
BRAND-S CORPORATION, an Idaho corporation;  
BRAND-S LUMBER CO., a Montana corporation, and  
PARK COUNTY LOGGING CO., a Montana corporation

1. Pursuant to the provisions of the Laws of the State of Idaho, the Board of Directors of Brand-S Corporation, an Oregon corporation, approved on December 4, 1980, the following plan of merger of Brand-S Corporation, an Idaho corporation; Brand-S Lumber Co., a Montana corporation, and Park County Logging Co., a Montana corporation, into Brand-S Corporation, an Oregon corporation, which is the surviving corporation, to-wit:

See Exhibit "A" hereto attached and by this reference fully incorporated herein.

2. The only shares of outstanding stock of Brand-S Corporation, an Idaho corporation, on December 4, 1980, were Three shares of stock of par value of \$1.00 per share and all of said shares were owned by Brand-S Corporation, an Oregon corporation.

3. The only shares of outstanding stock of Brand-S Lumber Co., a Montana corporation, on December 4, 1980, were One Hundred Four Thousand Seven Hundred Thirty shares of stock of a par value of \$1.00 per share and all of said shares were owned by Brand-S Corporation, an Oregon corporation.

4. The only shares of outstanding stock of Park County Logging Co. on December 4, 1980, were Twenty-Five Thousand shares of stock of a par value of \$1.00 per share and all of said shares of stock were owned by Brand-S Corporation, an Oregon corporation.

5. The plan of merger set forth on "Exhibit A" hereto was mailed to all stockholders of record of Brand-S Corporation, an Idaho corporation; Brand-S Lumber Co., a Montana corporation, and Park County Logging Co., a Montana corporation, on the 5th day of December, 1980.

6.1 Brand-S Corporation, an Oregon corporation, the Surviving Corporation, agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of Brand-S Corporation, an Idaho corporation, which is a party to this merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of Brand-S Corporation, an Idaho corporation, against Brand-S Corporation, an Oregon corporation, the Surviving Corporation of this merger.

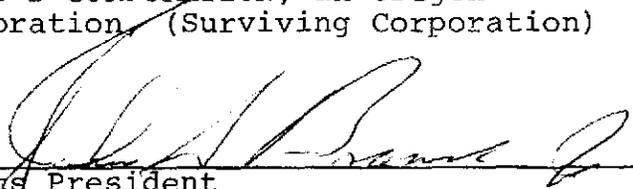
6.2 Brand-S Corporation, an Oregon corporation, does hereby irrevocably appoint the Secretary of State of the State of Idaho as its agent to accept service of process of any such proceeding mentioned in number 6.1 above.

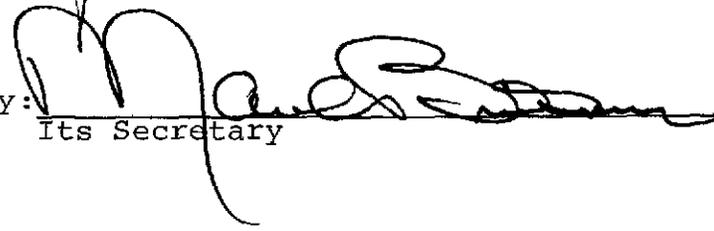
6.3 Brand-S Corporation, an Oregon corporation, agrees that it shall promptly pay to the dissenting shareholders of Brand-S Corporation, an Idaho corporation, the amount, if any, to which they shall be entitled under the provisions of the Laws of the State of Idaho with respect to the rights of dissenting shareholders.

We, the undersigned officers of Brand-S Corporation, an Oregon corporation, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

DATED December 8, 1980.

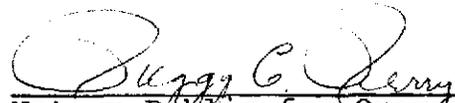
BRAND-S CORPORATION, an Oregon corporation, (Surviving Corporation)

By:   
Its President

By:   
Its Secretary

STATE OF OREGON )  
                  ) ss.  
County of Benton)

I, Peggy C. Perry, a notary public, do hereby certify that on this 8th day of December, 1980, personally appeared before me John S. Brandis, Jr., who being by me first duly sworn, declared that he is the President of BRAND-S CORPORATION, that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

  
\_\_\_\_\_  
Notary Public for Oregon  
My Commission Expires: 4/23/82

WAIVER

DEC 15 3 00 PM '80  
SECRETARY OF STATE

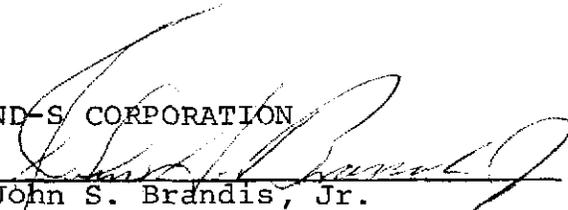
As the sole stockholder of all the outstanding shares of stock of Brand-S Corporation, an Idaho corporation; Brand-S Lumber Co., a Montana corporation and Park County Logging Co., a Montana corporation, Brand-S Corporation, an Oregon corporation, hereby:

1. Acknowledges receipt of a copy of the plan of merger of Brand-S Corporation, an Idaho corporation; Brand-S Lumber Co., a Montana corporation, and Park County Logging Co., a Montana corporation, into Brand-S Corporation, an Oregon corporation, the surviving corporation, hereto attached and marked "Exhibit A", and

2. Waives the thirty day waiting period required pursuant to the Laws of the State of Idaho, before the Articles of Merger between Brand-S Corporation, an Oregon corporation and Brand-S Corporation, an Idaho corporation; Brand-S Lumber Co., a Montana corporation and Park County Logging Co., a Montana corporation, can be filed with the Secretary of State of the State of Idaho.

IN WITNESS WHEREOF, the said Brand-S Corporation, an Oregon corporation, has caused this consent to be executed by its president and attested under its corporate seal by its secretary, this 8th day of December, 1980.

BRAND-S CORPORATION

By:   
John S. Brandis, Jr.  
President

Attest:

  
Marc A. Brinkmeyer, Secretary

EXHIBIT "A"

JOINT PLAN OF MERGER AND AGREEMENT OF MERGER

BETWEEN  
BRAND-S CORPORATION, AN OREGON CORPORATION  
AND  
BRAND-S CORPORATION, AN IDAHO CORPORATION,  
BRAND-S LUMBER CO., A MONTANA CORPORATION  
AND PARK COUNTY LOGGING CO., a  
MONTANA CORPORATION  
WITH  
BRAND-S CORPORATION, AN OREGON CORPORATION  
AS THE SURVIVING CORPORATION

This agreement and plan of merger made this 4th day of December, 1980, by and between Brand-S Corporation, an Oregon corporation, hereinafter called "Oregon" or the "Surviving Corporation", and Brand-S Corporation, an Idaho corporation, hereinafter called "Idaho"; Brand-S Lumber Co., a Montana corporation, hereinafter called "Lumber"; and Park County Logging Co., a Montana Corporation, hereinafter called "Park"; Idaho, Lumber and Park hereinafter collectively called the "Merging Corporations".

WHEREAS, the Surviving Corporation owns all of the outstanding stock of each of the Merging Corporations and such corporations are desirous of simplifying their business procedures, bookkeeping and administrative structure and of eliminating duplicative functions.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Oregon, State of Idaho and State of Montana, do hereby agree as follows:

1. Merger. All the Merging Corporations shall be merged with and into Surviving Corporation and Surviving Corporation does hereby merge the Merging Corporations with and into itself. On and after the effective date of this contemplated merger;

(A) Oregon shall be the surviving corporation and shall continue to exist as a corporation under the laws of the State of Oregon.

(B) Idaho shall cease to exist and shall no longer exercise its powers, privileges and franchises subject to the laws of the State of Idaho and any other state in which it is authorized to do business and its properties shall become the property of Oregon as the surviving corporation.

(C) Lumber and Park shall cease to exist and shall no longer exercise either's powers, privileges and franchises subject to the laws of the State of Montana and any other state in which either is authorized to do business and Lumber's and Park's properties shall become the property of Oregon as the surviving corporation.

(D) Surviving Corporation shall succeed to the property and assets of and exercise all the powers, privileges and franchises of the Merging Corporations and shall assume and be liable for all the debts and liabilities, if any, of the Merging Corporations.

2. Shares of Merging Corporations and Surviving Corporation. The number of shares of the Merging Corporations and the Surviving Corporation issued and outstanding are as follows:

(A) The aggregate number of shares that Oregon is authorized to issue is Three Million shares of stock with a par value of \$1.00 per share of which Eight Hundred Thirty-Three Thousand Six Hundred Seventy-Four shares are issued and outstanding.

(B) The aggregate number of shares that Idaho is authorized to issue is Five Thousand shares of stock with a par value of \$1.00 per share of which Three shares are issued and outstanding and are all legally and beneficially owned by Oregon.

(C) The aggregate number of shares that Lumber is authorized to issue is One Hundred Fifty Thousand shares of stock with a par value of \$1.00 per share of which One Hundred Four Thousand Seven Hundred Thirty shares are issued and outstanding and are all legally and beneficially owned by Oregon.

(D) The aggregate number of shares that Park is authorized to issue is One Hundred Fifty Thousand shares of stock with a par value of \$1.00 per share of which Twenty-Five Thousand shares are issued and outstanding and are all legally and beneficially owned by Oregon.

(E) The shares of the Merging Corporations shall not be converted into shares of the Surviving Corporation, but shall be cancelled and the authorized and outstanding shares of stock of the Surviving Corporation shall not be changed, but shall be and remain the same as before the merger.

3. Articles of Incorporation; By-Laws. The Articles of Incorporation and the By-laws of Oregon shall continue as the Articles of Incorporation and By-laws of the surviving corporation.

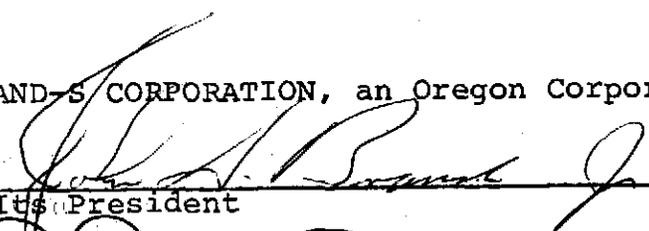
4. Directors and Officers. The directors and officers of Oregon shall be the directors and officers of the surviving corporation until their successors are duly elected and qualified under the by-laws of the surviving corporation.

5. Approval. The proper officers of the Merging Corporations and the Surviving Corporation are hereby authorized and directed to perform all and such further acts and execute and deliver to proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this plan and agreement.

6. Effective Date of Merger. The effective date of this merger shall be on December 1, 1980, or upon the date that a certificate of merger of said Merging Corporations and Surviving Corporation is issued pursuant to the laws of the States of Oregon, Montana and Idaho, whichever date is the last to occur.

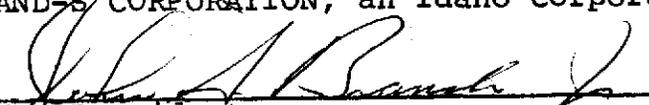
IN WITNESS WHEREOF, Oregon, Idaho, Lumber and Park  
have caused this agreement to be executed in their corporate  
names by their respective officers the day and year first  
above written.

BRAND-S CORPORATION, an Oregon Corporation

By   
Its President

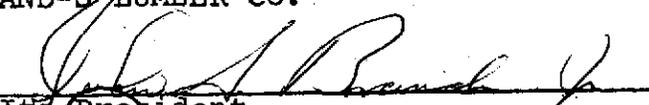
By   
Its Secretary

BRAND-S CORPORATION, an Idaho Corporation

By   
Its President

By   
Its Secretary

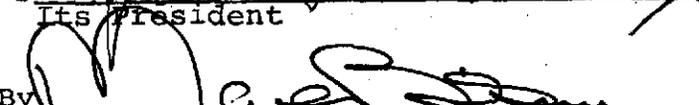
BRAND-S LUMBER CO.

By   
Its President

By   
Its Secretary

PARK COUNTY LOGGING CO.

By   
Its President

By   
Its Secretary