

# State of Idaho

## Department of State

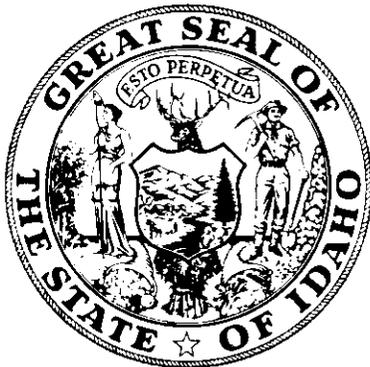
### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of TIGER ASPHALT, INC. (an Idaho corporation)

into ROCKFORD LUMBER AND HARDWARE, INC. (an Idaho corporation) 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 October 14, 19 36.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

11 2 56

ARTICLES OF MERGER OF

TIGER ASPHALT, INC.

INTO

ROCKFORD LUMBER AND HARDWARE, INC.

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: An Agreement of Merger and Plan of Reorganization, a copy of which is attached hereto as Exhibit "A" and incorporated herein by this reference, was approved by the Shareholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act.

SECOND: As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
Tiger Asphalt, Inc.	1,000	Common	1,000
Rockford Lumber and Hardware, Inc.	45,000	Common	45,000

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>		<u>Class</u>
	<u>Total Voted For</u>	<u>Total Voted Against</u>	
Tiger Asphalt, Inc.	1,000	0	Common

Rockford Lumber and  
Hardware, Inc.

45,000

0

Common

Dated this 1st day of May, 1986.

TIGER ASPHALT, INC.

By: *Lynn Broadhead*  
President

and: *Judy Broadhead*  
Secretary

ROCKFORD LUMBER AND HARDWARE  
Inc.

By: *Lynn Broadhead*  
President

and: *Judy Broadhead*  
Secretary

STATE OF IDAHO )  
County of Bonneville )

ss.

On this 1st day of May, 1986, before me, Anne E. McDonald, a Notary Public in and for said State, personally appeared LYNN BROADHEAD and JUDY BROADHEAD, known to me to be the President and Secretary, respectively, of Tiger Asphalt, Inc., the corporation that executed the within and foregoing instrument 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.

*Anne E. McDonald*  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 6/25/86

AGREEMENT OF MERGER

AND

PLAN OF MERGER AND REORGANIZATION

THIS AGREEMENT OF MERGER AND PLAN OF MERGER AND REORGANIZATION, dated the 1st day of May, 1986, between Tiger Asphalt, Inc., an Idaho corporation, hereinafter referred to as "Tiger", and ROCKFORD LUMBER AND HARDWARE, INC., an Idaho corporation, hereinafter referred to as "Rockford Lumber".

W I T N E S S E T H:

WHEREAS, the authorized capital stock of Tiger consists of 1,000 shares of common stock, \$1.00 par value, of which 1,000 shares are outstanding.

WHEREAS, the authorized capital stock of Rockford Lumber consists of 48,000 shares of common stock, \$1.00 par value, of which 45,000 shares are outstanding; and

WHEREAS, the Board of Directors of Tiger and Rockford Lumber have resolved that Tiger shall be merged into Rockford Lumber, which shall be the surviving corporation, under and pursuant to the Idaho Business Corporation Act, in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code.

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby agree as follows:

1. Tiger and Rockford Lumber will cause special meetings of their respective Shareholders to be called at such date as the Boards of Directors shall approve, to consider and vote upon the merger of Tiger into Rockford Lumber on the terms and conditions hereinafter set forth. If the merger is approved by the Shareholders of Tiger and Rockford Lumber, Articles of Merger shall be executed and filed with the Secretary of State of the State of Idaho as promptly as possible thereafter. The date on which such Articles of Merger are filed by the Secretary of State is herein called the "effective date of the merger".

2. The corporate name of Rockford Lumber, the surviving corporation, and its identity, existence, purposes, powers, objects, franchises, rights and immunities shall be unaffected and unimpaired by the merger. On the effective date of the merger, the separate existence and corporate organization of Tiger, except insofar as it may be continued by statute, shall cease.

3. The certificate of incorporation of Rockford Lumber as originally filed and recorded on April 3, 1978, and amendment thereto originally filed and recorded on January 18, 1979, and as thereafter from time to time amended, shall, on the effective date of the merger, be the certificate of incorporation of the surviving corporation until further altered, amended, or repealed as provided therein or by law.

4. The By-Laws of Rockford Lumber in effect on the effective date of the merger shall be the By-Laws of the surviving corporation until amended, rescinded, or repealed as provided therein or by law.

5. The Directors of Rockford Lumber on the effective date of the merger, shall continue to be the Directors of the surviving corporation of the class and for the terms for which they were elected, and until their successors are elected and qualified as provided by law and the By-Laws of the surviving corporation.

6. The officers of Rockford Lumber on the effective date of the merger shall continue to be the officers of the surviving corporation, and shall hold office until their respective successors are chosen and qualified, as provided by law and the By-Laws of the surviving corporation.

7. The terms and conditions of the merger, the mode of carrying the same into effect, and the manner of converting the shares of Tiger into shares of Rockford Lumber are as follows:

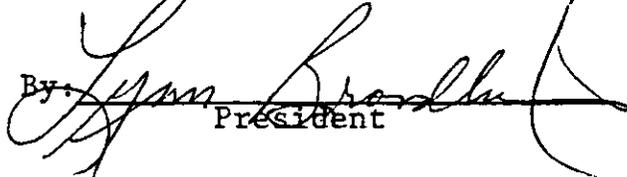
On the effective date of the merger, each Tiger Shareholder shall surrender his shares of common stock in Tiger and said shares shall be canceled.

8. On the effective date of the merger, all of the estate, property, rights, privileges, powers, franchises, and interests of Tiger and all of its property, real, personal and mixed, and all the debts due on whatever account of Tiger, as well as all

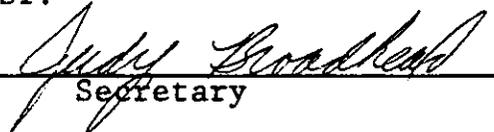
share subscriptions and other choses in action belonging to Tiger, shall be vested in Rockford Lumber as the surviving corporation, without further act or deed; and all claims, demands, property, and every other interest shall be the property of Rockford Lumber and the title to all real estate vested in Tiger shall not be deemed to revert or to be in any way impaired by reason of the merger but shall be vested in Rockford Lumber as the surviving corporation and cancellation of Tiger's capital stock shall be effective at the close of business on the 30th day of April, 1986.

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be executed by their duly authorized officers.

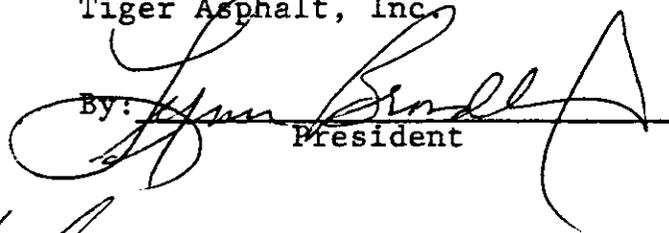
Rockford Lumber and Hardware, Inc.,

By:   
President

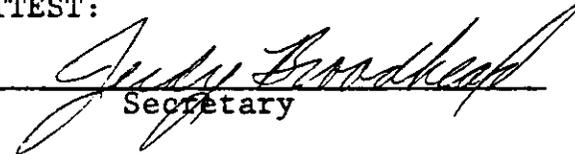
ATTEST:

  
Secretary

Tiger Asphalt, Inc.

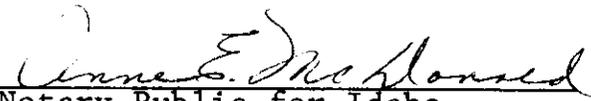
By:   
President

ATTEST:

  
Secretary

STATE OF IDAHO )  
 ) ss.  
County of Bonneville )

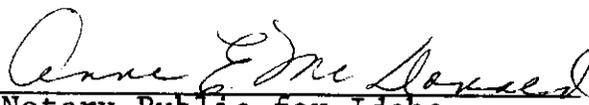
I, Anne E. McDonald, a Notary Public, do hereby certify that on the 1st day of May, 1986, personally appeared before me LYNN BROADHEAD and JUDY BROADHEAD, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of Tiger Asphalt, Inc., and that Lynn Broadhead signed the foregoing document as President of the corporation, and Judy Broadhead signed the document as Secretary of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 6/25/86

(Notarial Seal)

STATE OF IDAHO )  
 ) ss.  
County of Bonneville )

I, Anne E. McDonald, a Notary Public, do hereby certify that on the 1st day of May, 1986, personally appeared before me LYNN BROADHEAD and JUDY BROADHEAD, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of Rockford Lumber and Hardware, Inc., and that Lynn Broadhead signed the foregoing document as President of the corporation, and Judy Broadhead signed the document as Secretary of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 6/25/86

(Notarial Seal)

STATE OF IDAHO )  
 ) ss.  
County of Bonneville )

On this 1st day of May, 1986, before me, Anne E. McDonald, a Notary Public in and for said State, personally appeared LYNN BROADHEAD and JUDY BROADHEAD, known to me to be the President and Secretary, respectively, of Rockford Lumber and Hardware, Inc., the corporation that executed the within and foregoing instrument 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.

  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 6/25/86