

FILED EFFECTIVE

2004 JUN 12 A 3:48
CLERK OF STATE
OF IDAHO

**ARTICLES OF MERGER
OF
MP MANAGEMENT, INC.
INTO
TOWNSEND PROPERTY MANAGEMENT, INC.**

1. The Board of Directors and shareholders of MP Management, Inc., an Idaho corporation, and the Board of Directors and shareholders of Townsend Property Management, Inc. have approved a Plan of Merger under which MP Management, Inc. will be merged with and into Townsend Property Management, Inc. Therefore, pursuant to Section 30-1-1102 of the Idaho Business Corporation Act, Townsend Property Management, Inc. hereby adopts for filing with the Secretary of State for the State of Idaho these Articles of Merger.

2. The Plan of Merger is attached hereto as Exhibit "A" and by this reference made part hereof.

3. Shareholder approval was required.

4. MP Management, Inc. had one hundred (100) shares of issued and outstanding common stock. MP Management, Inc. had no issued and outstanding shares of stock other than said common shares of stock. Each share of such common stock had one (1) vote. Therefore, there were one hundred (100) votes that could be cast for or against the Plan of Merger. All one hundred (100) share votes were cast in favor of the Plan of Merger. No share of stock of MP Management, Inc. was voted against the Plan of Merger.

5. Townsend Property Management, Inc. and MP Management, Inc. had one thousand (1000) shares of issued and outstanding common stock. Townsend Property Management, Inc. had no issued and outstanding shares of stock other than said common shares of stock. All one thousand (1000) share votes were cast in favor of the Plan of Merger. Each share of such common stock had one (1) vote. Therefore, there were one thousand (1000) votes that could be cast for or against the Plan of Merger. No share of stock of Townsend Property Management, Inc. was voted against the Plan of Merger.

Dated this 4th day of June, 2004.

IDAHO SECRETARY OF STATE
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2004 JUN 2 A 8:11 PM
COUNTY OF ST. LAURENCE
STATE OF IDAHO

**TOWNSEND PROPERTY MANAGEMENT,
INC.**

By: *Michelle P. Townsend*
Michelle P. Townsend, President

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PLAN OF MERGER AND REORGANIZATION

2004 AUG 12 A 8:48
SECRETARY OF STATE
STATE OF IDAHO

The following is a Plan of Merger by which **MP MANAGEMENT, INC.**, an Idaho corporation, shall merge into **TOWNSEND PROPERTY MANAGEMENT, INC.**, an Idaho corporation.

1. Townsend Property Management, Inc. shall acquire MP Management, Inc. and MP Management, Inc. shall merge into Townsend Property Management, Inc. under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as subsequently amended with Townsend Property Management, Inc. being the surviving corporation ("the Merger").
2. This Merger shall be effectuated by a transfer by the shareholders of MP Management, Inc. of all of the issued and outstanding shares of stock in MP Management, Inc. in the amount of One Hundred (100) shares to Townsend Property Management, Inc., and Townsend Property Management, Inc. shall issue One Hundred (100) shares of stock to the shareholders of MP Management, Inc.
3. All the assets of MP Management, Inc. will be transferred to Townsend Property Management, Inc. and Townsend Property Management, Inc. will assume all the liabilities of MP Management, Inc.
4. All the issued and outstanding stock of MP Management, Inc. will then be canceled and MP Management, Inc. will cease to exist.
5. Appropriate Articles of Merger will be filed with the Secretary of State for the State of Idaho. Such Articles shall be in the form attached hereto as **Exhibit "A-1"** and by this reference incorporated herein.

Dated this 4th day of July, 2004.

IDAHO SECRETARY OF STATE
08/12/2004 05:00
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EXHIBIT "A"

TOWNSEND PROPERTY MANAGEMENT,
INC.

2004 AUG 1
A 8:4
STATE OF IDAHO

By: Michelle Peterson Townsend
Michelle P. Townsend, President

MP MANAGEMENT, INC.

By: Michelle Peterson Townsend
Michelle P. Townsend, President

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