

FILED EFFECTIVE

2006 MAR 20 AM 8:51

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF MERGER
OF
RON SAYER DODGE, INC.
INTO
RON SAYER'S, INC.**

1. The Board of Directors and shareholders of Ron Sayer Dodge, Inc., an Idaho corporation, and the Board of Directors and shareholders of Ron Sayer's, Inc. have approved a Plan of Merger under which Ron Sayer Dodge, Inc. will be merged with and into Ron Sayer's, Inc. Therefore, pursuant to Section 30-1-1102 of the Idaho Business Corporation Act, Ron Sayer's, 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. Ron Sayer Dodge, Inc. had One Thousand Four Hundred Seventy Five (1,475) shares of issued and outstanding common stock. Ron Sayer Dodge, 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 thousand four hundred seventy five (1,475) votes that could be cast for or against the Plan of Merger. All one thousand four hundred seventy five (1,475) share votes were cast in favor of the Plan of Merger. No share of stock of Ron Sayer Dodge, Inc. was voted against the Plan of Merger.

5. Ron Sayer's, Inc. had one hundred forty-two and one half (142.5) shares of issued and outstanding common stock. Ron Sayer's, Inc. had no issued and outstanding shares of stock other than said common shares of stock. All one hundred forty-two and one half (142.5) 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 hundred forty-two and one half (142.5) votes that could be cast for or against the Plan of Merger. No share of stock of Ron Sayer's, Inc. was voted against the Plan of Merger.

IDAHO SECRETARY OF STATE
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CK: NONE CT: 113824 BH: 944499
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6. This merger shall be effective as of midnight February 28, 2006.

Dated this 22 day of Feb, 2006.

RON SAYER'S, INC.

By: 

Ronald J. Sayer, President

RON SAYER DODGE, INC.

By: 

Ronald J. Sayer, President

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PLAN OF MERGER AND REORGANIZATION

The following is a Plan of Merger by which **RON SAYER DODGE, INC.**, an Idaho corporation, shall merge into **RON SAYER'S, INC.**, an Idaho corporation.

1. Ron Sayer's, Inc. shall acquire Ron Sayer Dodge, Inc. and Ron Sayer Dodge, Inc. shall merge into Ron Sayer's, Inc. under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as subsequently amended with Ron Sayer's, Inc. being the surviving corporation ("the Merger").

2. The ownership of all issued and outstanding shares in Ron Sayer Dodge, Inc. is as follows:

Ronald J. Sayer	1,106.25	
Kelly Sayer	<u>368.75</u>	
	1,475.00	Total Shares

3. The ownership of all issued and outstanding shares in Ron Sayer's Inc. is as follows:

Ronald J. Sayer	106.875	
Kelly Sayer	<u>35.625</u>	
	142.500	Total Shares

4. The same people own all of the issued and outstanding shares of stock in both Ron Sayer Dodge, Inc. and Ron Sayer's, Inc. in the same percentages.

5. This Merger shall be effectuated by a surrender, by the shareholders of Ron Sayer Dodge, Inc., of all of the issued and outstanding shares of stock in Ron Sayer Dodge, Inc. in the amount of One Thousand Four Hundred Seventy-five (1,475) shares to Ron Sayer's Inc. and cancellation of such shares.

6. All the assets of Ron Sayer Dodge, Inc. will be transferred to Ron Sayer's, Inc. and Ron Sayer's, Inc. will assume all the liabilities of Ron Sayer Dodge, Inc.

7. Ron Sayer Dodge, Inc. will cease to exist.

8. 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. The merger shall be effective as of midnight February 28, 2006.

Dated this 22 day of Feb, 2006.

RON SAYER'S, INC.

By: 

Ronald J. Sayer, President

RON SAYER DODGE, INC.

By: 

Ronald J. Sayer, President

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