

# 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 LAWYER CREEK CANYON, INC., an Idaho corporation, file number C 104257 into BURLINGAME INDUSTRIES, INCORPORATED, a California 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 28, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Louisa Harold*

**ARTICLES OF MERGER  
OF  
LAWYER CREEK CANYON, INC.  
An Idaho Corporation**

DEC 28 4 14 PM '94  
SECRETARY OF STATE

**INTO**

**BURLINGAME INDUSTRIES, INCORPORATED  
A California Corporation**

Pursuant to the provisions of Section 30-1-74 of the Idaho Code, the undersigned domestic and foreign corporations adopt the following Articles of Merger:

1. The names of the undersigned corporations and the States under the laws of which they are respectively organized are as follows:

BURLINGAME INDUSTRIES, INCORPORATED	California
LAWYER CREEK CANYON, INC.	Idaho

2. The laws of the State of California, under which the foreign corporation is organized, permit such merger.

3. The name of the surviving corporation is BURLINGAME INDUSTRIES, INCORPORATED, and such corporation is to be governed by the laws of the State of California.

4. The attached Plan of Merger was approved by the sole Shareholder of the undersigned domestic corporation in the manner prescribed by the Idaho Code and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the state under which it is organized.

5. As to each of the undersigned corporations, the number of shares outstanding and entitled to vote are as follows:

	IDaho SECRETARY OF STATE
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<u>Name</u>	<u>Number of Shares Outstanding</u>
LAWYER CREEK CANYON, INC.	1,000
BURLINGAME INDUSTRIES, INCORPORATED Class A Voting Common	10,000

6. As to each of the undersigned corporations, the total number of shares voted for or against such Plan, respectively, are as follows:

<u>Name</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
LAWYER CREEK CANYON, INC.	1,000	None
BURLINGAME INDUSTRIES, INCORPORATED Class A Voting Common	10,000	None

7. BURLINGAME INDUSTRIES, INCORPORATED, the surviving corporation, agrees that it may be served with process in Idaho for the enforcement of any obligation of any domestic corporation which is a party to such merger and in any proceeding for the enforcement of the rights of a dissenting Shareholder of any such domestic corporation against the surviving corporation; and

BURLINGAME INDUSTRIES, INCORPORATED, the surviving corporation, irrevocably appoints the Idaho Secretary of State as its agent to accept service of process in any proceeding; and

BURLINGAME INDUSTRIES, INCORPORATED, the surviving corporation, agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation, the amount, if any, to which they shall be entitled under provision of the Idaho Code with respect to the rights of dissenting shareholders.

8. The effective date of this merger is December 31, 1994.

The undersigned declare under penalty of perjury under the laws of the State of Idaho that the matters set forth in these Articles of Merger are true and correct of our own knowledge.

IN WITNESS WHEREOF the parties have executed this Agreement.

BURLINGAME INDUSTRIES, INCORPORATED

Dated: 12/22/94

By:   
ROBERT C. BURLINGAME, President

Dated: 12/22/94

By:   
WILLIAM L. ROBINSON, Secretary

LAWYER CREEK CANYON, INC.

Dated: 12/22/94

By:   
ROBERT C. BURLINGAME, President

Dated: 12/22/94

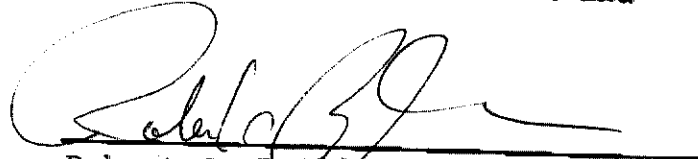
By:   
SEAMUS P. BURLINGAME, Secretary

STATE OF California )  
 ) ss.  
County of San Bernardino )

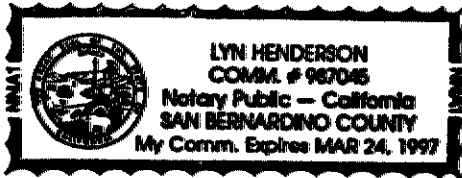
Robert C. Burlingame, being first duly sworn, deposes and says:

He is the President of Lawyer Creek Canyon. In one of the corporations named in the above-entitled Articles of Merger, and is authorized to make this verification on behalf of such corporation.

He has read the foregoing Articles of Merger and knows the contents thereof. The matters set forth in said Articles of Merger are true to the best of his knowledge, information and belief.

  
Robert C. Burlingame, President

SUBSCRIBED AND SWORN TO before me this 27<sup>th</sup> day of DECEMBER, 1994.



Lyn Henderson  
Notary Public for: SAN BERNARDINO COUNTY, STATE OF CALIF.  
Residing at: 1141 E. ALEXANDER, SAN BERNARDINO, CA  
My Commission Expires: MARCH 24, 1997

PLAN OF MERGER

\* \* \* \*

FIRST: BURLINGAME INDUSTRIES, INCORPORATED, a corporation organized under the laws of the State of California, Surviving Corporation, shall merge with and into itself and assume the liabilities and obligations of LAWYER CREEK CANYON, INC., a corporation organized under the laws of the State of Idaho, Merging Corporation. The name of the surviving corporation is BURLINGAME INDUSTRIES, INCORPORATED.

SECOND: A tax-free plan of organization of BURLINGAME INDUSTRIES, INCORPORATED and LAWYER CREEK CANYON, INC., pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, is hereby adopted.

THIRD: Each share of stock of LAWYER CREEK CANYON, INC., which shall be outstanding on the effective date of the merger and all rights in respect thereof shall be changed into one-tenth share of Class A Voting Common shares and Class B Nonvoting Common stock of BURLINGAME INDUSTRIES, INCORPORATED, in a ratio of 1:9, respectively.

After the effective date of this merger, each holder of an outstanding certificate representing shares of stock of LAWYER CREEK CANYON, INC., Merging Corporation, shall surrender the same to Surviving Corporation, and each holder shall be entitled upon such surrender to receive the number of shares of stock of Surviving Corporation on the basis provided herein. Until so surrendered, the outstanding shares of stock of Merging Corporation which are to be converted into stock of Surviving Corporation as provided herein, may be treated by Surviving Corporation for all corporate purposes as evidencing the ownership of shares of Surviving Corporation as though said surrender and exchange had taken place.

FOURTH: The Articles of Incorporation of BURLINGAME INDUSTRIES, INCORPORATED, shall be the Articles of Incorporation of Surviving Corporation. No changes or amendments shall be made to the Articles of Incorporation.

FIFTH: The Bylaws of BURLINGAME INDUSTRIES, INCORPORATED, shall be the Bylaws of Surviving Corporation.

SIXTH: The Directors and officers of BURLINGAME INDUSTRIES, INCORPORATED shall be the Directors and officers of Surviving Corporation and shall serve until their successors are selected.

SEVENTH: The officers of each corporation party to the merger shall be and are hereby authorized to do all acts and things necessary and proper to effect the merger.

EIGHTH: The merger shall be effective as of December 31, 1994.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed by their respective officers thereunto duly authorized on this 22 day of December, 1994.

BURLINGAME INDUSTRIES, INCORPORATED

Dated: 12/22/94

By:   
ROBERT C. BURLINGAME, President

Dated: 12/22/94

By:   
WILLIAM L. ROBINSON, Secretary

LAWYER CREEK CANYON, INC.

Dated: 12/22/94

By:   
ROBERT C. BURLINGAME, President

Dated: 12/22/94

By:   
ROBERT C. BURLINGAME, Secretary