

## MERGER AGREEMENT

IT IS AGREED by and between HEIDELBERG INN, INC., an Idaho corporation, through its Board of Directors, and RIEDEL'S, INC., an Idaho corporation, through its Board of Directors, according to the following terms and conditions:

1. Merger Agreement: In consideration of the mutual covenants herein contained, it is agreed that the two corporations specified shall be merged into one corporation, that corporation to be RIEDEL'S, INC.

2. Surviving Corporation: As specified herein, the surviving corporation upon the merger shall be RIEDEL'S, INC.

3. Assumption of Liabilities by Surviving Corporation: In consideration of the covenants herein contained, Riedel's, Inc. agrees to assume all of the liabilities of Heidelberg Inn, Inc. and to discharge those liabilities as they mature.

4. Effective Date: It is agreed that the effective date of the merger of the corporations specified shall be the 31st day of October, 1975, subject to the approval of the shareholders of each corporation, and subject to the approval of the Secretary of State of the State of Idaho. Application for which approval shall be made immediately upon the execution hereof by the shareholders of each corporation.

5. Conformance with Idaho Law: The corporations which are parties hereto, in consideration of the mutual covenants herein contained, agree that upon the merger of the corporations the surviving corporation shall in all respects conform with the provisions of Idaho Law as they apply to the merger of corporations, and to take all necessary steps to assure such conformance.

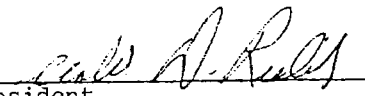
6. The aforesaid merger agreement is under and pursuant to a reorganization meeting required by Section 368 of the Internal Revenue Code of 1954 as amended. In this regard, all stock heretofore issued by Heidelberg Inn, Inc. shall be cancelled and new shares issued by Riedel's, Inc., said issuance to be on a pro-rated basis to the outstanding stockholders of Riedel's, Inc., it being the intent of this merger agreement that the value of the cancelled shares of stock of Heidelberg Inn, Inc. shall be re-issued in equal value by Riedel's, Inc.

7. Conclusionary Provisions: Upon the execution of this agreement and its approval by the shareholders of the corporations, who are parties hereto, Heidelberg Inn, Inc., an Idaho corporation, shall cease to exist and shall be merged into Riedel's, Inc.

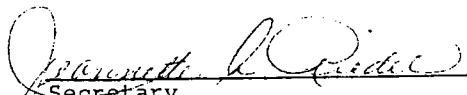
8. It is understood that there shall be filed, with the Secretary of State, an affidavit in compliance with Idaho Code, Section 30-903.

DATED This 31<sup>st</sup> day of October, 1975.

HEIDELBERG INN, INC.

By   
President

ATTEST:

  
Secretary

RIEDEL'S, INC.

By *Richard D. Riedel*  
President

ATTEST:

*Jeanette D. Riedel*  
Secretary

RATIFICATION AND CERTIFICATION OF MERGER AGREEMENT

The undersigned, constituting all of the Directors of Heidelberg Inn, Inc., hereby ratify the above and foregoing merger agreement by the terms of which Heidelberg Inn, Inc. is merged with Riedel's, Inc. with Riedel's, Inc. remaining as the surviving corporation.

DATED This 31<sup>st</sup> day of October, 1975.

*Jeanette D. Riedel*  
*Richard D. Riedel*  
Directors

RATIFICATION AND CERTIFICATION OF MERGER AGREEMENT

The undersigned, constituting all of the Directors of Riedel's, Inc., hereby ratify the above and foregoing merger agreement by the terms of which Heidelberg Inn, Inc. is merged with Riedel's, Inc. with Riedel's, Inc. remaining as the surviving corporation.

DATED This 31<sup>st</sup> day of October, 1975.

*Jeanette D. Riedel*  
*Richard D. Riedel*  
Directors

STATE OF IDAHO)

) ss.

COUNTY OF ADA )

On this 31<sup>st</sup> day of October, 1975, personally

appeared before me, the undersigned, a Notary Public in and

for said State, Donald H. Kidd and Demetri

A. Rinal, known to me to be the President and

Secretary respectively of Heidelberg Inn, Inc. and

Donald N. Riedel and Summit D. Riedel known

to me to be the President and Secretary respectively of

Riedel's, Inc., the corporations named in the within instru-

ment, who duly acknowledged to me that they executed the same

on behalf of both corporations, and by order of the Board of

Directors of both corporations.

Charles L. Prince

Notary Public for Idaho

Residing at Boise

## CORPORATE SECRETARY'S CERTIFICATE OF APPROVAL OF

The undersigned, the Secretary of Heidelberg Inn, Inc.,

does, by this instrument, certify that at a meeting of the

shareholders of the corporation, called in the manner provided

by law, the holders of more than two-thirds of the voting

power of all shareholders of the corporation did vote affirma-

tively for the adoption of the foregoing merger agreement,

and that the merger agreement was thus adopted.

The undersigned, by this instrument, certifies to the

foregoing in conformity with Section 30-152 (2), Idaho Code.

DATED This 31<sup>st</sup> day of October, 1975.

*Jeanette L. Puder*  
Secretary  
Heidelberg Inn, Inc.

STATE OF IDAHO )  
COUNTY OF ADA ) ss.

On this 31st day of October, 1975, personally appeared before me, James H. A. [Signature], known to me to be the Secretary of Heidelberg Inn, Inc., on behalf of which corporation he executed the foregoing instrument and duly acknowledged to me that he executed the same on behalf of said corporation.

Carole J. Prime  
Notary Public for Idaho  
Residing at Boise

CORPORATE SECRETARY'S CERTIFICATE OF APPROVAL OF  
CORPORATE MERGER AGREEMENT

The undersigned, the Secretary of Riedel's, Inc., does by this instrument certify that at a meeting of the shareholders of the corporation, called in the manner provided by law, the holders of more than two-thirds of the voting power of all shareholders of the corporation did vote affirmatively for the adoption of the foregoing merger agreement, and that the merger agreement was thus adopted.

The undersigned, by this agreement, certifies to the foregoing in conformity with Section 30-152 (2), Idaho Code.

DATED This 31<sup>st</sup> day of October, 1975.

*Ginnette L. Riedel*  
Secretary  
Riedel's, Inc.

STATE OF IDAHO)  
                  ) ss.  
COUNTY OF ADA )

On this 31st day of October, 1975, personally  
appeared before me, Jeanette A. Kink, known to me to be the  
Secretary of Riedel's, Inc., on behalf of which corporation  
he executed the foregoing instrument and duly acknowledged  
to me that he executed the same on behalf of said corporation.

Charles J. Prime  
Notary Public for Idaho  
Residing at Boise

STATE OF IDAHO)  
                  ) ss.  
COUNTY OF ADA )

AFFIDAVIT

JEANNETTE A. RIEDEL, Being first duly sworn on oath,  
deposes and says:

That she is the Secretary-Treasurer of Riedel's, Inc.,  
an Idaho corporation, and makes this Affidavit in compliance  
with Section 30-903 of the Idaho Code.

That said corporation does in fact have a paid up  
capital of not less than \$25,000.00 as of the date of this  
Affidavit and subsequent to the conclusion of a merger with  
Heidelberg Inn, Inc.

DATED This 21<sup>st</sup> day of October, 1975.

Jeannette A. Riedel  
Jeannette A. Riedel

SUBSCRIBED and SWORN To before me this 21<sup>st</sup> day of October,  
1975.

Therese C. Prime  
Notary Public for Idaho  
Residing at Boise