

ARTICLES OF MERGER OF BAR SIXTY ONE, INC. and IRA NEIBAUR & SONS, INC., both Idaho corporations, into IRA NEIBAUR & SONS, INC.

AGREEMENT made this 10th day of November, 1970, between Ira Neibaur and Sons, Inc., a corporation of the State of Idaho, whose principal office is at Star Route, Pocatello, Idaho, and in the County of Power, State of Idaho, and Bar Sixty-One, Inc., a corporation of the State of Idaho, whose principal office is at Route #1, American Falls, Idaho, in the County of Power, State of Idaho, as follows:

WHEREAS, the Directors, and Stockholders of Ira Neibaur and Sons, Inc., and Bar Sixty-One, Inc., are the same and the Directors of Ira Neibaur and Sons, Inc., and Bar Sixty-One, Inc., believe that it will be to the best interest of each corporation that Bar Sixty-One, Inc., be merged into Ira Neibaur and Sons, Inc.;

NOW, THEREFORE, in consideration of the mutual undertakings hereinafter set forth, Ira Neibaur and Sons, Inc., and Bar Sixty-One, Inc., agree as follows:

(a) Bar Sixty-One, Inc., shall be merged into Ira Neibaur and Sons, Inc., by the transfer to Ira Neibaur and Sons, Inc., of all the assets of Bar Sixty-One, Inc., subject to all of its liabilities and obligations which liabilities and obligations Ira Neibaur and Sons, Inc., shall assume, in complete cancellation of all the capital stock of Bar Sixty-One, Inc.;

(b) The name of the surviving corporation shall be Ira Neibaur and Sons, Inc.;

(c) The number, names and post office addresses of the first directors and officers of the surviving corporation, who shall hold office until their successors are chosen or appointed according to the By-Laws of the surviving corporation, are:

Directors: Seth Neibaur Route 1 American Falls, Idaho 83211

Merlin Harris Route 1 American Falls, Idaho 83211

Phyllis Harris Route 1 American Falls, Idaho 83211

Officers: Merlin J. Harris; President, address above.

Phyllis Harris; Vice-president, address above.

Seth I. Neibaur; Secretary treasurer, address above.

(d) The number of shares of capital stock of the surviving corporation is 5,000 shares of common stock at the par value of \$10.00 each of which 4,500 shares are issued and outstanding.

(e) The capital stock of Bar Sixty-One, Inc., shall be completely cancelled and that of Ira Neibaur and Sons, Inc., shall be unaffected by the merger.

(f) Following the adoption of this agreement by the stockholders of Ira Neibaur and Sons, Inc., and of Bar ~~Sixty~~ Sixty-One, Inc., the merger, transfer of assets from ~~Bar~~ Sixty-One, Inc., to Ira Neibaur and Sons, Inc., assumption of obligations and liabilities of Bar Sixty-One, Inc., by Ira Neibaur and Sons, Inc., and cancellation of Bar Sixty-One, Inc., capital stock shall all be effective forth-with upon the filing of this agreement, with its adoption by the stockholders of each corporation; signed by the president and secretary of each of said corporations and acknowledged by the president of each of such corporations, in the office of the Secretary of State of Idaho.

IN WITNESS WHEREOF, this agreement has been signed
by all of the directors of each of the corporations and each
of the corporations has caused its corporate seal to be here-
unto affixed and attested by the signature of its secretary,
all as of the day and year first above written.

All of the directors of Ira Neibaur
and Sons, Inc.,

Merlin J. Harris

Phyllis Harris

Seth I. Neibaur

ATTEST:

Letha J. Neibaur
Secretary

(SEAL)

All of the directors of Bar
Sixty-One, Inc.,

Melvin J. Harris

Verba M. Neibaur

Letha J. Neibaur

ATTEST:

Letha J. Neibaur
Secretary

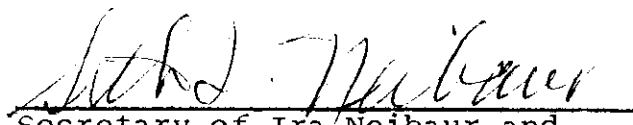
(SEAL)

The undersigned being the duly appointed and acting
secretary of Ira Neibaur and Sons, Inc., do hereby certify
as follows:

1. That the board of directors of Ira Neibaur and
Sons, Inc., by a unanimous vote of all of the directors agree
to and did enter into a joint agreement signed by such dir-
ectors and prescribing the terms and conditions of the merger.

2. That the above described agreement was submitted
to the stockholders of Ira Neibaur and Sons, Inc. at a meeting
duly called separately in the manner provided in Section 30-133
of the Idaho Code and, at such meeting, all of the stockholders
of said corporation voted unanimously for the adoption of said
agreement.

Done this 16th day of November, 1970.

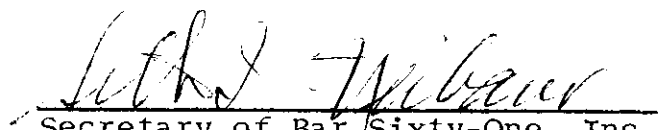

Secretary of Ira Neibaur and
Sons, Inc.

The undersigned being the duly appointed and acting secretary of Bar Sixty-One, Inc., do hereby certify as follows:

1. That the board of directors of Bar Sixty-One, Inc., by a unanimous vote of all of the directors agree to and did enter into a joint agreement signed by such directors and prescribing the terms and conditions of the merger.

2. That the above described agreement was submitted to the stockholders of Bar Sixty-One, Inc., at a meeting duly called separately in the manner provided in Section 30-133 of the Idaho Code and, at such meeting all of the stockholders of said corporation voted unanimously for the adoption of said agreement.

Done this 16th day of November, 1970.


Secretary of Bar Sixty-One, Inc.

The foregoing plan and agreement of merger having been duly executed by all of the directors of Ira Neibaur and Sons, Inc., and Bar Sixty-One, Inc., respectively, under the corporate seals of the respective corporations, and the said plan and agreement of merger having been duly approved and adopted by the boards of directors, and duly approved and

adopted, by the stockholders of each of said corporations in the manner provided by the laws of the state of Idaho, and those facts having been certified by the secretary of each corporation the president and secretary of each of said corporations do now execute this plan and agreement of merger under the respective seals of said corporations by the authority of the directors and stockholders of each, as the act, deed, and agreement of each of said corporations on this 16th day of November, 1970.

IRA NEIBAUR AND SONS, INC.,

BY Merlin J. Harris
President

BY Lith J. Neibaur
Secretary

(CORPORATE SEAL)

BAR SIXTY-ONE, INC.,

BY Merlin J. Harris
President

BY Lith J. Neibaur
Secretary

(CORPORATE SEAL)

State of Idaho :

ss

County of Bannock:

On this 16th day of November, in the year 1970, before me, a Notary Public, in and for the State

of Idaho, personally appeared Merlin J. Harris and Seth L. Neibaur, known to me to be the President and the Secretary of Ira Neibaur and Sons, Inc., who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

WITNESS My hand and official seal this 10th day of November, 1970.

(SEAL)

Collis A. Caldwell
Notary Public for Idaho
Residing at Pocatello, Idaho.

State of Idaho :

SS

County of Bannock:

On this 10th day of November, in the year 1970, before me, a Notary Public, in and for the State of Idaho, personally appeared Merlin J. Harris and Seth L. Neibaur, known to me to be the President and the Secretary of Bar Sixty-One, Inc., who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

WITNESS My hand and official seal this 10th day of November, 1970.

(SEAL)

Collis A. Caldwell
Notary Public for Idaho
Residing at Pocatello, Idaho.