

MERGER AGREEMENT

THIS MERGER AGREEMENT made and entered into this 3rd day of October, 1975, by and between BROWN'S INDUSTRIES, INC., an Idaho corporation, and a majority of the Directors thereof, the parties of the first part, and BROWN-WALLACE, INC., an Idaho corporation, and the majority of the Directors thereof, parties of the second part.

WHEREAS, Brown's Industries, Inc., and Brown-Wallace, Inc., are respectively corporations organized under the laws of the state of Idaho; and

WHEREAS, the total number of shares of stock which Brown's Industries, Inc. is authorized to issue, is 1,500,000 shares of common stock having a par value of one cent (\$.01) per share, and there are presently issued and outstanding 240,000 shares of said stock; and

WHEREAS, the total number of shares of stock which Brown-Wallace, Inc. is authorized to issue is 200 shares of common stock having a par value of \$100.00 per share, and there are issued and outstanding 100 shares of said stock; and

WHEREAS, the parties hereto desire that Brown-Wallace, Inc. be merged into Brown's Industries, Inc.;

NOW THEREFORE, in consideration of the premises and mutual promises and covenants herein contained, it is hereby agreed between the parties hereto, acting in pursuance of the provisions of Chapter 30 of Idaho Code, that Brown-Wallace, Inc.,

shall be merged into Brown's Industries, Inc., as a single corporation; and the parties hereto, hereinafter sometimes referred to as the "constituent corporations," hereby agree to and prescribe the terms and conditions of said merger, the mode of carrying the same into effect, and state such facts required or permitted by the provisions of Chapter 30, Idaho Code, as required for merger agreements, as well as the manner of converting the shares of Brown-Wallace, Inc., into shares of the surviving corporation, Brown's Industries, Inc., with other details and provisions necessary to accomplish the same.

1. Merger. As of October 30, 1975:

(a) The constituent corporations shall be merged into a single corporation which shall be Brown Industries, Inc., as the surviving corporation and the separate existence of Brown-Wallace, Inc. shall cease;

(b) As of October 30, 1975, for all purposes of the laws of the State of Idaho, the separate existence of Brown-Wallace, Inc. shall cease and Brown-Wallace, Inc. shall be merged into Brown's Industries, Inc. which shall possess all the rights, privileges, powers and franchises, both of a public or a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the constituent companies so merged; and all the singular, the rights, privileges, powers and franchises of each of the constituent corporations, and all

property, real, personal and mixed, and all debts due to either such corporations, for any and all other things in action or belonging to each of said corporations, shall be vested in the surviving corporation and all property, rights, privileges, powers and franchises and any and all and every other interest shall thereafter be effectually the property of the surviving corporation as they were of the respective constituent corporations, and the title to any real estate vested by deed or otherwise, under the laws of this state in either of such corporations, shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and liens upon any property of either of such corporations shall be preserved unimpaired and all debts, liabilities and duties of the respective constituent corporations shall henceforth attach to such surviving corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

(c) The bylaws of Brown's Industries, Inc. as in effect on October 30, 1975, shall be and constitute the by-laws of the surviving corporation, until the same shall thereafter be amended, altered or repealed in accordance with law, the articles of incorporation or such bylaws.

(d) The directors and officers of Brown's Industries, Inc., immediately prior to October 30, 1975, shall be and constitute the directors and officers of the surviving corporation.

(e) The Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of Brown's Industries, Inc., as in effect on the date hereof, which shall remain unchanged at the date of the merger, and continue in effect unless and until further amended in the manner provided by law, are hereby incorporated in and made a part of this agreement with the same force and effect as if set forth in full herein.

2. Conversion of Shares. The manner of converting and exchanging shares of Brown-Wallace, Inc., into shares of Brown's Industries, Inc., the surviving corporation, shall be as follows:

(a) Each share of common stock with \$100 par value of Brown-Wallace, Inc., issued and outstanding as of October 30, 1975, shall be converted into 121 shares of \$.01 par value common stock of the surviving company, Brown's Industries, Inc.

(b) As of October 30, 1975, all stockholders of Brown-Wallace, Inc. shall be advised to surrender the certificates representing the shares of stock for reissuance in accordance with (a) hereof.

(c) The holders of the issued and outstanding common stock of Brown's Industries, Inc. shall continue to hold their present certificates of Brown's Industries, Inc., which

certificates shall, for all purposes, be deemed to represent and evidence ownership of the same number of shares of the surviving corporation, Brown's Industries, Inc., which were held by said stockholders prior to the merger.

3. Further Instruments. If at any time Brown's Industries, Inc., the surviving corporation, shall consider or be advised of any further assignment or assurance in law is necessary or desirable to vest in the surviving corporation the title to any property or rights of Brown-Wallace, Inc., the officers and directors of Brown-Wallace, Inc. shall, and will, execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or rights in the surviving corporation, and otherwise to carry out the purposes of this agreement.

4. Shareholder Approval. This agreement shall be submitted to the shareholders of each of the merging corporations as provided by law, and shall take effect and be the agreement of merger of Brown's Industries, Inc. and Brown-Wallace, Inc., after adoption thereof by the shareholders of each of the constituent corporations in accordance with the laws of the State of Idaho and upon the execution and filing of such documents as required for accomplishing the merger under the laws of the State of Idaho this merger agreement shall be and become effective, all as of October 30, 1975.

5. Authorization. This agreement is entered into pursuant to resolutions to be adopted by the board of directors of the respective merging corporations.

6. Termination. This agreement of merger may be terminated and abandoned by the constituent corporations at any time prior to the merger becoming effective, notwithstanding approval of this agreement by the shareholders of both of the constituent corporations. In the event of the termination and abandonment of this agreement and the merger, pursuant to the foregoing provisions of this paragraph, this agreement shall become void and have no effect, without any liability on the part of either Brown's Industries, Inc. or Brown-Wallace, Inc., or the shareholders or directors or officers thereof.

7. Right of Amendment. Brown's Industries, Inc. and Brown-Wallace, Inc., by mutual consent of their respective boards of directors, may amend, modify and supplement this agreement in such manner as may be agreed upon by them in writing at any time before or after adoption thereof by the shareholders of Brown's Industries, Inc., or Brown-Wallace, Inc. or both; provided, however, that no such amendment, modification or supplement shall affect the rights of the shareholders of Brown's Industries, Inc. or Brown-Wallace, Inc. in a manner which is materially adverse to such shareholders in the judgment of their respective boards of directors.

8. Counterparts. This agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, this agreement of merger has been signed by the directors of Brown's Industries, Inc. and of Brown-Wallace, Inc. under their respective corporate seals, as of the day and year first above written.

BROWN'S INDUSTRIES, INC.

By *James H. Brown*
Director

By *Julius W. DeBoer*
Director

By *Harwin W. Zepher*
Director

BROWN-WALLACE, INC.

By *James H. Brown*
Director

By *Frank L. DeBoer*
Director

By *C. H. Hayes*
Director

CERTIFICATE OF SECRETARY

I, P. J. HAYES, hereby certify that I am the duly elected and acting secretary of BROWN-WALLACE, INC., an Idaho corporation, and do further certify as follows:

The foregoing agreement of merger for the merger of Brown's Industries, Inc., an Idaho corporation, and Brown-Wallace, Inc., an Idaho corporation, was signed under the corporate seal of BROWN-WALLACE, INC., and delivered by the corporation and by a majority of its directors, after the board of directors, by resolution adopted by at least a majority vote of all the members of the board, had approved the Merger Agreement and the terms therein set forth at a meeting of the board duly held for the purpose of considering the same.

The agreement of merger was to be submitted to the stockholders of BROWN-WALLACE, INC., at a meeting thereof separately called by the board of directors of the corporation for the purpose of taking the same into consideration and separately held on October 17, 1975, at 2:00 p.m., in the City of San Rafael, State of California; due notice of the time, place and object of said meeting had been given, as required by law, and the bylaws of said corporation.

At the meeting the agreement of merger was considered and a vote of the stockholders of BROWN-WALLACE, INC., who were all present in person or by proxy, was taken by ballot, for the adoption or rejection of the agreement of merger, and all the stockholders of BROWN-WALLACE, INC., were for the adoption of the agreement of merger.

DATED: October 30, 1975.

Secretary

P. J. Hayes

The foregoing agreement of merger having been duly adopted by the stockholders of each of the corporations' parties thereto and the fact of the adoption thereof as aforesaid having been duly certified by the secretary of each of the corporate parties thereto, all in accordance with law, the agreement of merger is hereby signed in the name and on behalf of each of the corporations by their respective presidents and by their respective secretaries under their respective corporate seals this 30th day of October, 1975.

BROWN'S INDUSTRIES, INC.

By *Harry H. Brown*
President

ATTEST:

Marvin W. Hepper

BROWN-WALLACE, INC.

By *Harry H. Brown*
President

ATTEST:

W. H. Hayes

STATE OF IDAHO)
)
COUNTY OF ada)

On this 5 day of November, 1975, before me a Notary Public in and for said County and State, personally appeared WARREN H. BROWN, known to me to be the President of BROWN'S INDUSTRIES, INC., the corporation that executed the within instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and seal to this certificate the day and year first above written.

(seal)

W.D. Gabbert, Jr.
Notary Public for Idaho
Residing at Boise

STATE OF IDAHO)
)
COUNTY OF ada)

On this 5 day of November, 1975, before me a Notary Public in and for said County and State, personally appeared WARREN H. BROWN, known to me to be the President of BROWN-WALLACE, INC., the corporation that executed the within instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and seal to this certificate the day and year first above written.

(seal)

W.D. Gabbert, Jr.
Notary Public for Idaho
Residing at Boise