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State of Idaho

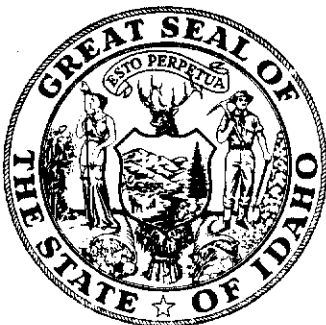
Department of State

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 BRUCE HEYWOOD INSURANCE AGENCY, INC., an Idaho corporation, into BRUCE HEYWOOD INSURANCE AGENCY, INC., an Oregon corporation, duly executed 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 2, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Nelly J. Clark*

Bruce Heywood Insurance Agency, Inc., an Oregon Corporation
and
Bruce Heywood Insurance Agency, Inc. and Idaho Corporation

DEC 2 10 35 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF MERGER

Pursuant to the resolutions of the Board of Directors of the above named corporations dated 27 November 1996, and pursuant to the wishes of the sole shareholder of both of the above named corporations, Alfred Bruce Heywood and LeNell Heywood, husband and wife, the following plan of merger will take effect 27 November, 1996:

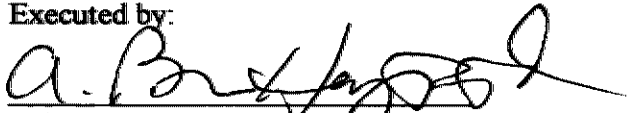
1 - Bruce Heywood Insurance Agency, Inc., an Idaho Corporation, (hereinafter referred to as BHIA IDAHO) shall surrender and cancel all of its outstanding shares in exchange for its ability to merge with Bruce Heywood Insurance Agency, Inc., an Oregon Corporation (hereinafter referred to as BHIA OREGON) the surviving corporation.

2 - That all encumbrances and liabilities outstanding of BHIA IDAHO on the date of merger being 27 November, 1996, shall become encumbrances and liabilities of BHIA OREGON.

3 - That since the shareholders of BHIA IDAHO and BHIA OREGON own the same number of outstanding shares of both corporations and in the same percentages thereof, the resulting ownership of BHIA OREGON will remain the same after the merger as was before the merger of the two entities.

4 - That said merger shall have no effect upon the articles of organization nor upon any bylaws of the surviving corporation BHIA OREGON.

Executed by:


Alfred Bruce Heywood, President

IDAHO SECRETARY OF STATE
DATE 12/02/1996 0900 43004

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CK #: 751 CUST# 72460

MERGER

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Bruce Heywood Insurance Agency, Inc., an Oregon Corporation

Resolution of the Board of Directors Dated 27 November 1996

RESOLUTION OF MERGER

Whereas Alfred Bruce Heywood and LeNell Heywood, husband and wife, own 100 percent of the outstanding shares of Bruce Heywood Insurance Agency, Inc. an Idaho Corporation (hereinafter referred to as BHIA IDAHO) and Bruce Heywood Insurance Agency, Inc., an Oregon Corporation (hereinafter referred to as BHIA OREGON); and, whereas Alfred Bruce Heywood is the sole member of the Board of Directors of both BHIA IDAHO and BHIA OREGON and is the President of BHIA IDAHO and BHIA OREGON; and, whereas the business office for BHIA IDAHO and BHIA OREGON is located in Ontario, Oregon, the following plan of merger is considered appropriate at this time.

The Board of Directors of BHIA OREGON do hereby agree and resolve to the merger of BHIA IDAHO into BHIA OREGON. In conjunction with this merger it is hereby resolved:

1 - That whereas Alfred Bruce Heywood and LeNell Heywood own 100 percent of all outstanding shares of BHIA IDAHO and BHIA OREGON, it is hereby resolved that all of the shares of BHIA IDAHO shall be surrendered and cancelled and merged with BHIA OREGON, the surviving corporation.

Bruce Heywood Insurance Agency, Inc., an Idaho Corporation

Resolution of the Board of Directors Dated 27 November 1996

RESOLUTION OF MERGER

Whereas Alfred Bruce Heywood and LeNell Heywood, husband and wife, own 100 percent of the outstanding shares of Bruce Heywood Insurance Agency, Inc., and Idaho Corporation (hereinafter referred to as BHIA IDAHO) and Bruce Heywood Insurance Agency, Inc., and Oregon Corporation, (hereinafter referred to as BHIA OREGON); and, whereas Alfred Bruce Heywood is the sole member of the Board of Directors of both BHIA IDAHO and BHIA OREGON and is the President of BHIA IDAHO and BHIA OREGON; and, whereas the business office for BHIA IDAHO and BHIA OREGON is located in Ontario, Oregon, the following plan of merger is considered appropriate at this time.

The Board of Directors of Bruce Heywood Insurance Agency, Inc. (hereinafter referred to as BHIA IDAHO), a corporation domiciled in the State of Idaho do hereby resolve and agree upon the merger of BHIA IDAHO into Bruce Heywood Insurance Agency, Inc. (hereinafter referred to as BHIA OREGON), a corporation domiciled in the State of Oregon. In conjunction with this merger it is hereby resolved:

1 - That whereas Alfred Bruce Heywood and LeNell Heywood own 100 percent of all outstanding shares of BHIA IDAHO and BHIA OREGON, it is hereby resolved that all of the shares of BHIA IDAHO shall be surrendered and cancelled and merged with BHIA OREGON, the surviving corporation.