

A G R E E M E N T  
M E R G I N G  
KAMLOOPS DISTRIBUTING CORP.  
I N T O  
KAMLOOPS DISTRIBUTING CO.

AGREEMENT OF MERGER, dated this 15th day of January, 1979, by and between Kamloops Distributing Co., a corporation organized and existing under and by virtue of the laws of the State of Idaho, party of the first part, and Kamloops Distributing Corp., a corporation organized and existing under and by virtue of the laws of the State of Washington, party of the second part,

W I T N E S S E T H that:

WHEREAS, the board of directors of each of said corporations, parties of this agreement, in consideration of the mutual agreements of each corporation as set forth hereinafter, do deem it advisable and generally to the welfare of said corporations and the respective shareholders thereof, that Kamloops Distributing Co. merge into itself Kamloops Distributing Corp., and that Kamloops Distributing Corp. be merged into Kamloops Distribution Co., under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, Kamloops Distributing Co. owns all of the issued and outstanding shares of Kamloops Distributing Corp.;

NOW, THEREFORE, the corporations, parties to this agreement, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed, and do hereby agree, each with the other, as follows:

FIRST

Kamloops Distributing Co. hereby merges into itself Kamloops Distributing Corp. and, likewise Kamloops Distributing Corp. shall be and hereby is merged into said Kamloops Distributing Co., and the articles of incorporation of said Kamloops Distributing Co. shall be the articles of incorporation of the surviving corporation.

SECOND

No amendment of the articles of incorporation of the surviving corporation are to be made as a result of the merger.

THIRD

The terms and conditions of the merger are as follows:

Until altered, amended or repealed, as therein provided, the by-laws of Kamloops Distributing Co., party of the first part, as in effect on the date of filing this agreement of merger, shall be the by-laws of the surviving corporation.

The first board of directors of the surviving corporation after the date of filing this agreement of merger in the office of the Secretary of State of Idaho shall be the directors of Kamloops Distributing Co. in office on said date.

Upon the filing of this agreement of merger in the office of the Secretary of State of Idaho and Articles of Merger in the office of the Secretary of State of Washington, the separate existence of Kamloops Distributing Corp. shall cease and said corporation shall be merged into Kamloops Distributing Co., the surviving corporation, in accordance with the provisions of this agreement, which corporation shall possess all the rights, privileges and franchises, as well

of a public as of a private nature, possessed by each of the constituent corporations and be subject to all the restrictions, disabilities and duties of each of the constituent corporations, and all the property, real, personal and mixed, and all debts due on whatever account to each of the constituent corporations, including subscriptions for shares and all other choses in action belonging to either of the constituent corporations, shall be taken and be deemed to be transferred to and vested in such surviving corporation, without further act or deed, and the title to any real estate, whether by deed or otherwise vested in either of said constituent corporations shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of said constituent corporations shall be preserved unimpaired and the surviving corporation shall be responsible for all the liabilities and obligations of Kamloops Distributing Corp. as if the surviving corporation had itself incurred such liabilities or obligations, and any claim existing or action or proceeding pending by or against said Kamloops Distributing Corp. may be prosecuted to judgment and shall bind the surviving corporation as if such merger had not taken place, or the said surviving corporation may be proceeded against or substituted in place of said Kamloops Distributing Corp.

If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of said Kamloops Distributing Corp., the proper officers and directors of said corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such

property or rights in the surviving corporation, and otherwise to carry out the purposes of this agreement of merger.

FOURTH

On the effective date of the merger, all of the outstanding shares of Kamloops Distributing Corp. shall be cancelled.

FIFTH

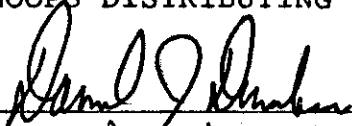
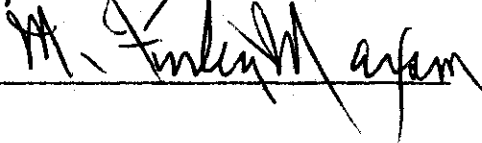
The mode of carrying this agreement of merger into effect is as follows:

This agreement, after having been approved by a majority vote of the board of directors of each corporation, party hereto, shall be signed by the directors of each corporation, whereupon it shall be submitted to the shareholders of each of said corporation for adoption by unanimous written consent, which fact shall be certified on the agreement by the secretary of each corporation, and the agreement so adopted and certified, shall be signed by the president and secretary of each of said corporations and acknowledged by the president of each of such corporations, whereupon it shall be delivered to the Secretary of State of Idaho for filing.

IN WITNESS WHEREOF, this agreement of merger, having been approved by resolution of the board of directors of Kamloops Distributing Co. and by resolution of the board of directors of Kamloops Distributing Corp., the directors of each of said corporations respectively do hereby sign this agreement of merger.

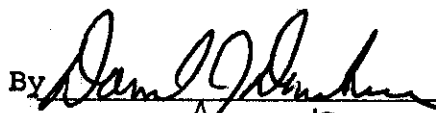
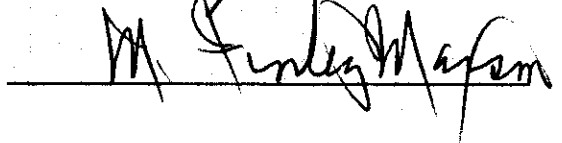
KAMLOOPS DISTRIBUTING CO.

By

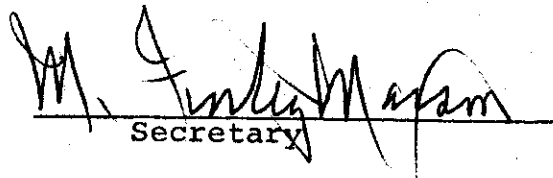
KAMLOOPS DISTRIBUTING CORP.

By


I, M. Finley Maxson, secretary of Kamloops Distributing Co., hereby certify, as such secretary, that the agreement of merger to which this certificate is attached, after having been first duly approved by resolution of the board of directors of Kamloops Distributing Co. and by resolution of the board of directors of Kamloops Distributing Corp., and having been signed by the directors of Kamloops Distributing Co. and by the directors of Kamloops Distributing Corp., was duly submitted to the shareholders of said Kamloops Distributing Co. and was duly adopted pursuant to Sec. 30-133 subd. 6 of the Idaho Code 1947, by the unanimous written consent of the shareholders holding Two Thousand Six Hundred Fifteen (2,615) shares of the capital stock of the corporation, the same being all of the shares issued and outstanding having voting power.

WITNESS my hand as secretary of the said Kamloops Distributing Co. on this 15th day of January, 1979.

  
Secretary

I, M. Finley Maxson, secretary of Kamloops Distributing Corp., hereby certify, as such secretary, that the agreement of merger to which this certificate is attached, after having been first duly approved by resolution of the board of directors of Kamloops Distributing Co. and by resolution of the board of directors of Kamloops Distributing Corp., and having been signed by the directors of Kamloops Distributing Co. and by the directors of Kamloops Distributing Corp., was duly submitted to the shareholders of said Kamloops Distributing Corp. and was duly adopted by the unanimous written consent of the shareholders holding Four Thousand (4,000) shares of the capital stock of the corporation, the same being all of the shares issued and outstanding having voting power.

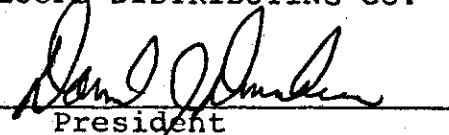
WITNESS my hand as secretary of the said Kamloops Distributing Corp. on this 15th day of January, 1979.

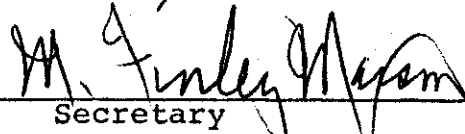
  
Secretary

THIS AGREEMENT OF MERGER, having been approved by resolution of the board of directors of Kamloops Distributing Co. and by resolution of the board of directors of Kamloops Distributing Corp., and having been signed by the directors of Kamloops Distributing Co., and signed by the directors of Kamloops Distributing Corp., and thereafter having been approved by the shareholders of Kamloops Distributing Co. by unanimous written consent, and having been approved by the shareholders of Kamloops Distributing Corp. by unanimous written consent, the president and secretary of Kamloops Distributing Co., and the president and secretary of Kamloops Distributing Corp. do now hereby execute this agreement of merger by authority of the directors and shareholders of each of said corporations as the act and deed of each of said corporations respectively, on this 15th day of January, 1979.

KAMLOOPS DISTRIBUTING CO.

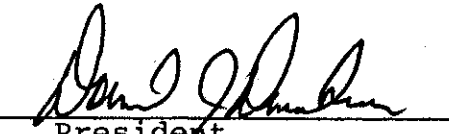
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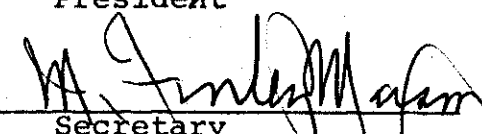
  
President

  
Secretary

KAMLOOPS DISTRIBUTING CORP.

By

  
President

  
Secretary

STATE OF ILLINOIS     )  
                              )     ss:  
COUNTY OF COOK        )

On the 15th day of January, 1979, before me a notary public of the state of Illinois, personally appeared Daniel J. Donahue, known to me to be the president of Kamloops Distributing Co., one of the corporations which executed the agreement of merger to which this is attached, and acknowledged to me that such corporation executed the same.

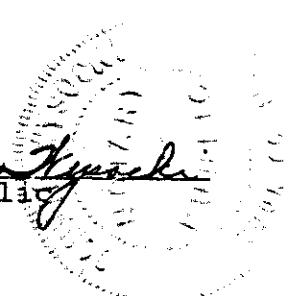
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
Connie Kypriki  
Notary Public

STATE OF ILLINOIS     )  
                              )     ss:  
COUNTY OF COOK        )

On the 15th day of January, 1979, before me, a notary public of the State of Illinois, personally appeared Daniel J. Donahue, known to me to be the president of Kamloops Distributing Corp., one of the corporations which executed the agreement of merger to which this is attached, and acknowledged to me that such corporation executed the same.

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

  
Connie Kypriki  
Notary Public