

CERTIFICATE

STATE OF IDAHO       )  
                          ) ss.  
County of Jerome     )

I, LEON O. MORELAND, do hereby certify:

1. That I am, and at all times herein mentioned, the duly elected, qualified, and acting Secretary of Volco, Inc., an Idaho corporation and one of the parties to the within agreement of merger.

2. That on the 23rd day of November, 1971, at a special meeting of the shareholders of said corporation duly called in the manner provided in the Idaho Code and the By-Laws of this corporation for the calling of shareholders' meetings, the holders of all of the outstanding shares of Volco, Inc., voted for the adoption by said Volco, Inc., of the within agreement of merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation this 17 day of December, 1971.

  
Leon O. Moreland

CERTIFICATE

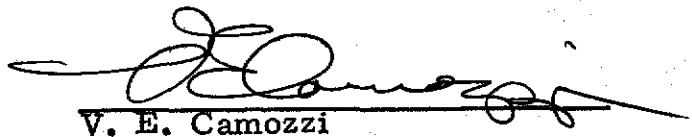
STATE OF IDAHO        )  
                          ) ss.  
County of Jerome     )

I, V. E. CAMOZZI, do hereby certify:

1. That I am, and at all times herein mentioned, the duly elected, qualified, and acting Secretary of Volco Builders Supply, Inc., an Idaho corporation and one of the parties to the within agreement of merger.

2. That on the 23rd day of November, 1971, at a special meeting of the sole shareholder of said corporation duly called in the manner provided in the Idaho Code and the By-Laws of this corporation for the calling of shareholders' meetings, the sole shareholder of Volco Builders Supply, Inc., voted for the adoption by said Volco Builders Supply, Inc., of the within agreement of merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation this 17 day of December, 1971.

  
V. E. Camozzi

CERTIFICATE

STATE OF IDAHO       )  
                          ) ss.  
County of Jerome     )

I, FRED CLUBB, do hereby certify:

1. That I am, and at all times herein mentioned, the duly elected, qualified, and acting Secretary of Volco Builders Supply of Twin Falls, Inc., an Idaho corporation and one of the parties to the within agreement of merger.

2. That on the 23rd day of November, 1971, at a special meeting of the sole shareholder of said corporation duly called in the manner provided in the Idaho Code and the By-Laws of this corporation for the calling of shareholders' meetings, the sole shareholder of Volco Builders Supply of Twin Falls, Inc., voted for the adoption by said Volco Builders Supply of Twin Falls, Inc., of the within agreement of merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation this 17 day of December, 1971.

  
\_\_\_\_\_  
Fred Clubb



CERTIFICATE

STATE OF IDAHO       )  
                          ) ss.  
County of Jerome     )

I, V. E. CAMOZZI, do hereby certify:

1. That I am, and at all times herein mentioned, the duly elected, qualified, and acting Secretary of Volco Builders Supply of Burley, Inc., an Idaho corporation and one of the parties to the within agreement of merger.

2. That on the 23rd day of November, 1971, at a special meeting of the sole shareholder of said corporation duly called in the manner provided in the Idaho Code and the By-Laws of this corporation for the calling of shareholders' meetings, the sole shareholder of Volco Builders Supply of Burley, Inc., voted for the adoption by said Volco Builders Supply of Burley, Inc., of the within agreement of merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation this 17 day of December, 1971.

  
V. E. Camozzi

1 FINAL EXECUTION OF MERGER AGREEMENT OF VOLCO, INC.,  
2 VOLCO BUILDERS SUPPLY, INC., VOLCO BUILDERS SUPPLY OF  
3 TWIN FALLS, INC., AND VOLCO BUILDERS SUPPLY OF BURLEY, INC.

4 THE WITHIN MERGER AGREEMENT among Volco, Inc., Volco  
5 Builders Supply, Inc., Volco Builders Supply of Twin Falls, Inc.,  
6 and Volco Builders Supply of Burley, Inc., having been adopted by  
7 the unanimous vote of a majority of the directors of each corpo-  
8 ration, and having been approved by the unanimous vote of all of  
9 the shareholders of all corporations at separate meetings duly  
10 called,

11 NOW, THEREFORE, the President and Secretary of each of the  
12 corporations involved in said merger do hereby, for and on behalf  
13 of their respective corporations, execute this agreement so  
14 adopted and certified as herein appears and declare that each of  
15 said corporations is fully bound by the same.

16 DATED this 17<sup>th</sup> day of December, 1971.

18 ATTEST:

VOLCO, INC.

19  
20 [Signature]  
21 Secretary

By

[Signature]  
President

22 ATTEST:

VOLCO BUILDERS SUPPLY, INC.

23  
24 [Signature]  
25 Secretary

By

[Signature]  
President

26 ATTEST:

VOLCO BUILDERS SUPPLY OF TWIN FALLS, INC.

27  
28 [Signature]  
29 Secretary

By

[Signature]  
President

30 ATTEST:

VOLCO BUILDERS SUPPLY OF BURLEY, INC.

31  
32 [Signature]  
Secretary

By


[Signature]  
President

1 STATE OF IDAHO )  
2 County of Twin Falls ) ss.

3 On this 17<sup>th</sup> day of December, 1971, before me, the under-  
4 signed, a Notary Public in and for said County and State,  
5 personally appeared V. E. CAMOZZI, known to me to be the President  
6 of Volco, Inc., the corporation that executed the within instru-  
7 ment, and acknowledged to me that such corporation executed the  
8 same.

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

12 (SEAL)

  
Notary Public for Idaho  
Residing at: TWIN FALLS, IDAHO


13 STATE OF IDAHO )  
14 County of Twin Falls ) ss.



15 On this 17<sup>th</sup> day of December, 1971, before me, the under-  
16 signed, a Notary Public in and for said County and State,  
17 personally appeared LEON O. MORELAND, known to me to be the  
18 President of Volco Builders Supply, Inc., the corporation that  
19 executed the within instrument, and acknowledged to me that such  
20 corporation executed the same.

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

24 (SEAL)

  
Notary Public for Idaho  
Residing at: TWIN FALLS, IDAHO

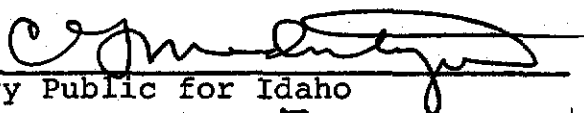
25 STATE OF IDAHO )  
26 County of Twin Falls ) ss.



27 On this 17<sup>th</sup> day of December, 1971, before me, the under-  
28 signed, a Notary Public in and for said County and State,  
29 personally appeared H. WARREN BARRY, known to me to be the  
30 President of Volco Builders Supply of Twin Falls, Inc., the  
31 corporation that executed the within instrument, and acknowledged  
32 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.



  
Notary Public for Idaho  
Residing at: TWIN FALLS, IDAHO

1 STATE OF IDAHO )  
2 County of Twin Falls ) ss.

3 On this 17<sup>th</sup> day of December, 1971, before me, the under-  
4 signed, a Notary Public in and for said County and State,  
5 personally appeared DAVID E. BARRY, known to me to be the  
6 President of Volco Builders Supply of Burley, Inc., the corpo-  
7 ration that executed the within instrument, and acknowledged to  
8 me that such corporation executed the same.

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

12 (SEAL)

C. G. McIntyre  
Notary Public for Idaho  
Residing at: TWIN FALLS, IDAHO



1                   Joint Plan of Merger and Agreement of Merger  
2                               Among  
3                               Volco, Inc.  
4                               and  
5                               Volco Builders Supply, Inc.  
6                               and  
7                               Volco Builders Supply of Twin Falls, Inc.  
8                               and  
9                               Volco Builders Supply of Burley, Inc.  
10                              with  
11                              Volco, Inc., as Surviving Corporation

12               Whereas Volco, Inc., hereinafter called Volco or the surviving  
13 corporation, is an Idaho corporation with its principal place of business at  
14 515 West Main Street, Jerome, Idaho; and

15               Whereas the aggregate number of shares that Volco is authorized  
16 to issue is 100,000 shares of a par value of \$10.00 each, of which 90,909  
17 shares are outstanding; and

18               Whereas Volco Builders Supply, Inc., hereinafter called Volco  
19 Builders Supply, is an Idaho corporation with its principal place of business  
20 at Jerome, Idaho; and

21               Whereas the aggregate number of shares that Volco Builders Supply  
22 is authorized to issue is 10,000 common shares at a par value of \$10.00 each,  
23 of which 6,734 shares are outstanding and are owned legally and beneficially  
24 by Volco; and

25               Whereas Volco Builders Supply of Twin Falls, Inc., hereinafter  
26 called Volco of Twin Falls, is an Idaho corporation with its principal place of  
27 business at Twin Falls, Idaho; and

28               Whereas the aggregate number of shares that Volco of Twin Falls is  
29 authorized to issue is 10,000 common shares at a par value of \$10.00 each, of  
30 which 5,476 shares are outstanding and are owned legally and beneficially by  
31 Volco; and

32               Whereas Volco Builders Supply of Burley, Inc., hereinafter called  
Volco of Burley, is an Idaho corporation with its principal place of business at  
Burley, Idaho; and

              Whereas the aggregate number of shares that Volco of Burley is  
authorized to issue is 25,000 common shares at a par value of \$10.00 each, of



1 which 4,490 shares are outstanding and are owned legally and beneficially by  
2 Volco; and

3       Whereas it is desirable for the benefit of all parties and their  
4 shareholders that the properties, businesses, assets, and liabilities of all  
5 parties be combined into one surviving corporation which shall be Volco, Inc.;

6       Now, therefore, in consideration of the premises and the mutual  
7 agreements herein contained, the parties hereto in accordance with the  
8 applicable provisions of the laws of the State of Idaho do hereby agree as  
9 follows:

10       1. Merger. Volco Builders Supply, Volco of Twin Falls, and  
11 Volco of Burley shall be merged with and into Volco, and Volco does hereby  
12 merge Volco Builders Supply, Volco of Twin Falls, and Volco of Burley with  
13 and into itself. On and after the effective date of this merger:

14               (a) Volco shall be the surviving corporation, and  
15 shall continue to exist as a domestic corporation under the  
16 laws of the State of Idaho, with all of the rights and  
17 obligations of such surviving domestic corporation as are  
18 provided by its Articles of Incorporation and the General  
19 Business Corporation Laws of Idaho.

20               (b) Volco Builders Supply shall cease to exist  
21 as a separate corporation, and all of its property shall  
22 become the property of Volco, Inc., the surviving  
23 corporation, and the officers and directors of Volco  
24 Builders Supply shall forthwith make such deeds,  
25 conveyances, and transfers as shall be sufficient to  
26 accomplish the vesting of legal title to all of the presently  
27 owned property of Volco Builders Supply in Volco, Inc.

28               (c) Volco of Twin Falls shall cease to exist  
29 as a separate corporation, and all of its property shall  
30 become the property of Volco, Inc., the surviving  
31 corporation, and the officers and directors of Volco of  
32 Twin Falls shall forthwith make such deeds, conveyances,

1 and transfers as shall be sufficient to accomplish the  
2 vesting of legal title to all of the presently owned property  
3 of Volco of Twin Falls in Volco, Inc.

4 (d) Volco of Burley shall cease to exist as a  
5 separate corporation, and all of its property shall  
6 become the property of Volco, Inc., the surviving corpo-  
7 ration, and the officers and directors of Volco of Burley  
8 shall forthwith make such deeds, conveyances, and  
9 transfers as shall be sufficient to accomplish the vesting  
10 of legal title to all of the presently owned property of  
11 Volco of Burley in Volco, Inc.

12 2. Articles of incorporation; by-laws. The Articles of Incorporation  
13 and By-Laws of Volco shall continue as the Articles of Incorporation and  
14 By-Laws of the surviving corporation.

15 3. Directors. The directors of Volco shall be the directors of the  
16 surviving corporation until their successors are duly elected and qualified  
17 under the By-Laws of the surviving corporation.

18 4. Shares of survivor. Each common share of Volco outstanding  
19 on the effective date of the merger shall thereupon, without further action,  
20 become one common share of the surviving corporation, without the issuance  
21 or exchange of new shares or new share certificates.

22 5. Cancellation of shares of Volco Builders Supply, Volco of  
23 Twin Falls, and Volco of Burley. All authorized and outstanding common  
24 shares of Volco Builders Supply, Volco of Twin Falls, and Volco of Burley,  
25 such shares being owned in their entirety by Volco, and all rights in respect  
26 thereof, shall be cancelled forthwith on the effective date of the merger, and  
27 the certificates representing such shares shall be surrendered and cancelled.

28 6. Approval. This Agreement and Plan of Merger shall be submitted  
29 to the shareholders of Volco and to Volco as the sole shareholder of Volco  
30 Builders Supply, Volco of Twin Falls, and Volco of Burley for approval. When  
31 such required approval is obtained, the proper officers of each corporation  
32 shall, and are hereby authorized and directed to, perform all such further

1 acts and execute and deliver to the proper authorities for filing all documents,  
2 as the same may be necessary or proper to render effective the merger  
3 contemplated by this Plan and Agreement.

4 7. Effective date. This Agreement and Plan of Merger shall be  
5 effective as of the 31st day of December, 1971.

6 IN WITNESS WHEREOF, Volco, Inc., Volco Builders Supply, Inc.;  
7 Volco Builders Supply of Twin Falls, Inc., and Volco Builders Supply of  
8 Burley, Inc., have caused this Agreement to be executed in their corporate  
9 names by their respective officers and also by majorities of their board of  
10 directors on the 23rd day of November, 1971.

11 ATTEST:

VOLCO, INC.

12 Leon O. Moreland  
13 Leon O. Moreland, Secretary and  
14 Director

By V. E. Camozzi  
15 V. E. Camozzi, President and  
16 Director

17 H. Warren Barry  
18 H. Warren Barry, Director

19 Ivan G. Epperson  
20 Ivan G. Epperson, Director

21 David E. Barry  
22 David E. Barry, Director

23 Fred Clubb  
24 Fred Clubb, Director

25 (a majority of its Board of Directors)

26 ATTEST:

VOLCO BUILDERS SUPPLY, INC.

27 V. E. Camozzi  
28 V. E. Camozzi, Secretary and  
29 Director

By Leon O. Moreland  
30 Leon O. Moreland, President and  
31 Director

32 H. Warren Barry  
H. Warren Barry, Director

Ivan G. Epperson  
Ivan G. Epperson, Director

David E. Barry  
David E. Barry, Director

Fred Clubb  
Fred Clubb, Director

(a majority of its Board of Directors)

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32

ATTEST:

Fred Clubb  
Fred Clubb, Secretary and  
Director

VOLCO BUILDERS SUPPLY OF  
TWIN FALLS, INC.

By H. Warren Barry  
H. Warren Barry, President and  
Director

V. E. Camozzi  
V. E. Camozzi, Director

Ivan G. Epperson  
Ivan G. Epperson, Director

David E. Barry  
David E. Barry, Director

Leon O. Moreland  
Leon O. Moreland, Director

(a majority of its Board of Directors)

ATTEST:

V. E. Camozzi  
V. E. Camozzi, Secretary and  
Director

VOLCO BUILDERS SUPPLY OF BURLEY,  
INC.

By David E. Barry  
David E. Barry, President and  
Director

H. Warren Barry  
H. Warren Barry, Director

Ivan G. Epperson  
Ivan G. Epperson, Director

Leon O. Moreland  
Leon O. Moreland, Director

Fred Clubb  
Fred Clubb, Director

(a majority of its Board of Directors)