

#108027

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 R. L. JOHNSON, INC., an Idaho corporation, merged into B.W. BALDWIN, INC., an Idaho corporation, changing the survivors name to BALDWIN JOHNSON COMMERCIAL REAL ESTATE SERVICES, INC., 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: February 20, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF MERGER

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Pursuant to the provisions of Idaho code 30-1-77, the undersigned corporations have adopted the following Articles of Merger for the purpose of merging them into one of such corporations;

1. The names of the undersigned corporations in the states under the laws of which each is organized are:
B.W. Baldwin, Inc., an Idaho corporation and R.L. Johnson, Inc., an Idaho corporation.
2. The laws of the state under which such foreign corporations is organized permit such merger;
3. The name of the surviving corporation is B.W. Baldwin, Inc., which at the time of merger shall be named Baldwin Johnson Commercial Real Estate Services, Inc., and it is to be governed by the laws of the State of Idaho;
4. The following plan of merger was approved by the shareholder of the undersigned surviving corporation on January 31, 1996, in the manner prescribed by statute, and was approved by the shareholder of the undersigned non-survivor on January 31, 1996, in the manner prescribed by the laws of the state under which it is organized, as follows:
 - a. The merging corporation shall be merged into a surviving corporation;
 - b. The number of shares outstanding of R.L. Johnson, Inc. is one thousand, there is only one class of shares, and all of the outstanding shares voted approval of the merger;
 - c. The number of shares outstanding of B.W. Baldwin, Inc. is one thousand, there is only one class of shares, and all of the outstanding shares voted approval of the merger;
 - d. The outstanding shares of the surviving corporation shall remain outstanding and are not affected by the merger;
 - e. The merging corporation shall from time to time, as and when requested by the surviving corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger;
 - f. The effect of a merger is as prescribed by law;
 - g. The surviving corporation may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger and in any proceeding for the enforcement of the rights of a descending shareholder of any such domestic corporation against the surviving corporation;
 - h. The Secretary of State of the State of Idaho is irrevocably appointed as the agent of the surviving corporation to accept service of the process of any such proceeding;
 - i. The surviving corporation shall promptly pay to dissenting shareholders of any such domestic corporation, the amount, if any, to which they shall be entitled under provisions of the

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Idaho Business Corporation Act and the Idaho Professional Service Corporation Act, with respect to the rights of descending shareholders.

j. The surviving corporation shall be designated as a Sub-Chapter S Corporation, as of the date of this merger.

The effective date of the merger is January 31, 1996.

DATED January 31, 1996

Surviving Corporation

By: Brad W. Baldwin
President

By: Brad W. Baldwin
Secretary

Merging Corporation

By: Russell K. Kipfer
President

By: Russell K. Kipfer
Secretary