

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 _____

PAY & PACK ELECTRIC AND PLUMBING SUPPLY CO.

into G & G ELECTRIC AND PLUMBING DISTRIBUTORS, INC.,
duly signed and verified 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 August 1, 19 84.



Pete Cenarrusa
SECRETARY OF STATE

Wiley J Clark
Corporation Clerk

Jul 27 11 01 AM '84

1 SECRETARY OF STATE

ARTICLES OF MERGER
MERGING

84 Aug 1
12 AM 8 12

2 SECRETARY OF
3 STATE

4 GROVER ELECTRIC & PLUMBING SUPPLY CO. INC.
5 A WASHINGTON CORPORATION, AND
6 BOYER ELECTRIC & PLUMBING SUPPLY CO. STATE
7 AN OREGON CORPORATION, AND
8 PAY & PACK ELECTRIC AND PLUMBING SUPPLY CO.,
9 AN IDAHO CORPORATION

10 INTO

11 G & G ELECTRIC AND PLUMBING DISTRIBUTORS, INC.,
12 A WASHINGTON CORPORATION, AS THE SURVIVOR

13 TO: Secretary of State of the State of Washington

14 The undersigned corporations, pursuant to Revised Code of
15 Washington 23A.20.040 and 23A.20.070, hereby execute in duplicate
16 the following Articles of Merger:

17 I. The plan of merger is as follows:

18 AGREEMENT AND PLAN OF MERGER

19 Agreement and Plan of Merger, effective August 1,
20 1984, by and among Boyer Electric & Plumbing Supply
21 Co., an Oregon corporation, hereinafter sometimes
22 called Boyer, with its principal place of business at
23 Milton Freewater, Oregon; Pay & Pack Electric and
24 Plumbing Supply Co., an Idaho corporation, hereinafter
25 sometimes called Pay & Pack, with its principal place
of business at Boise, Idaho; Grover Electric & Plumbing
Supply Co., Inc., hereinafter sometimes called Grover,
with its principal place of business at Vancouver,
Washington; and G & G Electric and Plumbing
Distributors, Inc., a Washington corporation,
hereinafter sometimes called G & G or "the surviving

1 corporation", with its principal place of business at
2 Vancouver, Washington.
3

4 Whereas, G & G is a corporation organized and
5 existing under and by virtue of the laws of the State
6 of Washington and having an authorized capitalization
7 of \$50,000.00 consisting of 500 common shares, all of
8 which are of one class with a par value of \$100.00 per
9 share, of which 200 shares are issued and out-standing,
10 and 300 are authorized but not issued; and
11

12 Whereas, Grover is a corporation organized and
13 existing under and by virtue of the laws of the State
14 of Washington and having an authorized capitalization
15 of \$5,000.00 consisting of 50 shares of common stock at
16 a par value of \$100.00 per share, of which 50 shares
17 are issued and outstanding and no shares are authorized
18 but not issued; and
19

20 Whereas, Boyer is a corporation organized and
21 existing under and by virtue of the laws of the State
22 of Oregon and having an authorized capitalization
23 consisting of 1000 shares of common stock at no par
24 value, of which 400 shares are issued and outstanding
25 and 600 shares are authorized but not issued; and
26

27 Whereas, Pay & Pack is a corporation organized and
28 existing under and by virtue of the laws of the State
29 of Idaho and having an authorized capitalization of
30

1 \$10,000.00, consisting of 10,000 common shares with a
2 par value of \$1.00 per share, of which 10,000 shares
3 are issued and outstanding and no shares are authorized
4 but not issued; and

5 Whereas, the boards of directors of the above-
6 listed corporations, the parties hereto, deem it
7 desirable and in the best interest of the corporations
8 and their shareholders that Grover, Pay & Pack, and
9 Boyer be merged into G & G; and

10 Whereas, the laws of the States of Washington,
11 Oregon, and Idaho permit such a merger, and the above-
12 listed corporations desire to merge under and pursuant
13 to the provisions of the laws of their respective
14 states;

15 Now, therefore, in consideration of the premises
16 and the mutual promises and covenants, and subject to
17 the conditions, herein set forth, the merging
18 corporations agree as follows:

19 1. The merging corporations shall be merged into
20 a single corporation by Grover, Pay & Pack, and Boyer
21 merging into and with G & G, the surviving corporation,
22 which shall survive the merger, pursuant to the
23 provisions of Revised Code of Washington 23A.20.010 et
24 seq. Upon such merger, the separate corporate
25 existence of Grover, Pay & Pack, and Boyer shall cease,

1 and the surviving corporation shall become the owner,
2 without other transfer, of all the rights and property
3 of the merging corporations, and the surviving
4 corporation shall become subject to all the debts and
5 liabilities of the merging corporations in the same
6 manner as if the surviving corporation had itself
7 incurred them.

8 2. The name of the surviving corporation shall
9 be G & G Electric and Plumbing Distributors, Inc. The
10 purposes, county where the principal office for the
11 transaction of business shall be located, county where
12 the registered office shall be located, number of
13 directors, and the capital stock of the surviving
14 corporation shall be as appears in the Articles of
15 Incorporation of the surviving corporation as amended
16 and as hereinafter set forth.

17 3. The Articles of Incorporation of the
18 surviving corporation, as amended, shall on the
19 effective date of the merger be further amended to read
20 as herein set forth in full:
21
22 / / /
23 / / /
24 / / /
25 / / /

ARTICLES OF INCORPORATION

of

G & G ELECTRIC AND PLUMBING DISTRIBUTORS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, ROBERT J. GROVER and ROBERT JON GROVER, each of whom is a citizen of the United States of America and a resident of the State of Washington, have associated themselves together for the purpose of forming a corporation under the laws of the State of Washington and in pursuance thereof do hereby sign and acknowledge the following Articles of Incorporation, in triplicate originals, and state as follows:

ARTICLE I

The name of the corporation shall be "G & G ELECTRIC AND PLUMBING DISTRIBUTORS, INC.", and its existence shall be perpetual.

ARTICLE II

The purposes and objects of this corporation are as follows:

1. To engage in and conduct a general merchandising business consisting primarily

1 of the sale of electrical and plumbing
2 supplies, and products incidental thereto.

3

4

5

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

2. To engage in the general wholesale and
retail of all types of plumbing and
electrical products and supplies, and the
sale at retail and/or wholesale of all
types of tools and miscellaneous equipment;
and to acquire, own, hold and/or lease real
and personal property in connection with
the operation of their business.

3. To engage in generally and carry on any
lawful business or trade which may, in the
judgment of the Board of Directors, at any
time be necessary, useful or advantageous
to this corporation.

4. In furtherance of and not in limitation of
the general powers conferred by the laws of
the State of Washington, it is expressly
provided that this corporation shall also
have the following powers:

a. To acquire by purchase or otherwise
and to own, hold, cancel, reissue,
sell, pledge and otherwise deal in the
stock of this corporation, provided
that the money or property of the
corporation shall not be used for
purchase of shares of its own stock
when such use would cause any
impairment of the capital of the
corporation. The corporation shall
not be entitled to vote, either
directly or indirectly, on any shares
of its own stock which it may hold.

b. To acquire by purchase or otherwise
and to own, hold, cancel, reissue,
sell, pledge and otherwise deal in the
bonds, debentures, notes and other
securities and obligations of this
corporation.

c. To borrow money and give security
therefor.

d. To enter into, make, perform and carry
out contracts of every kind for any

lawful purpose, pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental, municipal, or public authority, domestic or foreign.

- e. To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its property or rights.
- f. To do any and all of the things in this Article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others, provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Uniform Business Corporation Act of the State of Washington, or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

ARTICLE III

Shareholders of this corporation shall have pre-emptive rights to acquire additional shares offered for sale by the corporation. The corporation shall have the first right to purchase the shares of any shareholder who decides to sell any share in the corporation.

ARTICLE IV.

1. The location and post office address of the registered office of the corporation in this State shall be: 1600 Washington Street, Vancouver, Washington, 98660.

2. The registered agent of the corporation shall be: ROBERT J. GROVER, whose address is 1600 Washington Street, Vancouver, Washington, 98660.

ARTICLE V

1. The total number of shares of stock authorized and which may be issued by this corporation is 20,000 common shares of capital stock of par value of \$5.00. Of the 20,000 authorized common shares, 6000 of these shares are voting common shares and 14,000 are nonvoting common shares. Notwithstanding any provision herein to the contrary, there shall be no distinction between voting and nonvoting shares that would disqualify the corporation from electing S corporation status under Internal Revenue Code Sections 1361(b)(1)(D) and (b)(4).

2. The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any

1 manner now or hereafter prescribed or permitted by
2 statute. All rights of stockholders of the
3 corporation are granted subject to this
4 reservation.

5
6 ARTICLE VI

7 The amount of paid-in capital with which the
8 corporation will begin business is \$500.00.

9
10 ARTICLE VII

11 1. The number of Directors of the corporation
12 shall be fixed as provided in the By-Laws and may
13 be changed from time to time by amending the By-
14 Laws, as herein provided, but the number of
15 Directors shall not be less than three nor more
16 than nine.

17 2. The first Directors of this corporation
18 shall be three in number and their names and post
19 office addresses are as follows:

20 ROBERT J. GROVER 5110 N.W. Walnut Street
Vancouver, WA 98663

21 ROBERT JON GROVER 1005 N.W. 50th Street
Vancouver, WA 986632

22 MINEVA M. GROVER 5110 N.W. Walnut Street
Vancouver, WA 98663

23
24 The term of the first Directors shall be until
25

1 the first annual meeting of the stockholder of the
2 corporation and until their successors are elected
3 and qualified.
4

5 ARTICLE VIII

6 The name and post office address of the
7 incorporators are:
8

9 ROBERT J. GROVER 5110 N.W. Walnut Street
10 Vancouver, WA 98663
11

12 ROBERT JON GROVER 1005 N.W. 50th Street
13 Vancouver, WA 98663
14

15 ARTICLE IX

16 1. In furtherance of and not in limitation of
17 the powers conferred by the laws of the State of
18 Washington, the Board of Directors is expressly
19 authorized to make, alter and repeal the By-Laws of
20 the corporation, subject to the power of the
21 stockholders of the corporation to change or repeal
22 such By-Laws.
23

24 2. The corporation may enter into contracts
25 and otherwise transact business as vendor,
purchaser, or otherwise, with its directors,
officers and stockholders and with corporations,

associations, firms and entities in which they are or may be or become interested as Directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such Director, officer or stockholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transaction shall be avoided and no such Director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interests or by reasons of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of stockholders who are not Directors or officers) the nature of the interest of such Director or officer, though not necessarily the details or extent thereof, disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a

1 Director or officer of the corporation is
2 interested in any corporation, association, firm or
3 entity shall be sufficient disclosure as to such
4 Director or officer with respect to all contracts
5 and transactions with that corporation,
6 association, firm or entity.

7 3. Any contract, transaction or act of the
8 corporation or of the Directors or of any officers
9 of the corporation which shall be ratified by a
10 majority of a quorum of the stockholders of the
11 corporation at any annual meeting or any special
12 meeting called for such purpose shall, insofar as
13 permitted by law, be as valid and as binding as
14 though ratified by every stockholder of the
15 corporation.

16 / / /
17
18 / / /
19
20 / / /
21
22 / / /
23
24 / / /
25

4. The By-Laws of G & G, as in effect on the effective date, shall be the By-Laws of the surviving corporation until the same shall be altered, amended, or repealed, or until new By-Laws are adopted as provided therein.

5. The names and addresses of the persons who shall constitute the board of directors of the surviving corporation, and who shall hold office until the first annual meeting of the shareholders of the surviving corporation are as follows:

ROBERT J. GROVER 5110 N.W. Walnut Street
Vancouver, WA 98660

MINEVA M. GROVER 5110 N.W. Walnut Street
Vancouver, WA 98660

ROBERT JON GROVER 1005 N.W. 50th Street
Vancouver, WA 98660

6. The method of converting the shares of the merging corporations into shares of the surviving corporation shall be as follows:

a. Each share of common stock of Grover, issued and outstanding on the effective date of the merger shall be changed and converted into 30.3 shares of common stock of the surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding, subject to the provisions of subparagraph (e) providing for the

1 allocation between voting and nonvoting stock and the
2 payment of cash in lieu of fractional shares.

3 b. Each share of common stock of Boyer,
4 issued and outstanding on the effective date of the
5 merger shall be changed and converted into 1.37 shares
6 of common stock of the surviving corporation, which
7 shares of common stock of the surviving corporation
8 shall thereupon be issued and outstanding, subject to
9 the provisions of subparagraph (e) providing for the
10 allocation between voting and nonvoting stock and the
11 payment of cash in lieu of fractional shares.

12 c. Each share of common stock of Pay &
13 Pack, issued and outstanding on the effective date of
14 the merger shall be changed and converted into .747
15 shares of common stock of the surviving corporation,
16 which shares of common stock of the surviving
17 corporation shall thereupon be issued and outstanding,
18 subject to the provisions of subparagraph (e) providing
19 for the allocation between voting and nonvoting stock
20 and the payment of cash in lieu of fractional shares.

21 d. Each share of common stock of G & G,
22 issued and outstanding on the effective date of the
23 merger shall be changed and converted into 2.33 shares
24 of common stock of the surviving corporation, which
25 shares of common stock of the surviving corporation

1 shall thereupon be issued and outstanding, subject to
2 the provisions of subparagraph (e) providing for the
3 allocation between voting and nonvoting stock and the
4 payment of cash in lieu of fractional shares.

5 e. After the effective date of the merger,
6 holders of certificates of common stock in Grover,
7 Boyer, Pay & Pack, and G & G shall surrender them to
8 the surviving corporation, or its duly appointed agent,
9 in such manner as the surviving corporation shall
10 legally require. Upon receipt of said certificate, the
11 surviving corporation shall issue in exchange therefor
12 a certificate of shares of common stock in surviving
13 corporation representing the number of shares of such
14 stock to which such holder shall be entitled as
15 hereinabove set forth. Provided, however, that no
16 fractional shares of the surviving corporation shall be
17 issued, and in lieu of the issuance of fractional
18 shares, a payment in cash shall be made equal to the
19 value of such fraction, based upon the assumption that
20 each full share of stock is worth \$428.50. Provided
21 further, that after cash in lieu of fractional shares
22 has been determined, the remaining common shares shall
23 be issued 70% nonvoting and 30% voting. In order to
24 avoid fractional shares as between voting and nonvoting
25 stock, the voting stock shall be calculated first and

rounded off to the nearest whole share. Then nonvoting stock shall be issued to make up the balance of whole shares each shareholder is entitled to in total.

f. In addition, such shareholder shall be entitled to receive any dividends on such shares of common stock of surviving corporation which may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate of such common stock. Holders of certificates of common stock of Grover, Boyer, Pay & Pack, and G & G shall not be entitled to dividends payable upon shares of stock in surviving corporation unless and until said shareholders of such certificates have surrendered and exchanged their certificates and have been issued certificates of common stock in surviving corporation as hereinabove provided.

7. None of the corporate parties to this agreement and plan of merger shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this plan.

8. This merger plan shall be submitted to the shareholders of the merging corporations for their approval in the manner provided by the applicable laws of the State of Washington and of the state in which

1 that corporation has been incorporated, at a meeting or
2 by written approval at such time as the board of
3 directors of the merging corporations shall agree.
4 After approval by the vote of the holders of not less
5 than two-thirds of the issued and outstanding shares of
6 each corporation entitled to vote thereon, articles of
7 merger shall be filed as required by the laws of the
8 State of Washington, the laws of the State of Oregon,
9 and the laws of the State of Idaho, the merger being
10 effective when the articles of merger are filed in the
11 office of the Secretary of State of the State of
12 Washington and said Secretary of State issues his
13 certificate of merger hereto.

14 9. From time to time as and when requested by
15 the surviving corporation or its successors or assigns,
16 each of the merging corporations shall execute and
17 deliver, or cause to be executed and delivered, all
18 deeds and other instruments and shall take, or cause to
19 be taken, all such other and further actions as the
20 surviving corporation may deem necessary and desirable
21 in order more fully to vest in and confirm to the
22 surviving corporation title to and possession of all
23 the property, rights, privileges, and powers otherwise
24 necessary or convenient to carry out the intent and
25 purposes of this agreement and plan of merger.

1 10. This agreement and plan of merger may be
2 terminated or abandoned before it becomes effective
3 without further action or approval by the shareholders
4 of any of the merging corporations when the board of
5 directors of any of the merging corporations in their
6 discretion choose to abandon this merger, subject to
7 the rights of third parties under the contracts
8 relating thereto.

9 11. This plan of merger may be executed in any
10 number of counterparts, and all such counterparts and
11 copies shall be and constitute an original instrument.

12 IN WITNESS WHEREOF, the parties hereto have caused
13 this Agreement and Plan of Merger to be executed by
14 their respective officers thereunder duly authorized
15 and have caused their respective corporate seals to be
16 impressed hereon on this ~~6~~ ⁶ day of
17 July, 1984.

18 
19 II. As to each of the undersigned corporations, the number
20 of shares outstanding and the designation and number of
21 outstanding shares of each class entitled to vote as a class on
22 such plan, are as follows:

23 All of the following corporations have only one class
24 of stock (common) without any class entitled to vote as
25 a class.

<u>Name_of_Corporation</u>	<u>Number_of_Shares_Outstanding</u>
2 Grover Electric & Plumbing Supply Co., Inc.	50
3 G & G Electric and Plumbing Distributors, Inc.	200
5 Pay & Pack Electric and Plumbing Supply Co.	10,000
7 Boyer Electric & Plumbing Supply Co.	400

9
10 III. As to each of the undersigned corporations, the total
11 number of shares voted for and against such plan, respectively,
12 and, as to each class entitled to vote thereon as a class, the
13 number of shares of such class voted for and against such plan,
14 respectively, are as follows:

15 All of the following corporations have only one class
16 of stock (common) without any class entitled to vote as
17 a class.

<u>Name_of_Corporation</u>	<u>Total_Voted_For</u>	<u>Total_Voted_Against</u>
19 Grover Electric & Plumbing Supply Co., Inc.	50	0
21 G & G Electric and Plumbing Distributors, Inc.	200	0
23 Pay & Pack Electric and Plumbing Supply Co.	10,000	0

24 / / /

25 / / /

1 Boyer Electric & Plumbing
2 Supply Co.

400

0

3 DATED: July 6th, 1984.

4
5 GROVER ELECTRIC & PLUMBING SUPPLY
6 CO., INC.

7 BY Robert J. Grover
8 Robert J. Grover, President

9 BY R. Jon Grover
10 R. Jon Grover, Secretary

11 G & G ELECTRIC AND PLUMBING
12 DISTRIBUTORS, INC.

13 BY Robert J. Grover
14 Robert J. Grover, President

15 BY R. Jon Grover
16 R. Jon Grover, Secretary

17 PAY & PACK ELECTRIC AND PLUMBING
18 SUPPLY CO.

19 BY Robert J. Grover
20 Robert J. Grover, President

21 BY R. Jon Grover
22 R. Jon Grover, Secretary

23 BOYER ELECTRIC & PLUMBING SUPPLY CO.

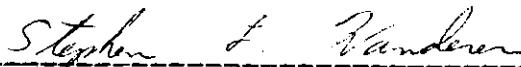
24 BY Robert J. Grover
25 Robert J. Grover, President

By R. Jon Grover
R. Jon Grover, Secretary

1 STATE OF WASHINGTON)
2)ss
3 COUNTY OF COWLITZ)

4 On this 6th day of July, 1984, appeared before me
5 ROBERT J. GROVER and R. JON GROVER, to me known to be the
6 President and Secretary, respectively, of GROVER ELECTRIC &
7 PLUMBING SUPPLY CO., INC., the corporation that executed the
8 foregoing instrument, and acknowledged the said instrument to be
9 the free and voluntary act and deed of said corporation, for the
10 uses and purposes therein mentioned, and on oath stated that they
11 are authorized to execute the said instrument and that the seal
12 affixed (if any) is the corporate seal of said corporation.

13 GIVEN under my hand and official seal the day and year first
14 above written.

15 
16 Notary Public in and for the State of
17 Washington, residing at: Longview

18 STATE OF WASHINGTON)
19)ss
20 COUNTY OF COWLITZ)

21 On this 6th day of July, 1984, appeared
22 before me ROBERT J. GROVER and R. JON GROVER, to me known to be
23 the President and Secretary, respectively, of G & G ELECTRIC AND
24 PLUMBING DISTRIBUTORS, INC., the corporation that executed the
25 foregoing instrument, and acknowledged the said instrument to be
the free and voluntary act and deed of said corporation, for the
uses and purposes therein mentioned, and on oath stated that they
are authorized to execute the said instrument and that the seal
affixed (if any) is the corporate seal of said corporation.

26 GIVEN under my hand and official seal the day and year first
27 above written.

28 
29 Notary Public in and for the State of
30 Washington, residing at: Longview

1 STATE OF WASHINGTON)
1)ss
2 COUNTY OF COWLITZ)

3 On this 6th day of July, 1984, appeared
4 before me ROBERT J. GROVER and R. JON GROVER, to me known to be
5 the President and Secretary, respectively, of PAY & PACK ELECTRIC
6 AND PLUMBING SUPPLY CO., the corporation that executed the
7 foregoing instrument, and acknowledged the said instrument to be
8 the free and voluntary act and deed of said corporation, for the
9 uses and purposes therein mentioned, and on oath stated that they
10 are authorized to execute the said instrument and that the seal
11 affixed (if any) is the corporate seal of said corporation.

12 GIVEN under my hand and official seal the day and year first
13 above written.

14 Stephen L. Wandler
15 Notary Public in and for the State of
16 Washington, residing at: Longview

17 STATE OF WASHINGTON)
18)ss
19 COUNTY OF COWLITZ)

20 On this 6th day of July, 1984, appeared
21 before me ROBERT J. GROVER and R. JON GROVER, to me known to be
22 the President and Secretary, respectively, of BOYER ELECTRIC &
23 PLUMBING SUPPLY CO., the corporation that executed the foregoing
24 instrument, and acknowledged the said instrument to be the free
25 and voluntary act and deed of said corporation, for the uses and
purposes therein mentioned, and on oath stated that they are
authorized to execute the said instrument and that the seal
affixed (if any) is the corporate seal of said corporation.

26 GIVEN under my hand and official seal the day and year first
27 above written.

28 Stephen L. Wandler
29 Notary Public in and for the State of
30 Washington, residing at: Longview

JUL 27 11 01 AM '84

Aug 1
84 32 AM 8 12

1 SECRETARY OF STATE AGREEMENT OF
2 PAY & PACK ELECTRIC AND PLUMBING DISTRIBUTORS, INC.
3 FOR SERVICE OF PROCESS ~~SECRETARY OF STATE~~
4 IRREVOCABLE APPOINTMENT OF SECRETARY OF STATE
5 AND
6 FOR PAYMENT OF DISSENTING SHAREHOLDERS

7 The undersigned corporation, being the surviving corporation
8 governed by the laws of the State of Washington in a merger with
9 an Idaho corporation, for purposes of complying with the Idaho
10 Business Corporation Act, Section 30-1-77, and desiring to
11 continue to transact business in the State of Idaho, hereby
12 agrees as follows:

13 1. That it may be served with process in the State of
14 Idaho in any proceeding for the enforcement of any obligation of
15 PAY & PACK ELECTRIC AND PLUMBING SUPPLY CO., which is an Idaho
16 corporation, a party to the merger, and may be served with
17 process in the State of Idaho in any proceeding for the
18 enforcement of the rights of a dissenting shareholder of PAY &
19 PACK ELECTRIC AND PLUMBING SUPPLY CO. against the undersigned;
20 and

21 2. Hereby irrevocably appoints the Secretary of State of
22 the State of Idaho as its agent to accept service of process in
23 any proceeding described in paragraph 1 above; and

24 3. Hereby agrees that the undersigned will promptly pay to
25 the dissenting shareholders of PAY & PACK ELECTRIC AND PLUMBING
SUPPLY CO., the amount, if any, to which they shall be entitled
under the provisions of the Idaho Business Corporation Act, with

1 respect to the rights of dissenting shareholders.

2 DATED July 6th, 1984.

3

4 G & G ELECTRIC AND PLUMBING
5 SUPPLY CO., INC.

6 By: Robert J. Brown
7 President

8 By: Robert J. Brown
9 Secretary

10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
PAGE 2 OF AGREEMENT/18

Walstead, Mertsching, Husmann
Donaldson & Barlow
1000 12th Ave. P.O. Box 1549
Longview, Washington 98632
(206) 423-5220