

69084

# 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 RED SPRINGS EQUITY (U.S.), INC., an Idaho corporation, into BROMLEY EQUITY (U.S.), INC., an Idaho 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: May 2, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Lucy J. Clark*

## ARTICLES OF MERGER

TO: The Secretary of State of the State of Idaho

The undersigned corporations, pursuant to Section 30-1-74 of the Idaho Business Corporation Act hereby execute the following Articles of Merger:

1. The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference.
2. The name of the Surviving Corporation shall be "BROMLEY EQUITY (U.S.), INC., an Idaho Corporation.
3. The number of shares outstanding in each corporation, all such shares being common stock of one class, entitled to vote on such Plan are as follows:

<u>Name of Corporation</u>	<u>Shares Outstanding</u>
BROMLEY EQUITY (U.S.), INC.	100
RED SPRINGS EQUITY (U.S.), INC.	100

4. The total number of shares voted for and against such Plan are as follows:

<u>Name of Corporation</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>
BROMLEY EQUITY (U.S.), INC.	100	-0-
RED SPRINGS EQUITY (U.S.), INC.	100	-0-

DATED this 22 day of April, 1996.

RED SPRINGS EQUITY (U.S.), INC.

BROMLEY EQUITY (U.S.), INC.

By James H. Browne  
John C. Bromley, Jr., President

By James C. Browne  
John C. Bromley, Jr., President  
IDAHO SECRETARY OF STATE  
DATE 05/02/1996 0900 59484  
CUST# 4260  
MERGER  
1@ 30.00= 30.00

## PLAN OF MERGER

*THIS PLAN OF MERGER*, dated the 22 day of April, 1996, is by and between **BROMLEY EQUITY (U.S.), INC.**, an Idaho corporation (hereinafter "Bromley" or the "Surviving Corporation"), and **RED SPRINGS EQUITY (U.S.), INC.**, an Idaho corporation (hereinafter "Red Springs").

A. Bromley is a corporation organized and existing under and by virtue of the laws of the State of Idaho, having an authorized capitalization of ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share, of which one hundred (100) shares are issued and outstanding, all of which are owned by BROMLEY EQUITY LIMITED, a Canadian corporation (hereinafter "Shareholder").

B. Red Springs is a corporation organized existing under and by virtue of the laws of the State of Idaho, having an authorized capitalization of ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share, of which one hundred (100) shares are presently issued and outstanding, all of which are owned by the Shareholder.

C. The Boards of Directors of Bromley and Red Springs, the parties hereto, deem it desirable and in the best interests of the corporations and their Shareholder that Red Springs be merged into Bromley.

*THEREFORE*, in consideration of the premises and the mutual promises and covenants, and subject to the conditions herein set forth, the merging corporations agree as follows:

1. The merging corporations shall be merged into a single corporation by Red Springs merging into and with Bromley, the Surviving Corporation, which shall survive the merger, pursuant to the provisions of Section 30-1-71, *et seq.*, of the Idaho Business Corporation Act. Upon such merger, the separate corporate existence of Red Springs shall cease and the Surviving Corporation shall become the owner, without other transfer of all the rights and property of the merged corporation, and the Surviving Corporation shall become subject to all debts and liabilities of the merging corporation in the same manner as if the Surviving Corporation had itself incurred them.

2. The name of the Surviving Corporation shall be Bromley Equity (U.S.), Inc. The purposes, county where the principal office for the transaction of business shall be located, county where the registered office shall be located, number of directors, and the capital stock of the Surviving Corporation shall be as appears in the Articles of Incorporation of the Surviving Corporation, and as hereinafter set forth.

3. The Articles of Incorporation of Bromley shall remain the same and in no way be affected or changed as a result of said merger.

4. The Bylaws of Bromley shall remain the same and in no way be affected or changed because of said merger.

5. The name and address of the person who shall serve as the Director of the Surviving Corporation, and who shall hold office until the next annual meeting of the shareholder of the Surviving Corporation is as follows:

<u>Name</u>	<u>Address</u>
James C. Browne, Jr.	204 A-1449 St. Paul St. Kelowna, BC V1Y 2E4

6. All shares of stock of Red Springs shall be surrendered and exchanged by the Shareholder of Red Springs for an equal number of newly issued shares in Bromley following the effective date of this Plan of Merger. All issued and outstanding shares of stock in Red Springs shall be surrendered to the Surviving Corporation or its duly appointed agent, duly endorsed for transfer, in such manner as the Surviving Corporation shall legally require, and the Shareholder shall thereupon be issued one (1) share of the capital stock of Bromley, for every one (1) share of the capital stock of Red Springs surrendered. As a result, one hundred (100) shares of the capital stock of Bromley shall be issued pursuant to this Plan of Merger.

7. Neither Red Springs nor Bromley 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 Plan of Merger shall be voted upon by the Boards of Directors of the merging corporations, and, following their approval, shall be submitted to the Shareholder of the corporations for its approval, all in the manner provided by the applicable laws of the State of Idaho. Immediately following approval by the vote of both Boards of Directors and by the

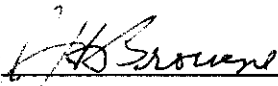
holders of not less than two-thirds (2/3) of the issued and outstanding shares of Bromley and Red Springs entitled to vote thereon, the appropriate officers of the Surviving Corporation shall file Articles of Merger as required by the laws of the state of Idaho, the merger being effective when the Articles of Merger are filed in the office of the Idaho Secretary of State.

9. The directors of either merging corporation may, at their discretion, abandon this merger, subject to the rights of third parties under contracts relating thereto, without further action or approval by the shareholder of the corporation, at any time before the merger has been completed.


This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

*IN WITNESS WHEREOF*, the parties hereto have caused this Plan of Merger to be executed by their respective officers thereunto duly authorized this 22 day of April, 1996.

RED SPRINGS EQUITY (U.S.), INC.

By   
~~John C. Bromley, Jr., President~~  
**James H. Browne**  
"Red Springs"

BROMLEY EQUITY (U.S.), INC.

By   
~~John C. Bromley, Jr., President~~  
**James C. Browne Jr.**  
"Bromley" or "Surviving Corporation"