

FILED

STATEMENT OF MERGER

2013 APR 30 PM 3: 17

OF

SECRETARY OF STATE
STATE OF IDAHO

L. D. McFarland Company, Limited.

INTO

McFarland Cascade Holdings, Inc.

To the Secretary of State
State of Idaho

Pursuant to the provisions of the Idaho Entity Transaction Act governing the merger of a domestic business corporation into a foreign business corporation, the foreign business corporation surviving the merger hereinafter named does hereby submit the following statement of merger:

1. The name of the foreign corporation, which is a business corporation organized under the laws of the State of Washington, is McFarland Cascade Holdings, Inc., for which the mailing address to which the Secretary of State may serve any process served on the Secretary of State pursuant to Section 30-18-206 of the Idaho Code is: 1640 Marc Street, Tacoma, Washington, 98421.

2. The name of the domestic corporation, which is a business corporation organized under the laws of the State of Idaho, is L. D. McFarland Company, Limited.

3. The following is the Plan of Merger for merging L. D. McFarland Company, Limited, into McFarland Cascade Holdings, Inc. as unanimously approved by resolution of the Board of Directors of L. D. McFarland Company, Limited, and McFarland Cascade Holdings, Inc.

1. McFarland Cascade Holdings, Inc., which is a business corporation of the State of Washington, and L. D. McFarland Company, Limited, which is a business corporation of the State of Idaho, hereby merge L. D. McFarland Company, Limited, into McFarland Cascade Holdings, Inc., pursuant to the provisions of the Idaho Statutes and the Washington Business Corporation Act.

2. The separate existence of L. D. McFarland Company, Limited, shall cease at the effective time and date of the merger, and McFarland Cascade Holdings, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Washington Business Corporation Act.

3. The articles of incorporation of McFarland Cascade Holdings, Inc. are not amended in any respect by this Plan of Merger.

IDAHO SECRETARY OF STATE
04/30/2013 05:00 ""
CK: NONE CT: 1157 BH: 1371846
1 @ 38.00 = 38.00 STMT MERGE # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

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4. The outstanding shares of capital stock in L. D. McFarland Company, Limited, immediately prior to the effective time and date of the merger shall not be converted or exchanged in any manner, but each said share which is outstanding shall, at the effective time and date of the merger, be surrendered and extinguished.
5. Each share of capital stock in McFarland Cascade Holdings, Inc. outstanding at the effective time and date of the merger is to be an identical outstanding share of capital stock in McFarland Cascade Holdings, Inc. as in effect immediately prior to the merger and is to be held of record immediately after the effective time of the merger by Stella-Jones Corporation, being the sole stockholder of McFarland Cascade Holdings, Inc. immediately prior to the effective time of the merger.
6. No additional shares of McFarland Cascade Holdings, Inc. and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
7. The Board of Directors and the proper officers of McFarland Cascade Holdings, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

4. The merger was duly approved by the holder of all the outstanding shares of L. D. McFarland Company, Limited, pursuant to Section 30-18-203 of the Idaho Entry Transactions Act.

5. The merger of L. D. McFarland Company, Limited, with and into McFarland Cascade Holdings, Inc. is permitted by the laws of the jurisdiction of organization of McFarland Cascade Holdings, Inc. and has been authorized in compliance with said laws.

6. The effective time and date of the merger herein provided for in the State of Idaho shall be 12:01 a.m. Eastern Standard Time on May 1, 2013.

Dated: May 1, 2013.

L. D. MCFARLAND COMPANY, LIMITED

By: 

Name: Brian McManus

Title: President and Chairman

By: 

Name: Brian McManus

Title: President and Chairman

Secretary

MCFARLAND CASCADE HOLDINGS, INC.

By: 

Name: Brian McManus

Title: President and Chairman

By: 

Name: Maria Eichenbaum

Title: Secretary

PLAN OF MERGER

This PLAN OF MERGER, dated as of May 1, 2013, is executed and delivered by L. D. McFarland Company, Limited, an Idaho corporation ("LDM"), and McFarland Cascade Holdings, Inc., a Washington corporation ("MCHI"), and shall be deemed to be effective as of 12:01 a.m. Eastern Standard Time on May 1, 2013.

WHEREAS, LDM and MCHI desire to merge into a single corporation pursuant to the provisions of the Idaho Statutes and the Washington Business Corporation Act, with MCHI remaining as the surviving entity.

NOW, THEREFORE, the parties hereby agree as follows:


1. McFarland Cascade Holdings, Inc., which is a business corporation of the State of Washington, and L. D. McFarland Company, Limited, which is a business corporation of the State of Idaho, hereby merge L. D. McFarland Company, Limited, into McFarland Cascade Holdings, Inc., pursuant to the provisions of the Idaho Statutes and the Washington Business Corporation Act.
2. The separate existence of L. D. McFarland Company, Limited, shall cease at the effective time and date of the merger, and McFarland Cascade Holdings, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Washington Business Corporation Act.
3. The articles of incorporation of McFarland Cascade Holdings, Inc. are not amended in any respect by this Plan of Merger.
4. The outstanding shares of capital stock in L. D. McFarland Company, Limited, immediately prior to the effective time and date of the merger shall not be converted or exchanged in any manner, but each said share which is outstanding shall, at the effective time and date of the merger, be surrendered and extinguished.
5. Each share of capital stock in McFarland Cascade Holdings, Inc. outstanding at the effective time and date of the merger is to be an identical outstanding share of capital stock in McFarland Cascade Holdings, Inc. as in effect immediately prior to the merger and is to be held of record immediately after the effective time of the merger by Stella-Jones Corporation, being the sole stockholder of McFarland Cascade Holdings, Inc. immediately prior to the effective time of the merger.
6. No additional shares of McFarland Cascade Holdings, Inc. and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
7. The Board of Directors and the proper officers of McFarland Cascade Holdings, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, or record any and all instruments, papers, and documents which shall

be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

[signature page follows]

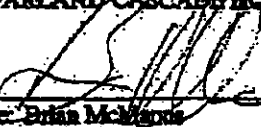
Executed as of the day and year first written above.

L. D. MCFARLAND COMPANY, LIMITED

By: 
Name: Brian McFarlane
Title: President and Chairman

By: 
Name: Marla Eichenbaum
Title: Secretary

MCFARLAND CASCADE HOLDINGS, INC.

By: 
Name: Brian McFarlane
Title: President and Chairman

By: 
Name: Marla Eichenbaum
Title: Secretary

[SIGNATURE PAGE TO PLAN OF MERGER BETWEEN L. D. MCFARLAND COMPANY, LIMITED, AND
MCFARLAND CASCADE HOLDINGS, INC.]

2025 RELEASE UNDER E.O. 14176