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# State of Oregon

## Department of Commerce Corporation Division

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, do hereby certify that I have carefully compared the annexed copy of the Articles of Merger of KLAMATH LUMBER CO. into D G SHELTER PRODUCTS COMPANY

with the record now on file in my office, and that the same is a correct transcript therefrom, and of the whole thereof. I further certify that this authentication is in due form and by the proper officer.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon  
this 17th day of May, 1977.



**Frank J. Healy**  
Corporation Commissioner

By Shirley Smith



9614

FILE NO. 57879

ARTICLES OF MERGER

OF

KLAMATH LUMBER CO.

INTO

D G SHELTER PRODUCTS COMPANY

**FILED**  
IN THE OFFICE OF THE CORPORATION  
COMMISSIONER OF THE STATE OF OREGON  
DEC 26 1972  
FRANK J. HEALY  
CORPORATION COMMISSIONER

Pursuant to the provisions of the Oregon Business Corporation Act, D G Shelter Products Company, a corporation organized under the laws of the State of California, and owning at least ninety per cent of the shares of Klamath Lumber Co., a corporation organized under the laws of the State of Oregon, hereby executes the following articles of merger:

1. The following plan of merger was approved by resolution of the Board of Directors of D G Shelter Products Company adopted on December 18, 1972.

Plan of Merger

(1) Klamath Lumber Co. shall be merged into D G Shelter Products Company. Thereupon, the corporate existence of Klamath Lumber Co. shall cease, and the corporate existence of D G Shelter Products Company shall continue under the laws of the State of California.

(2) The terms and conditions of the merger and the manner and basis of converting and exchanging the shares of the issued and outstanding capital stock of Klamath Lumber Co. is that the same shall be cancelled without consideration.

2. The number of outstanding shares of each class of the subsidiary corporations and the number of shares of each class owned by the surviving corporation is:

<u>Class</u>	<u>No. of Shares Outstanding</u>	<u>No. of Shares Owned by Parent</u>
Common	1,000	1,000

3. A copy of the plan of merger was personally delivered to the shareholders of the subsidiary corporation on December 18, 1972.



4. The laws of the State of California under which such foreign parent is organized permits such merger.

It is agreed that, upon and after the issuance of a certificate of merger by the Corporation Commissioner of the State of Oregon

1. The surviving corporation may be served with process in the State of Oregon in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Oregon which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Oregon against the surviving or new corporation;

2. The Corporation Commissioner of Oregon is hereby irrevocably appointed as its agent to accept service of process in any proceeding.

3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Oregon which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Oregon Business Corporation Law with respect to the rights of dissenting shareholders.

WE, the undersigned officers, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.



D. G. SHELTER PRODUCTS COMPANY

By \_\_\_\_\_ President

and \_\_\_\_\_ Secretary

Dated: December 18, 1972