

56195

Vol. 1199 Page 11826

RECORDING REQUESTED BY:

Mark A. Norby
Steel Rives LLP
900 SW Fifth Avenue
Portland, OR 97204

WHEN RECORDED, MAIL TO:

Mark A. Norby
Steel Rives LLP
900 SW Fifth Avenue
Portland, OR 97204

98 APR 10 P 2:07

ARTICLES OF MERGER

Filed on March 27, 1998
Office of the Secretary of State, Corporation Division
State of Oregon

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the
Articles of
Merger
filed on
March 27, 1998
for

DIVIDE RESOURCES CO.

merging into

ROSEBURG RESOURCES CO.

with the survivor as

ROSEBURG RESOURCES CO.

is a true copy of the original document
that has been filed with this office.



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

PHIL KEISLING, Secretary of State

By

Sally L. Burdick
Sally L. Burdick
March 27, 1998



Phone: (503) 986-2200
Fax: (503) 378-4381

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Check the appropriate box below:

- ☐ BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION
(Complete only 1, 2, 3, 4, 10, 11)
- ☒ FOR PARENT AND 90% OWNED SUBSIDIARY
WITHOUT SHAREHOLDER APPROVAL
(Complete only 5, 6, 7, 8, 9, 10, 11)

11828

Articles of Merger

For office use only

FILED

MAR 27 1998

OREGON
SECRETARY OF STATE

Registry Number:

207553-10

Attach Additional Sheet if Necessary

Please Type or Print Legibly in Black Ink

BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION ONLY

1) NAMES OF THE CORPORATIONS PROPOSING TO MERGE

A. _____
B. _____

2) NAME OF THE SURVIVING CORPORATION

☐ Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED.

4) CHECK THE APPROPRIATE STATEMENTS FOR CORPORATION A AND CORPORATION B BELOW.

Corporation A

- ☐ Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- ☐ Shareholder/membership approval was required. The vote was as follows:

If Corporation A is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

If Corporation A is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

Corporation B

- ☐ Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- ☐ Shareholder/membership approval was required. The membership vote was as follows:

If Corporation B is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

If Corporation B is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION Roseburg Resources Co.

Oregon Registry Number 207553-10

6) NAME OF SUBSIDIARY CORPORATION Divide Resources Co.

Oregon Registry Number 343174-87

7) NAME OF SURVIVING CORPORATION Roseburg Resources Co.

8) COPY OF PLAN

- ☒ A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

- ☐ A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____ 19 ____

- ☒ The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION

Printed Name

TIMOTHY P. UYBOLD

Signature

[Signature]

Title

VICE PRESIDENT

11) CONTACT NAME

Gina M. Moran, Legal Assistant

DAYTIME PHONE NUMBER

(503) 294-9417

FEES

Make check for \$10 payable to
"Corporation Division"

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

PLAN OF MERGER
OF
DIVIDE RESOURCES CO.
WITH AND INTO
ROSEBURG RESOURCES CO.

1. Parties.

a. The name of the subsidiary corporation is Divide Resources Co., an Oregon corporation ("Subsidiary").

b. The name of the parent corporation owning all of the outstanding shares of Subsidiary is Roseburg Resources Co., an Oregon corporation ("Parent").

2. Terms and Conditions. Upon consummation of the Merger (the "Effective Time"), Subsidiary shall be merged with and into Parent in the manner and with the effect provided by the Oregon Business Corporation Act, the separate corporate existence of Subsidiary shall cease, and Parent shall be the surviving corporation. The outstanding shares of Subsidiary Common Stock shall be converted into shares of Parent Common Stock on the basis, terms and conditions described in Section 3 below.

3. Manner or Basis. The manner or basis of converting the shares of Subsidiary into shares, obligations, securities, cash or other property is as follows:

Each of the 1,000 shares of Common Stock outstanding prior to the Effective Time is held by the Parent and shall, by virtue of the merger, be canceled.

4. Surviving Corporation. Parent shall be the surviving corporation following the merger and the name of the surviving corporation shall be Roseburg Resources Co.

5. Authorized Capital. The authorized capital of Roseburg Resources Co. is 10,000 shares of Common Stock, \$100 par value.

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Stoel Rives LLP the 10th day
of April A.D., 19 98 at 2:07 o'clock P. M., and duly recorded in Vol. M98
of Articles of Incorporation on Page 11826

FEE \$20.00

By Bernetha G. Letsch, County Clerk
Kathleen R. R.