

08065914

State of Oregon

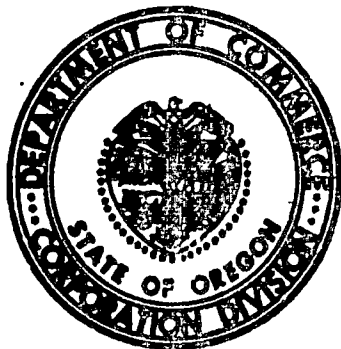
Department of Commerce Corporation Division

Certificate of Merger

The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that duplicate originals of Articles of Merger duly signed and verified pursuant to the provisions of the Oregon Business Corporation Act, have been received in this office and are found to conform to law.

Accordingly, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger and attaches hereto a duplicate original of the Articles of Merger wherein MEMORIAL PROPERTIES, INC., an Oregon corporation, merged with and into UNISERVICE CORPORATION, an Oregon corporation. The surviving corporation is UNISERVICE CORPORATION.

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 31st day of December, 1979



Frank J. Healy
Corporation Commissioner

By: *Shirley Smith*

C-13
11-74

UNISERVICE CORPORATION



8065914-17967029

ZIMGMER

ARTICLES OF MERGER

OF

FILE NO. 80659

MEMORIAL PROPERTIES, INC.
An Oregon Corporation Into
UNISERVICE CORPORATION
An Oregon Corporation

FILED
IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF OREGON
DEC 9 1979
FRANK J. HEALY
CORPORATION COMMISSIONER

TO: CORPORATION COMMISSIONER
STATE OF OREGON

The undersigned corporation, hereinafter designated the surviving corporation, have executed in duplicate and adopt the following Articles of Merger of Memorial Properties, Inc., an Oregon corporation and a subsidiary corporation of which the surviving corporation owns all of the outstanding shares of each class of stock into Uniservice Corporation, an Oregon corporation as surviving corporation.

I.

The Plan of Merger of the subsidiary corporation is as set forth in Exhibit "A" annexed hereto and by this reference incorporated herein as if set forth in full.

II.

The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows:

Class of Shares	Outstanding Shares of Each Class	Outstanding Shares of Each Class Owned by Surviving Corporation
COMMON	450	450

WALL & WALL, P.C.
ATTORNEYS AT LAW
SUITE 600
LLOYD FIVE HUNDRED BUILDING
800 N. E. MULTNOMAH
PORTLAND, OREGON 97222
555-9332

NOV 20 1979 0712

IV

The mailing of the Plan of Merger to the sole shareholder of Memorial Properties, Inc. has been waived as evidenced by the waiver attached hereto and incorporated herein as if set forth in full.

Dated this 20th day of DECEMBER, 1979.

UNISERVICE CORPORATION

By: [Signature]
E. D. Purdy, President

By: [Signature]
R. E. Cassidy, Secretary

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

Dated this 20th day of DECEMBER, 1979.

UNISERVICE CORPORATION

By: [Signature]
E. D. Purdy, President

By: [Signature]
R. E. Cassidy, Secretary

PLAN OF MERGER
OF
SUBSIDIARY CORPORATION

This PLAN OF MERGER, dated the *8th* day of *March*, 1979, by and between UNISERVICE CORPORATION, an Oregon corporation, hereinafter designated the "Surviving Corporation", and Memorial Properties, Inc., an Oregon corporation and subsidiary corporation of Uniservice Corporation, which owns at least ninety percent (90%) of all the outstanding shares of each class of stock.

I

Memorial Properties, Inc. is the name of the subsidiary and UNISERVICE CORPORATION is the name of the Surviving Corporation.

II

Uniservice Corporation presently owns all of the stock (common) issued by Memorial Properties, Inc. the subsidiary and upon approval of this Merger by the Corporation Commissioner for Oregon, and upon issuance of a Certificate of Merger, Uniservice Corporation shall cancel and void all shares of stock owned by it in the merged subsidiary, which comprises all of the issued stock of that corporation. In consideration therefor, Uniservice Corporation shall assume and become responsible for payment of all debts, obligations and all forms of liability of the merged subsidiary as

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3200 0000 0176 0714

provided by the laws of the State of Oregon and shall receive all of the merged subsidiary's assets as assets of Uniservice Corporation and shall continue the business engaged in by Memorial Properties, Inc. within the State of Oregon as UNISERVICE CORPORATION, dba Memorial Properties after registration of the assumed name of Memorial Properties as required by Oregon law.

III

Uniservice Corporation is an Oregon corporation with its principal place of business at 415 N. Killingsworth Street, Portland, Oregon, and Oregon Revised Statute 57.485 permits Oregon corporations to merge into such Oregon corporations.

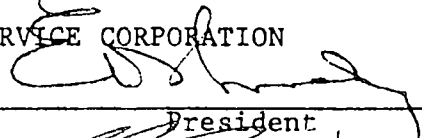
IV

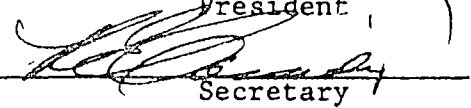
There will be no amendments to the Articles of Incorporation or Bylaws of the Surviving Corporation.

V

At any time prior to the filing of the Articles of Merger with the Corporation Commissioner of the State of Oregon, the merger may be abandoned and terminated pursuant to the mutual consents of the Board of Directors of each corporation. Upon such termination all rights of all parties to this Agreement shall cease and terminate.

UNISERVICE CORPORATION

By:  President

By:  Secretary

WALL & WALL, "Surviving Corporation"

ATTORNEYS AT LAW
SUITE 600
LLOYD FIVE HUNDRED BUILDING
300 N. E. MULTNOMAH
PORTLAND, OREGON 97232
238-0332

0000 0000 0176 0215

MEMORIAL PROPERTIES, INC.

By: _____

By: _____

"Merged Subsidiary"

(Seal)

#

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ATTORNEYS AT LAW
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W A I V E R

Pursuant to the Provisions of ORS 57.495(4) UNISERVICE CORPORATION, surviving corporation and owner of all of the stock of Memorial Properties, Inc., hereby acknowledges receipt of a copy of the Plan of Merger of Memorial Properties, Inc. into it and in accordance with the resolution of its Board of Directors, a copy of which is attached as Exhibit "A" and incorporated herein as if set forth in full, and does hereby waive the thirty (30) day requirement of ORS 57.495(4) and authorizes the filing of Articles of Merger with the Corporation Commissioner to be effective the 31st day of December, 1979.

UNISERVICE CORPORATION

By: 
E. D. Purdy, President

By: 
R. E. Cassidy, Secretary

WALL & WALL, P.C.
ATTORNEYS AT LAW
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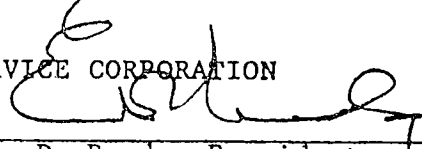
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RESOLUTION OF BOARD OF DIRECTORS

IT IS HEREBY RESOLVED by the Board of Directors of UNISERVICE CORPORATION that the President and Secretary be authorized to waive the thirty day requirement of ORS 57.495(4) for the filing of the Articles of Merger with Memorial Properties, Inc., in the State of Oregon and are hereby directed to complete all documentation necessary to the merger and to file the Articles of Merger immediately.

I hereby certify that the foregoing is a full and correct copy of the resolution duly adopted by the Board of Directors of Uniservice Corporation at a meeting of the Board on the 20th day of DECEMBER, 1979.

UNISERVICE CORPORATION

By: 
E. D. Purdy, President

By: 
R. E. Cassidy, Secretary

EXHIBIT "A"

WALL & WALL, P.C.
ATTORNEYS AT LAW
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1000 0000 0178 0718