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AUG 14 2008

DEPARTMENT OF
WATER RESOURCES

MEMORANDUM

To: Pam Skaggs

From: Sharla Curtis

Date: August 11, 2008

Re: Name Change (65-23203)

In my working with the Payette River water district, the watermaster asked me to assist one of the water users (Troy Donoho) in getting the ownership of Right 65-6037 squared away. I found that the ownership change he submitted a while back had been processed and the right had been split with his 18 acres now being under Right 65-23203 as T D Rock, Inc as confirmed in the warranty deed submitted with the change of ownership.

So at this point we are halfway in getting to the end result that Troy wants. T D Rock, Inc. was merged into and became known as Donoho Rock, Inc. Attached are two documents of the merger. Also attached are copies of the SOS's Business Entity listings which show that T D Rock, Inc was dissolved in February (note that Troy was the certified agent for this too) of this year and that Donoho, Inc. is a valid entity.

I am sending this information to you so that the business name can be changed on the water right to Donoho, Inc. I discussed this with Steve and we both feel that the change should be made without requiring a change of ownership fee in line with Glen Saxton's memo of 7/30/01 regarding Fees for Change in Water Right Ownership. If you have any questions or concerns about this, please give me a call. When the change is finalized could you also please let me know by email or whatever.

Thanks for your help on this one.

1-29-09

Per John Homan, name changed.

SJ Rushing

PLAN OF MERGER AND AGREEMENT

This Agreement made and entered into on the 31 day of July, 2007, between Donoho, Inc., a corporation organized under the laws of the State of Idaho, with its principal office located at 10891 Payette Heights Drive, Payette, Payette County, Idaho 83661 and T. D. Rock, Inc., a corporation organized under the laws of the State of Idaho, with its principal office located at 2139 Killebrew Dr., P. O. Box 713, Payette, Payette County, Idaho 83661.

RECITALS

A. The total number of shares of stock which DONOHO, INC., is authorized to issue is 2500 shares of one class.

B. The total number of shares which T. D. ROCK, INC. is authorized to issue is 100 shares of one class.

C. The boards of directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that DONOHO, INC and T. D. ROCK, INC be merged into DONOHO, INC.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Idaho Code 30-1-1101 et seq, that T. D. ROCK, INC shall be merged into DONOHO, INC as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of

T. D. ROCK, INC into shares of other securities of DONOHO, INC, as hereinafter set forth.

SECTION ONE

DONOHO, INC

TO BE SURVIVING CORPORATION

T. D. ROCK, INC shall be merged into DONOHO, INC and the corporate existence of T. D. ROCK, INC shall cease and the corporate existence of DONOHO, INC shall continue under the name DONOHO, INC, and DONOHO, INC shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and DONOHO, INC shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if DONOHO, INC had itself incurred them.

SECTION TWO

PRINCIPAL OFFICE

The principal office of DONOHO, INC shall remain the principal office of the corporation following this merger.

SECTION THREE

OBJECTS AND PURPOSES

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the corporation following the merger, are as follows:

1. Combining the assets and operations of the two entities.

SECTION FOUR

DONOHOO, INC

ARTICLES OF INCORPORATION

The articles of incorporation of DONOHOO, INC, as amended, shall on the effective date of the merger be amended to read as follows:

See attached Exhibit A

SECTION FIVE

BYLAWS

The present bylaws of DONOHOO, INC, insofar as not inconsistent with this agreement of merger, shall be the bylaws of the corporation following the merger until altered, amended, or repealed as therein provided.

SECTION SIX

NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the persons who shall constitute the board of directors of DONOHOO, INC, following merger, and who shall hold office until the first annual meeting of the shareholders of DONOHOO, INC following merger, are as follows:

Troy Donoho
~~10891 Payette Heights~~ 2139 Killebrew dr.
Payette, Idaho 83661

Starla Donoho
~~10891 Payette Heights~~ 2139 Killebrew dr.
Payette, Idaho 83661

SECTION SEVEN

METHOD OF CONVERTING SHARES

Immediately upon this agreement of merger becoming effective, the shareholder of T.D. ROCK, INC. (Troy Donoho dealing with his sole and separate property) will receive ²⁰~~502~~ shares in DONOHO, INC.

MD
DLD
CKB

Based upon the valuations of the respective corporations, and the respective ownership interests of the shareholders in each of the corporations, upon completion of this merger, Troy Donoho, as his sole and separate property, will own 100% of the outstanding shares of DONOHO, INC.

The capital stock of the surviving corporation shall be shares without nominal or par value, all of which shall be common stock. The rights, terms, and conditions of the shares of stock to be issued shall be the same as those of the shares of the common stock of DONOHO, INC as set forth in its articles of incorporation filed in the office of the Secretary of State of the State of Idaho.

SECTION EIGHT

DIVIDENDS PRIOR TO MERGER

Until this agreement of merger becomes effective or is abandoned, the constituent corporations DONOHO, INC and T. D. ROCK, INC may pay dividends on their shares of common stock of any class or series at their respective regular times and rates.

SECTION NINE

EXTRAORDINARY TRANSACTIONS

Neither corporation 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 agreement.

SECTION TEN

SUBMISSION TO STOCKHOLDERS; EFFECTIVE DATE

This agreement shall be submitted to the stockholders of the constituent corporations in the manner provided by Idaho Code 30-1-1101 et seq, and if the votes of stockholders of each such corporation representing one hundred percent (100 %) of the total number of shares of its capital stock shall be in favor of the adoption of this agreement, it shall, subject to the provisions of Section Eleven of this agreement, take effect as the agreement of merger of the constituent corporations on the date on which it is filed in the office of the Secretary of State of the State of Idaho, together with evidence of its adoption as required by law.

SECTION ELEVEN

FILING ARTICLES OF MERGER

As soon as practicable after the requisite approval of the merger by the stockholders of the corporation has been obtained and all other conditions to the obligations of the parties to this agreement to effect the merger shall have been satisfied or waived, the corporation will (1) file with the Idaho Secretary of State duly executed

Articles of Merger substantially in the form attached to this agreement, marked Exhibit 1, as required by Idaho Code 30-1-1101 et seq, and (2) take such other and future actions as may be required by Idaho law to make the merger effective.

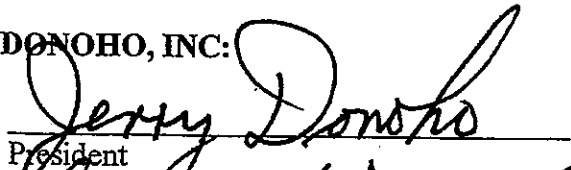
SECTION TWELVE

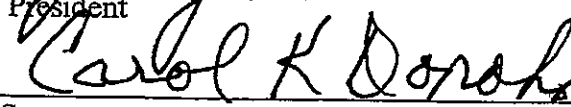
ABANDONMENT OF MERGER

Anything to the contrary herein notwithstanding, if the board of directors of DONOHO, INC, or the board of directors of T. D. ROCK, INC, should determine, either before or after the meeting of the stockholders of the respective corporations called to vote on the adoption or rejection of this agreement of merger, that for any legal, financial, economic, or business reason deemed sufficient by such board it is not in the interest of the corporation it represents, or the stockholders of such corporation, or is otherwise inadvisable or impracticable to consummate the merger, such board of directors may abandon the merger by directing the officers of the corporations to refrain from executing or filing this agreement of merger, and thereupon this agreement shall be void and of no effect.

In witness whereof, the directors, or a majority thereof of DONOHO, INC, and the directors of T. D. ROCK, INC., have executed this agreement under their respective corporate seals at Weiser, Idaho, the day and year first above written.

DONOHO, INC:


President


Secretary

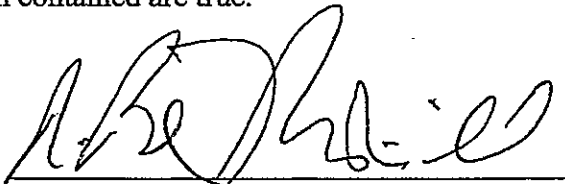
T. D. ROCK, INC.


President


Secretary

STATE OF IDAHO)
 ss.
County of Washington)

The undersigned, a notary public for the State of Idaho, does hereby certify that on this ____ day of July, 2007, personally appeared before me Jerry Donoho, who being by me first duly sworn, declared that he is the President of DONOHO, INC and Carol Donoho, who being by me first duly sworn that she is the Secretary of DONOHO, INC, that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.



Notary Public for Idaho
Residing at: Weiser
My Commission Expires on 7-22-09

STATE OF IDAHO)
 ss.
County of Washington)

The undersigned, a notary public for the State of Idaho, does hereby certify that on this ____ day of July, 2007, personally appeared before me Troy Donoho, who being by me first duly sworn, declared that he is the President of T. D. ROCK, INC and Starla Donoho, who being by me first duly sworn that she is the Secretary of T. D. ROCK, INC, that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.



Notary Public for Idaho
Residing at: Weiser
My Commission Expires on 7-22-09

**RESOLUTION OF SHAREHOLDERS OF T. D. ROCK, INC., AUTHORIZING
MERGER INTO DONOHO, INC**

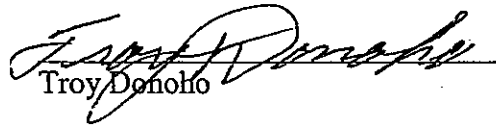
The matter of the merger of T. D. Rock, Inc., an Idaho corporation into Donoho, Inc., an Idaho corporation came before the Shareholders of T. D. Rock, Inc., on the 30 day of December, ²⁰⁰⁶~~2007~~ pursuant to notice and with a copy of the Plan of Merger and Agreement and with a copy of the proposed Articles of Incorporation which will be filed subsequent to the merger. Pursuant to Idaho Code 30-1-11-24, the undersigned Shareholders, they being all the Shareholders of T. D. Rock, Inc., an Idaho corporation, state that:

- JMK
JLD
CKD
1. The Plan of Merger and Agreement was adopted by the Board of Directors of T. D. Rock, Inc., an Idaho corporation in a meeting just prior to the Shareholder's meeting; and
 2. That all the Shareholders do hereby approve of Plan of Merger and Agreement, and consent to the merger; and
 3. Than any notice required of the Shareholder's meeting is hereby waived by the undersigned Shareholders; and
 4. The Shareholders adopt the following resolution:

RESOLVED, that the plan of merger this day proposed to the Shareholders of T. D. Rock, Inc, pursuant to which this corporation will transfer to DONOHO, INC, a corporation organized and existing under the laws of the State of Idaho, all of the assets, tangible and intangible, of this

corporation as they exist on the ____ day of July, 2007, subject to the liabilities of this corporation, in the manner and to the extent set forth in the Plan and Merger Agreement heretofore presented and read to this meeting, be and the same hereby is declared to be in the best interests of this corporation and is hereby ratified, approved, and adopted unanimously by the Shareholders of T. D. Rock, Inc.

Dated: This ____ day of July, 2007.


Troy Donoho



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T.D. ROCK, INC.

2139 KILLEBREW DR
PAYETTE, ID 83661

Type of Business: CORPORATION, GENERAL BUSINESS

Status: ADMIN-DISSOLVED, ADMIN-DISSLV 06 Feb 2008

State of Origin: IDAHO

Date of 14 Nov 1994

Origination/Authorization:

Current Registered Agent: TROY DONOHO
2139 KILLEBREW DR
PAYETTE, ID 83661

Organizational ID / Filing Number: C108282

Number of Authorized Stock Shares: 100

Date of Last Annual Report: 23 Oct 2006

Original Filing:

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Filed 14 Nov 1994 INCORPORATION [View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

Amendments:

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Amendment Filed 10 Feb 1997 NAME CHANGED TO T.D. ROCK, INC. [View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

Amendment Filed 14 Feb 2002 REINSTATEMENT [View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

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Report for year 2002 REINSTATEMENT [View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

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Report for year 1998	ANNUAL REPORT	View Image (PDF format) View Image (TIFF format)
Report for year 1997	ANNUAL REPORT	View Image (PDF format) View Image (TIFF format)
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Report for year 1995	ANNUAL REPORT	View Image (PDF format) View Image (TIFF format)

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Ben Ysursa, Secretary of State

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[[Get a certificate of existence for DONOHO, INC.](#)]

DONOHO, INC.

2139 KILLEBREW DR.
PAYETTE, ID 83661

Type of Business: CORPORATION, GENERAL BUSINESS

Status: GOODSTANDING, ANREPT SENT 01 Jul 2008

State of Origin: IDAHO

Date of 19 Sep 1974

Origination/Authorization:

Current Registered Agent: TROY DONOHO
2139 KILLIBRO DR
PAYETTE, ID 83661

**Organizational ID / Filing
Number:** C50122

**Number of Authorized Stock
Shares:** 501

Date of Last Annual Report: 02 Oct 2007

Original Filing:

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Filed 19 Sep 1974 INCORPORATION

Amendments:

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Amendment Filed 01 Aug 1979 OTHER - APPT OF RA

Amendment Filed 25 Nov 1986 NAME CHANGED TO DONOHO, INC.

Amendment Filed 10 Dec 1987 REINSTATEMENT

Amendment Filed 01 Feb 1988 STOCK CHANGE

Annual Reports:

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REPORT

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