



**DEAN HELLER**  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4299  
 (775) 684 5708  
 Website: secretaryofstate.biz

**FILED EFFECTIVE**  
 2007 APR 24 AM 9:15

SECRETARY OF STATE  
 STATE OF IDAHO

Filed in the office of	Document Number
	20070216262-98
Ross Miller Secretary of State State of Nevada	Filing Date and Time 03/26/2007 6:28 AM
	Entity Number C876-1955

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 1**

ABOVE SPACE IS FOR OFFICE USE ONLY

(Pursuant to Nevada Revised Statutes Chapter 92A)  
 (excluding 92A.200(4b))

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

Simplot Land & Cattle Company

Name of merging entity

Idaho

Jurisdiction

Corporation

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

J. R. Simplot Company

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Website: Secretary of State AM Merger 2003  
 Revised on: 10/20/06

IDAHO SECRETARY OF STATE  
 04/24/2007 05:00  
 CK: 757284 CT: 83886 BH: 1849258  
 1 0 30.00 = 30.00 MERGER # 2

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn: Secretary

c/o: J. R. Simplot Company  
 999 Main Street, Suite 1300  
 Boise, ID 83702-0027

3) (Choose one)

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from

Simplot Land & Cattle Company  
 Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

J.R. Simplot Company  
 Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.



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(b) The plan was approved by the required consent of the owners of \*:

**Simplot Land & Cattle Company**  
Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

**J.R. Simplot Company**  
Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State AM Merger 2003  
Revised on 10/09/06



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**(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):**

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

**Simplot Land & Cattle Company**  
Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

**J.R. Simplot Company**  
Name of surviving entity, if applicable

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State AM Merger 2003  
Revised on: 10/03/05



**DEAN HELLER**  
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204 North Carson Street, Suite 1  
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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 5**

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*:

None.

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)": 2/7/07

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

\*\* A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State AM Merger 2005  
Revised on: 10/23/05



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**Page 6**

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)\* (if there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

Simplot Land & Cattle Company

Name of merging entity

*[Handwritten Signature]*  
 Signature

Assistant Secretary  
 Title

Date

Name of merging entity

\_\_\_\_\_  
 Signature

Title

Date

Name of merging entity

\_\_\_\_\_  
 Signature

Title

Date

Name of merging entity

\_\_\_\_\_  
 Signature

Title

Date

J. R. Simplot Company

Name of surviving entity

*[Handwritten Signature]*  
 Signature

Assistant Secretary  
 Title

Date

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**IMPORTANT:** Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

**CERTIFICATE OF RESOLUTION**

STATE OF IDAHO    )  
                          ) ss.  
County of Ada     )

**TERRY T. UHLING**, the duly elected, qualified and acting Secretary of **J. R. SIMPLOT COMPANY**, a Nevada corporation, does hereby certify that the following resolution was adopted by the Board of Directors:

**NOW, THEREFORE, BE IT RESOLVED** that **J. R. SIMPLOT COMPANY** merge, and it hereby does merge into itself said **SIMPLOT LAND & CATTLE COMPANY**, and assumes all of its obligations, at the Effective Time, under the following terms and conditions:

**BE IT FURTHER RESOLVED** that effective as of the close of business on the 7th day of February, 2007, (the Effective Time), **SIMPLOT LAND & CATTLE COMPANY** shall be and it is hereby merged into **J. R. SIMPLOT COMPANY**, with the effect and result that the existence of **SIMPLOT LAND & CATTLE COMPANY** shall cease and **J. R. SIMPLOT COMPANY** shall continue in existence as the surviving corporation.

**BE IT FURTHER RESOLVED** that all of the provisions contained in the Articles of Incorporation, as amended, and the By-Laws of **J. R. SIMPLOT COMPANY** shall remain in force and effect and shall not be deemed altered or amended hereby, and that the laws of the State of Nevada shall continue to govern the surviving corporation.

**BE IT FURTHER RESOLVED** that the present members of the Board of Directors of **J. R. SIMPLOT COMPANY** shall continue to hold office during the remainder of the term to which they are elected and until their successors are elected and duly qualified.

**BE IT FURTHER RESOLVED** that at the Effective Time, all of the property, real, personal or mixed, and all of the assets of **SIMPLOT LAND & CATTLE COMPANY** wherever located, shall be deemed automatically transferred to and become vested in **J. R. SIMPLOT COMPANY** as the surviving corporation, without any further act or deed or instrument of transfer or conveyance for the accomplishment thereof; and whereupon, further **J. R. SIMPLOT COMPANY** shall assume and become liable for payment of all of the existing indebtedness and obligations of **SIMPLOT LAND & CATTLE COMPANY**, including the obligations to perform existing agreements without any special act or assumption of liability for those obligations.

**BE IT FURTHER RESOLVED** that inasmuch as **SIMPLOT LAND & CATTLE COMPANY** is a wholly-owned subsidiary of **J. R. SIMPLOT COMPANY** and is

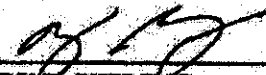
being merged into its parent corporation, no additional capital stock of J. R. SIMPLOT COMPANY will be issued upon or as a part of said merger; and after the Effective Time each certificate or certificates theretofore representing issued and outstanding shares of the Capital Stock of SIMPLOT LAND & CATTLE COMPANY shall be deemed cancelled.

BE IT FURTHER RESOLVED that the Directors of J. R. SIMPLOT COMPANY hereby adopt the Plan of Merger attached hereto.

BE IT FURTHER RESOLVED that the President and Secretary of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a certificate of ownership and merger setting forth a copy of the resolution to merge said SIMPLOT LAND & CATTLE COMPANY and assumes its liabilities and obligations and to file the same in the office of the Secretary of State of Nevada and the Secretary of State of Idaho; and

BE IT FURTHER RESOLVED that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the States of Nevada and Idaho which may be necessary or proper to effect said merger.

*IN WITNESS WHEREOF*, I have hereunto set my hand and affixed the corporation seal of said Corporation this 8<sup>th</sup> day of February, 2007.

  
\_\_\_\_\_  
**TERRY A. UHLING**  
*Secretary*



**PLAN OF MERGER Between  
J. R. SIMPLOT COMPANY  
A Nevada Corporation (The Surviving Corporation)  
and  
SIMPLOT LAND & CATTLE COMPANY  
An Idaho Corporation (The Merging Corporation)**

PLAN OF MERGER, dated February 7, 2007 between J. R. SIMPLOT COMPANY, a Nevada corporation (hereinafter referred to as the "Surviving Corporation"), and SIMPLOT LAND & CATTLE COMPANY, an Idaho corporation (hereinafter referred to as the "Merging Corporation"), which two corporations are hereinafter sometimes referred to as the "Constituent Corporations").

**FIRST  
RECITALS**

The Surviving Corporation is validly organized, existing and in good standing under the laws of the State of Nevada. The Merging Corporation is validly organized, existing and in good standing under the laws of the State of Idaho.

The Surviving Corporation has no members and no shareholders.

The Merging Corporation has no members and no shareholders.

The Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of their respective corporations that the Merging Corporation merge with and into the Surviving Corporation in accordance with the provisions of applicable statutes of the State of Nevada, and have entered into this Plan of Merger in connection with the merger.

**SECOND  
AGREEMENT OF MERGER**

NOW, THEREFORE, the Constituent Corporations agree, each with the other, to merge into a single corporation which shall be J. R. SIMPLOT COMPANY, the Surviving Corporation, pursuant to the laws of the State of Nevada and agree upon and prescribe the terms and conditions of the statutory merger, the mode of carrying it into effect, as herein set forth:

On the effective date of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease; the Constituent Corporations shall become a single corporation named "J. R. SIMPLOT COMPANY", a Nevada corporation, which shall be the Surviving Corporation.

**THIRD**  
**ARTICLES OF INCORPORATION OF SURVIVING CORPORATION**

The Articles of Incorporation of J. R. SIMPLOT COMPANY in effect immediately prior to the effective date of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation, until altered or repealed in the manner provided by law and such Articles of Incorporation.

**FOURTH**  
**BY-LAWS OF SURVIVING CORPORATION**

The By-laws J. R. SIMPLOT COMPANY in effect immediately prior to the effective date of the merger shall continue to be the By-laws of the Surviving Corporation, until altered or repealed in the manner provided by law and such By-laws.

**FIFTH**  
**DIRECTORS AND OFFICERS OF SURVIVING CORPORATION**

The Directors and Officers of J. R. SIMPLOT COMPANY immediately prior to the effective date of the merger shall continue to be the Directors of the Surviving Corporation, to hold office for the terms specified in the By-laws of the Surviving Corporation and until their respective successors are duly elected and qualified.

**SIXTH**  
**EFFECT OF MERGER**

On the effective date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as a private nature of each of the Constituent Corporations, and shall become subject to all the restrictions, disabilities and duties of each of the Constituent Corporations. All property, real, personal and mixed, and debts due to each of the Constituent Corporations on whatever account, including stock subscriptions as well as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, assets, rights, privileges, powers, franchises and immunities, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the constituent Corporations, shall not revert or be in any way impaired by reason of the merger; provided, however, that all of the creditors and liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it

**PLAN OF MERGER**

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to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

If at any time after the merger becomes effective it shall appear to the Surviving Corporation that any further assignments or assurances are necessary or desirable to evidence the vesting in the Surviving Corporation of the title to any of the property or rights of the Merging Corporation, those persons who were proper officers and directors of the Merging Corporation as of the effective date of the merger shall execute, acknowledge and deliver such assignments or other instruments and do such acts as may be necessary or appropriate to evidence the vesting of title to such property or rights in the Surviving Corporation. For such purposes the capacity and authority of the Merging Corporation and its officers shall be deemed to be continuing.

**SEVENTH**  
**ABANDONMENT**

Anything herein or elsewhere to the contrary notwithstanding, this Plan of Merger may be abandoned by action of the Board of Directors of either the Surviving Corporation or the Merging Corporation at any time prior to the effective date of the merger.

**EIGHTH**  
**EFFECTIVE DATE**

The effective date of the merger provided for by this Agreement shall be October 12, 2006.

IN WITNESS WHEREOF, the undersigned officers have signed their names hereto and have caused their respective corporate seals of the Constituent Corporations to be affixed hereto the 7th day of February, 2006.

J. R. SIMPLOT COMPANY

By: \_\_\_\_\_

LAWRENCE S. HLOBIK, President

ATTEST:

  
\_\_\_\_\_  
TERRY T. UHLING, Secretary

SIMPLOT LAND & CATTLE COMPANY

By: *Lawrence S. Hlobik*  
LAWRENCE S. HLOBIK, President

ATTEST:

*Terry T. Uhling*  
TERRY T. UHLING, Secretary

STATE OF IDAHO            )  
                                      ) SS.  
County of Ada             )

I, JANENE A. KATTNER, a Notary Public, do hereby certify that on the 7<sup>th</sup> day of February, 2007, personally appeared before me LAWRENCE S. HLOBIK and TERRY T. UHLING, who being by me first duly sworn, declare that they are the President and Secretary, respectively, of J. R. SIMPLOT COMPANY, that they signed the foregoing document as President and Secretary of the corporation, that it is the act and deed of the corporation, and that the statements therein contained are true.



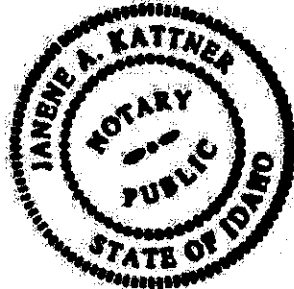
*Janene A. Kattner*  
NOTARY PUBLIC FOR IDAHO  
Residing at: Boise, Idaho  
My Commission Expires: 05/31/2008

STATE OF IDAHO

County of Ada

)  
: ss.  
)

I, JANENE A. KATTNER, a Notary Public, do hereby certify that on the 7<sup>th</sup> day of February, 2006, personally appeared before me LAWRENCE S. HLOBIK and TERRY T. UHLING, who being by me first duly sworn, declare that they are the President and Secretary, respectively, of SIMPLOT LAND & CATTLE COMPANY, that they signed the foregoing document as President and Secretary of the corporation, that it is the act and deed of the corporation, and that the statements therein contained are true.



Janene A. Kattner  
NOTARY PUBLIC FOR IDAHO  
Residing at: Boise, Idaho  
My Commission Expires: 05/31/2008