

PLAN AND AGREEMENT FOR MERGER

THIS AGREEMENT, Entered into this 19th day of December, 1977, by and between J. R. SIMPLOT COMPANY, a Nevada corporation, and all of the members of the Board of Directors of that company, and J. R. SIMPLOT REALTY CORPORATION, an Idaho corporation, and all of the members of the Board of Directors of that company;

W I T N E S S E T H :

WHEREAS, J. R. SIMPLOT COMPANY is a corporation duly organized and existing under the laws of the State of Nevada, having its principal place of business at Reno, in the County of Washoe, State of Nevada; and J. R. SIMPLOT REALTY CORPORATION is a corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business at Caldwell, in the County of Canyon, State of Idaho; and

WHEREAS, J. R. SIMPLOT COMPANY is authorized by its Articles of Incorporation to issue 95,000 shares of capital stock, having a par value of \$950,000.00, of which 72,622.395 shares, having an aggregate par value of \$726,223.95 are now issued and outstanding; and

WHEREAS, J. R. SIMPLOT REALTY CORPORATION is authorized by its Articles of Incorporation to issue 2,000 shares of common capital stock having an aggregate par value of \$20,000.00, of which only 2,000 shares are issued and outstanding, all of which are owned and held by J. R. SIMPLOT COMPANY, the other party to this Agreement; and

WHEREAS, for adequate business reasons, it is considered desirable by the parties hereto that a merger be effected between the said corporations by which J. R. SIMPLOT

REALTY CORPORATION is merged into J. R. SIMPLOT COMPANY as the surviving corporation;

NOW, THEREFORE, in consideration of the premises and the terms and conditions herein set forth, the parties hereto have mutually agreed to effect a merger between the said two corporations upon the following terms and conditions:

SECTION 1. It is agreed that effective as of the close of business on the 31st day of December, 1977, J. R. SIMPLOT REALTY CORPORATION shall be and it is hereby merged into J. R. SIMPLOT COMPANY, with the effect and result that the existence of J. R. SIMPLOT REALTY CORPORATION shall cease and J. R. SIMPLOT COMPANY shall continue in existence as the surviving or merging corporation.

SECTION 2. It is agreed 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.

SECTION 3. It is agreed 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 each elected and until their successors are elected and duly qualified.

SECTION 4. It is agreed that upon said merger becoming effective, all of the property, real, personal or mixed, and all of the assets of J. R. SIMPLOT REALTY CORPORATION, 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 J. R. SIMPLOT

REALTY CORPORATION, including the obligation to perform existing leases and contracts without any special act or assumption of liability for those obligations.

SECTION 5. Inasmuch as this agreement contemplates a merger of a wholly-owned subsidiary corporation, J. R. SIMPLOT REALTY CORPORATION, into its parent corporation, J. R. SIMPLOT COMPANY, no additional capital stock of J. R. SIMPLOT COMPANY will be issued upon or as a part of said merger.

SECTION 6. It is agreed that this Agreement for Merger of said corporation shall be submitted to the shareholders of each of those corporations at meetings duly called and separately held as required by the applicable laws of the State of Idaho and of the State of Nevada, and the provisions of the By-Laws of each corporation for calling shareholders' meetings; and this Agreement shall become effective and binding upon the two corporations if and when adopted, approved and ratified by the affirmative vote of at least two-thirds of the voting power of all of the shareholders of each corporation at the meeting of shareholders so held.

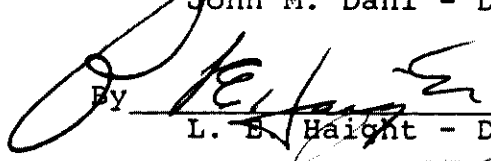
SECTION 7. It is agreed that as the surviving corporation is to be governed by Nevada law, that pursuant to Idaho Code 30-155, J. R. SIMPLOT COMPANY hereby agrees that it may be served with process in the State of Idaho in any proceeding for enforcement of any obligation prior to this merger, and hereby agrees to accept such service of process as aforesaid, to be served on J. R. SIMPLOT COMPANY at 999 Main Street, Suite 1300, Boise, Idaho 83702.

IN WITNESS WHEREOF, This Agreement has been approved on behalf of the corporate parties hereto by all of the members of the Board of Directors of each corporation, and executed by a majority of the Board of Directors of each corporation, the day and year herein first above written.

J. R. SIMPLOT COMPANY

By  J. R. Simplot - Director

By  John M. Dahl - Director

By  L. E. Haight - Director

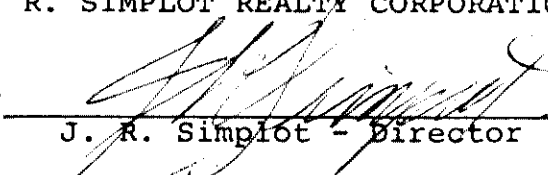
By  Scott R. Simplot - Director

By  A. Dale Dunn - Director

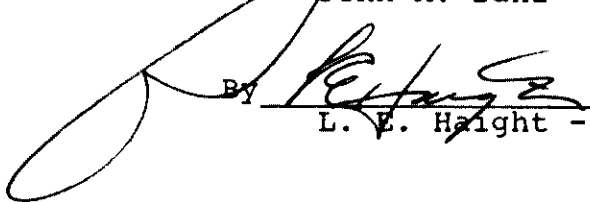
By  Don J. Simplot - Director

By  Richard R. Simplot - Director

J. R. SIMPLOT REALTY CORPORATION

By  J. R. Simplot - Director

By  John M. Dahl - Director

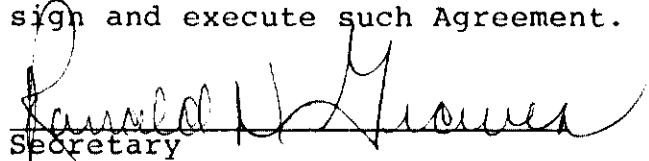
By  L. E. Haight - Director

C E R T I F I C A T E

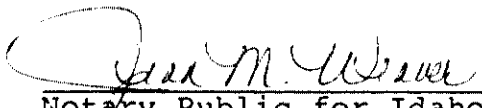
STATE OF IDAHO )  
                  ) ss.  
County of Ada )

Ronald N. Graves, the duly elected, qualified and acting Secretary of J. R. SIMPLOT COMPANY, does hereby certify:

That at a special meeting of the shareholders of J. R. SIMPLOT COMPANY held on the 19th day of December, 1977, entirely separate from any meeting of the shareholders of J. R. SIMPLOT REALTY CORPORATION, and called in the manner provided by law, at which all of the issued capital stock of J. R. SIMPLOT COMPANY was represented in person by the owners and holders thereof of record, or by their proxy, by resolution unanimously adopted, the foregoing Plan and Agreement for Merger originally executed by the authorized members of the Board of Directors of J. R. SIMPLOT COMPANY, was approved and adopted; and the President and Secretary of J. R. SIMPLOT COMPANY were authorized in the name of and on behalf of that corporation to sign and execute such Agreement.

  
Secretary

SUBSCRIBED AND SWORN to before me this 19th day of December, 1977.

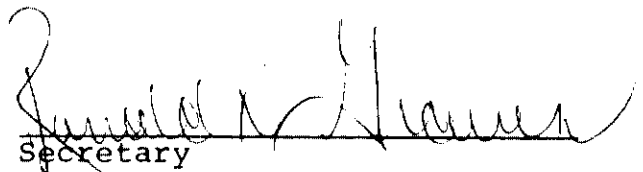
  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commision expires 5-29-79

C E R T I F I C A T E


STATE OF IDAHO )  
                  ) ss.  
County of Ada )

Ronald N. Graves, the duly elected, qualified and acting Secretary of J. R. SIMPLOT REALTY CORPORATION, does hereby certify:

That at a special meeting of the shareholders of J. R. SIMPLOT REALTY CORPORATION held on the 19th day of December, 1977, entirely separate from any meeting of the shareholders of J. R. SIMPLOT COMPANY, and called in the manner provided by law, at which all of the issued capital stock of J. R. SIMPLOT REALTY CORPORATION was represented by the owners and holders thereof in person or by proxy of the owners and holders thereof, of record, by resolution unanimously adopted, the foregoing Plan and Agreement for Merger as originally executed by the authorized members of the Board of Directors of J. R. SIMPLOT REALTY CORPORATION was approved and adopted; and the President and Secretary of J. R. SIMPLOT REALTY CORPORATION were authorized in the name of and on behalf of that corporation to sign and execute such Agreement.

  
Secretary

SUBSCRIBED AND SWORN to before me this 19th day of December, 1977.

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires 5-29-79

IN WITNESS WHEREOF, pursuant to the due authorization by the shareholders of each, J. R. SIMPLOT COMPANY, a Nevada corporation, and J. R. SIMPLOT REALTY CORPORATION, an Idaho corporation, at separate meetings thereof referred to in the foregoing certificate by the respective Secretaries of those corporations, the foregoing Plan and Agreement for Merger, so adopted, approved and ratified by the shareholders of each of those corporations, is hereby executed and signed by the authorized officers, to-wit: The President and Secretary of J. R. SIMPLOT COMPANY, and the President and Secretary of J. R. SIMPLOT REALTY CORPORATION, this 19th day of December, 1977.

(CORPORATE SEAL)

J. R. SIMPLOT COMPANY

Attest:

Ronald A. Kraus  
Secretary

By

John W. Dahl  
Its President

(CORPORATE SEAL)

J. R. SIMPLOT REALTY CORPORATION

Attest:

Ronald A. Kraus  
Secretary

By

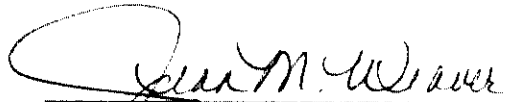
John W. Dahl  
Its President

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On the 19th day of December, 1977, personally appeared before me John M. Dahl, who, being by me duly sworn, did say that he is the President of J. R. SIMPLOT COMPANY, and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said John M. Dahl acknowledged to me that said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(Seal)


  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires 5-29-79

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On the 19th day of December, 1977, personally appeared before me J. R. Simplot, who, being by me duly sworn did say that he is the President of J. R. SIMPLOT REALTY CORPORATION, and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said J. R. Simplot acknowledged to me that said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(Seal)

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires 5-29-79