

State of Idaho

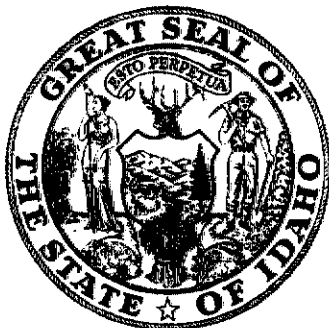
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of GORMAN'S, INC., an Idaho corporation, into GORMAN FOODS, INC., a Utah corporation, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of Merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: October 2, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]

Corporation Clerk

RECEIVED
SEC. OF STATE

ARTICLES OF MERGER OF
GORMAN, INC.
INTO
GORMAN FOODS, INC.

SEP 23 11 11 AM '91
SECRETARY OF STATE

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Pursuant to applicable provisions of Idaho Code, §§ 30-1-71, 30-1-74 and 30-1-77, GORMAN, INC., an Idaho corporation, and GORMAN FOODS, INC., a Utah corporation, adopt the following Articles of Merger and certify as follows:

1. The adoption of the Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit "A" and incorporated herein by this reference, wherein GORMAN, INC., is to be merged into GORMAN FOODS, INC., and the performance of its terms and all corporate actions contained in said Plan were approved by consent resolutions of the Board of Directors of both GORMAN, INC., and GORMAN FOODS, INC., dated the 10th day of September, 1991.

2. The Shareholders holding 1,000 shares of GORMAN, INC., which constitutes all of the issued and outstanding stock of GORMAN, INC., executed a Shareholders' Consent Resolution on the 10th day of September, 1991, evidencing their unanimous vote in approving the Plan of Merger.

3. The Shareholders holding 100,000 shares of GORMAN FOODS, INC., which constitutes all of the issued and outstanding stock of GORMAN FOODS, INC., executed a Shareholder's Consent Resolution on the 10th day of

September, 1991, evidencing their unanimous vote in approving the Agreement and Plan of Merger.

4. GORMAN FOODS, INC., the surviving corporation, hereby agrees that:

a. It may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of GORMAN, INC., and in any proceeding for the enforcement of the rights of a dissenting shareholder of GORMAN, INC., against GORMAN FOODS, INC.;

b. Its registered agent in Idaho shall be David G. Kendrick, whose address is 680 First Street, Idaho Falls, Idaho 83401;

c. If the above agent's authority has been revoked or the agent cannot be found or served with the exercise of reasonable care, it irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding, with said service of process to be mailed to GORMAN FOODS, INC., 2735 West 7800 South, West Jordan, Utah 84084; and

d. It will promptly pay to the dissenting shareholders of GORMAN, INC., if any, the amount, if any, to which they shall be entitled under the provisions of the Idaho Corporation Code with respect to the rights of dissenting shareholders.

DATED this 10th day of September, 1991.

GORMAN, INC.,
an Idaho corporation

By:


Marland D. Gorman

Its: President

ATTEST:


David G. Kendrick, Secretary

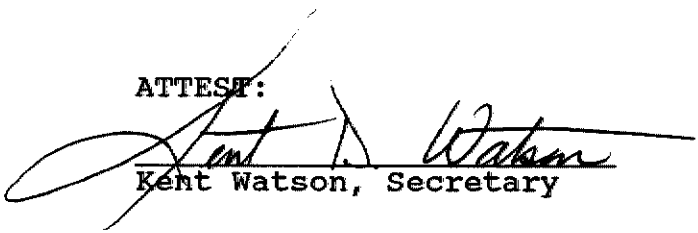
GORMAN FOODS, INC.,
a Utah corporation

By:


Marland D. Gorman

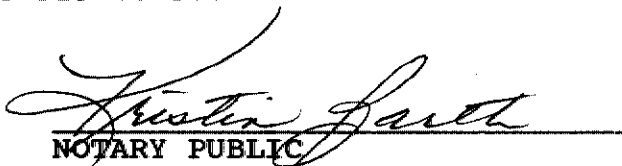
Its: President

ATTEST:


Kent Watson, Secretary

STATE OF Utah)
 :ss.
COUNTY OF Salt Lake)

On the 10th day of September, 1991, personally appeared before me Marland D. Gorman, President of GORMAN, INC., an Idaho corporation, and President of GORMAN FOODS, INC., a Utah corporation, who duly acknowledged and verified that he executed the foregoing Articles of Merger on behalf of GORMAN, INC., and GORMAN FOODS, INC., pursuant to authority duly granted by its Board of Directors.


NOTARY PUBLIC
My Commission Expires Dec. 23, 1991
My Commission Expires:

STATE OF UTAH)
 :ss.
COUNTY OF SALT LAKE)

On the 10th day of September, 1991, personally appeared before me Kent Watson, Secretary of GORMAN FOODS, INC., a Utah corporation, who duly acknowledged and verified that he executed the foregoing Articles of Merger on behalf of GORMAN FOODS, INC., pursuant to authority duly granted by its Board of Directors.


NOTARY PUBLIC
My Commission Expires Dec. 23, 1991
My Commission Expires:

STATE OF IDAHO)
COUNTY OF Bonneville) :ss.

On the 15th day of September, 1991, personally appeared before me David G. Kendrick, Secretary of GORMAN INC., an Idaho corporation, who duly acknowledged and verified that he executed the foregoing Articles of Merger on behalf of GORMAN INC., pursuant to authority duly granted by its Board of Directors.

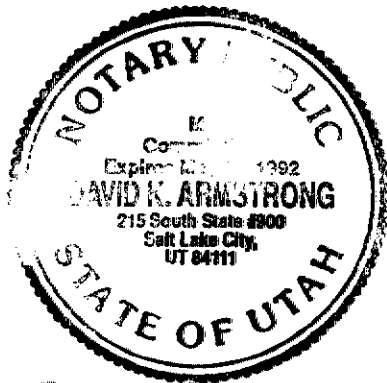
Bruce Roe
NOTARY PUBLIC
3/28/94
My Commission Expires:

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VERIFICATION

STATE OF UTAH)
 ss.
COUNTY OF SALT LAKE)

I, David K. Armstrong a notary public, do hereby
certify that on this 30 day of September, 1991,
personally appeared before me MARLAND D. GORMAN, who, being by
me first duly sworn, declared that he is the President of
GORMAN, INC., an Idaho corporation, and the President of
GORMAN FOODS, INC., a Utah corporation, that he signed the
foregoing document as President of GORMAN, INC., an Idaho
corporation, and President of GORMAN FOODS, INC., a Utah
corporation, and that the statements therein contained are
true.



David K. Armstrong
Notary Public for Utah

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER
OF GORMAN, INC. AND GORMAN FOODS, INC.

THIS AGREEMENT AND PLAN OF MERGER (hereinafter "Plan") is for the purpose of effecting the merger of GORMAN, INC., an Idaho corporation, into GORMAN FOODS, INC., a Utah corporation (hereinafter collectively referred to as "Merging Corporations"), in accordance with Utah Code Annotated, Section 16-10-66, et seq., and Idaho Code, Section 30-1-71, et seq.

WHEREAS, the authorized capital stock of GORMAN, INC., consists of 1,000 shares of common stock, of which 1,000 shares are issued and outstanding; and

WHEREAS, the authorized capital stock of GORMAN FOODS, INC., consists of 500,000 shares of common stock, of which 100,000 shares are issued and outstanding; and

WHEREAS, the Board of Directors of both GORMAN, INC., and GORMAN FOODS, INC., deem it advisable for the general welfare and advantage of said corporations and their shareholders that the Merging Corporations merge into a single corporation pursuant to this Plan for the purpose of combining separate entities;

NOW, THEREFORE, upon adoption hereof by the Board of Directors and Shareholders of both GORMAN, INC., and GORMAN FOODS, INC., and on the following terms and conditions, GORMAN, INC., shall be merged into GORMAN FOODS, INC., which shall continue its corporate existence and be the corporation surviving the merger. GORMAN FOODS, INC., shall hereafter sometimes be referred to as the "Surviving Corporation." The terms and conditions of the merger to be approved (hereafter referred to as the "Merger") shall be as set forth below.

ARTICLE I
Effective Date

1.1 The Effective Date of the Merger shall be September 28, 1991, or the date as of which Articles of Merger shall have been filed with both the Division of Corporations and Commercial Code of the State of Utah and the Secretary of State of the State of Idaho, whichever shall occur later. As of such date the separate existence of GORMAN, INC., shall cease, and it shall be merged into the Surviving Corporation.

ARTICLE II

Governing Law; Certificate of Incorporation

2.1 The laws which are to govern the Surviving Corporation are the laws of the State of Utah, and the name and address of the registered agent of the Surviving Corporation is David K. Armstrong, 215 South State St., Suite #900, Salt Lake City, Utah 84111. The Articles of Incorporation of GORMAN FOODS, INC., shall remain in effect until the same shall be amended or altered in accordance with the provisions thereof.

ARTICLE III

Bylaws

3.1 The Bylaws of GORMAN FOODS, INC., shall remain in effect as the Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

ARTICLE IV

Directors and Officers

4.1 The Board of Directors of GORMAN FOODS, INC., on the Effective Date of the Merger shall be four members who shall be Marland D. Gorman, Keith White, Kent Watson, and David G. Kendrick until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by law, and the Bylaws of the Surviving Corporation, the officers of GORMAN FOODS, INC., on the Effective Date of the Merger and until their respective successors are duly elected and qualified shall be:

<u>Officer</u>	<u>Position</u>
Marland D. Gorman	President
Keith White	Vice-President
David G. Kendrick	Vice-President
Kent Watson	Secretary

ARTICLE V

Conversion of Shares in the Merger

The mode of carrying into effect the Merger provided in this Plan, and the manner and basis of converting or cancelling shares of the Merging Corporation are as follows:

5.1 Common Stock of GORMAN FOODS, INC. None of the shares of common stock of GORMAN FOODS, INC., which are issued as of the Effective Date of the Merger shall be converted as a result of the Merger; and all of such shares shall remain issued shares of common stock of GORMAN FOODS, INC. An appropriate number, as set forth in paragraph 5.2, of additional shares of GORMAN FOODS, INC. shall be issued in connection with this Merger.

5.2 Exchange of Stock. As soon as practicable after the Effective Date of the Merger, the stock of GORMAN, INC. shall be exchanged for stock in GORMAN FOODS, INC., with the exchange rate based on an equitable analysis of the financial statements of both companies. Such exchange rate shall be finalized subsequent to the completion of an audit of the financial records of the two companies.

5.3 Common Stock of GORMAN, INC. As of the Effective Date of the Merger, all of the issued and outstanding shares of common stock of GORMAN INC. shall be cancelled.

5.4 Surrender of Certificates. As soon as practicable after the Effective Date of the Merger, the stock certificates representing common stock of GORMAN, INC., which are issued and outstanding on the Effective Date shall be surrendered in exchange for stock of GORMAN FOODS, INC. Subsequent to such exchange, shares of GORMAN, INC. shall be cancelled as above provided.

ARTICLE VI Effect of the Merger

6.1 Rights and Obligations. As of the Effective Date of the Merger, the Surviving Corporation shall succeed to, possess and enjoy, without other transfer, all the rights, privileges, immunities, powers, and franchises, both of a public and a private nature, and be subject to all of the restrictions, disabilities, and duties of each of the Merging Corporations. All such rights, privileges, immunities, powers, and franchises, and all real and personal property, and all debts due to any of said Merging Corporations on whatever account, shall then be vested in the Surviving Corporation as effectually as they were in the respective Merging Corporations, and the title to any real estate vested by deed or otherwise in any of said Merging Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of any of said Merging Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens on the Effective Date of the Merger, and all

debts, liabilities, and duties of said Merging Corporations, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation.

6.2 Service of Process. The Surviving Corporation hereby agrees that it may be served with process in Idaho in any proceeding for the enforcement of any obligation of GORMAN, INC., by service upon the registered agent of GORMAN FOODS, INC. in Idaho, David G. Kendrick, whose address is 680 First Street, Idaho Falls, Idaho 83401.

If the above agent's authority has been revoked or the agent cannot be found or served with the exercise of reasonable diligence, GORMAN FOODS, INC., irrevocably appoints the Secretary of State of Idaho as its registered agent with said service of process to be mailed to GORMAN FOODS, INC., 2735 West 7800 South, West Jordan, Utah 84084.

ARTICLE VII Accounting Matters

7.1 The assets and liabilities of the Merging Corporations as of the Effective Date of the Merger shall be taken up on the books of the Surviving Corporation at the amounts at which they shall then be carried on the books of the respective Merging Corporations. The amount of capital of the Surviving Corporation after the Merger shall be equal to the sum of the aggregate capital of the Merging Corporations. The surplus of the Surviving Corporation after the Merger, including any surplus arising in the Merger, shall be available to be used for any legal purposes for which surplus may be used.

ARTICLE VIII Notice to Shareholders; Filing of Certificates

8.1 Notice to Shareholders. A copy of this Plan will be submitted for approval to all of the shareholders of both of the Merging Corporations.

8.2 Filing of Articles of Merger. Subject to the conditions contained in this Plan, separate Articles of Merger shall be executed and filed with both the Division of Corporations and Commercial Code for the State of Utah and the Secretary of State of the State of Idaho as required by law.

ARTICLE IX
Further Documents

9.1 If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights any of the Merging Corporations acquired or to be acquired by or as a result of the Merger, the proper officers and directors of any or all of the Merging Corporations shall be and they hereby are severally and fully authorized to execute and deliver such proper deeds, assignments, and assurances in law and take such other action as may be necessary or proper in the name of any or all of the Merging Corporations to vest, perfect, or confirm title to such property or rights in GORMAN FOODS, INC., and otherwise carry out the purposes of this Plan.

ARTICLE X
Termination and Amendments; General Provisions

10.1 Except to the extent prohibited by law, this Plan may be terminated or amended by resolution of the Board of Directors of both GORMAN, INC., and GORMAN FOODS, INC., at any time prior to the Effective Date.

DATED this 10th day of September, 1991.

GORMAN, INC.,
an Idaho corporation

By: 
Marland D. Gorman
Its: President

ATTEST:


David G. Kendrick, Secretary

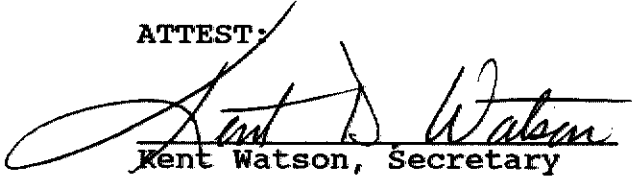
GORMAN FOODS, INC.,
a Utah corporation

By:


Maryland D. Gorman

Its: President

ATTEST:


Kent Watson, Secretary

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