

MERGER AGREEMENT

THE PARTIES hereto are PARMA HOP CO., a corporation and its directors or a majority thereof (herein called Parma) and CANYON FARMS, INC., a corporation, and its directors or a majority thereof (herein called Canyon).

AGREEMENT: It is mutually agreed by and between the parties hereto as follows:

Corporate existence. Parma is a corporation organized and existing under the laws of the State of Idaho. Canyon is a corporation organized and existing under the laws of the State of Idaho.

Merger. Parma and Canyon shall be one corporation and to that end Canyon shall be merged into Parma and the corporate existence of Canyon shall cease and the corporate existence of Parma shall continue under the name of "Parma Hop Co." as a corporation for profit organized and existing under the laws of the State of Idaho.

Rights, privileges and franchises. Parma as the surviving corporation shall possess all of the rights, privileges and franchises possessed by both Parma and Canyon prior to this merger.

Property rights. All property, real, personal and mixed, of both Canyon and Parma and all debts due on whatever account to either of them, including subscriptions for shares and other choses in action belonging to both of them, shall be taken and be deemed to be transferred to and vested in Parma as such surviving corporation, without further act or deed.

By-laws. The code of by-laws of Parma in effect immediately prior to the effective date of this merger shall be the by-laws of Parma as the surviving corporation until the same shall be amended, supplemented or repealed.

Liabilities and obligations. Parma as the surviving corporation shall be responsible for all of the liabilities and obligations of both Parma and Canyon in the same manner as if Parma as such surviving corporation had itself incurred such liabilities or obligations.

Directors and officers. The members of the board of directors and officers of Parma immediately prior to the effective date of merger shall be the members of the board of directors

and the officers, respectively, of Parma as such surviving corporation, and they shall continue to hold office until their respective successors shall have been elected and shall qualify pursuant to the by-laws of such surviving corporation. The names and addresses of the present directors of Parma, who shall act as the directors of such surviving corporation until their successors are duly chosen and qualified, are as follows: John W. Batt, Jr., P. O. Box 577, Parma, Idaho 83660; Armina E. Drew, Route #2, Wilder, Idaho, 83676; and Richard B. Eismann, P. O. Box 36, Homedale, Idaho, 83628. The names and addresses of the present officers of Parma, who shall act as the officers of such surviving corporation until their successors are duly chosen and qualified, are as follows: President, John W. Batt, Jr., P. O. Box 577, Parma, Idaho 83660; Armina E. Drew, Secretary and Treasurer, Route #2, Wilder, Idaho, 83676; and Richard B. Eismann, Vice President, P. O. Box 36, Homedale, Idaho 83628.

Surrender and exchange of stock. The manner of converting the capital stock of both of the corporations (the parties hereto) into the capital stock of Parma as the surviving corporation shall be as follows: (1) all present holders of stock of Parma shall continue to hold the same certificates of stock which they now hold and such certificates shall represent a like number of shares of the common stock of Parma as such surviving corporation; and (2) all present holders of stock of Canyon shall surrender their certificates of stock which they now hold which certificates shall be cancelled and there shall be issued to them in exchange therefor common stock of Parma on a basis of one share of the common stock of Parma for one share of the common stock of Canyon.

Other instruments and actions. From time to time, as and when requested by Parma as the surviving corporation, Parma and Canyon shall execute and deliver all other instruments and shall take all further or other action which Parma as the surviving corporation may deem necessary or desirable to carry out the interest and purposes of this merger agreement.

Effective date. This merger agreement shall be submitted to the stockholders of Parma and Canyon, separately, as provided by law and shall take effect and be effective as provided by law if approved by a two-thirds vote of the stockholders of each such corporation taken at a meeting noticed and held as provided by law.

Expense of merger. If this merger is consummated, all expenses incident hereto shall be paid by Parma as the surviving corporation. If this merger is not consummated, then Parma shall pay all expenses incident hereto incurred by it and

Canyon shall pay all expenses incident hereto incurred by it.

SIGNED: This agreement of merger was signed by the directors, or a majority thereof, of Parma and of Canyon under their respective corporate seals.

DATED: October 15, 1971.

DIRECTORS OF PARMA

John W. Batt, Jr.
John W. Batt, Jr., Director.

Arminda E. Drew
Arminda E. Drew, Director.

Richard B. Eismann
Richard B. Eismann, Director.

DIRECTORS OF CANYON

John W. Batt, Jr.
John W. Batt, Jr., Director.

Arminda E. Drew
Arminda E. Drew, Director.

Richard B. Eismann
Richard B. Eismann, Director.

RICHARD B. EISMANN - ATTORNEY AT LAW - HOMEDALE, IDAHO 83628

CERTIFICATE OF SECRETARY

THE UNDERSIGNED, Secretary of CANYON FARMS, INC., one of the corporations herein described and a party to the foregoing merger agreement hereby certifies: that such merger agreement was submitted to the Stockholders of such corporation at a meeting thereof, duly held on October 29, 1971 which meeting was duly called separately from the meeting of the Stockholders of PARMA HOP CO., for the purposes, among other things, of taking such merger agreement into consideration; that written notice specifying the time, place and purposes of such meeting and containing notice of the substance of such proposed agreement of merger was duly given by the undersigned to all Stockholders of such corporation at least ten days prior to the meeting all as is provided in the by-laws of such corporation; that at such meeting a quorum was present as provided in the by-laws of such corporation; that at such meeting such agreement of merger was considered and a vote duly taken for the adoption or rejection of the same and such agreement of merger was unanimously adopted and approved by those present and voting at such meeting.

DATED AND SEALED: October 29, 1971.

Arminda E. Drew
Arminda E. Drew, Secretary

RICHARD B. EISMANN - ATTORNEY AT LAW - HOMEDALE, IDAHO 83628

CERTIFICATE OF SECRETARY

THE UNDERSIGNED, Secretary of PARMA HOP CO., one of the corporations herein described and a party to the foregoing merger agreement hereby certifies: that such merger agreement was submitted to the Stockholders of such corporation at a meeting thereof, duly held on October 29, 1971 which meeting was duly called separately from the meeting of the Stockholders of CANYON FARMS, INC., for the purposes, among other things, of taking such merger agreement into consideration; that written notice specifying the time, place and purposes of such meeting and containing notice of the substance of such proposed agreement of merger was duly given by the undersigned to all Stockholders of such corporation at least ten days prior to the meeting all as is provided in the by-laws of such corporation; that at such meeting a quorum was present as provided in the by-laws of such corporation; that at such meeting such agreement of merger was considered and a vote duly taken for the adoption or rejection of the same and such agreement of merger was unanimously adopted and approved by those present and voting at such meeting.

DATED AND SEALED: October 29, 1971.




Arminda E. Drew, Secretary

RICHARD B. EISMANN - ATTORNEY AT LAW - HOMEDALE, IDAHO 83628

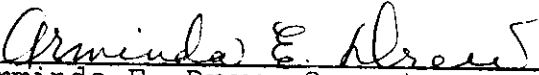
SIGNATURES OF PRESIDENTS AND SECRETARIES

THE FOREGOING merger agreement having been entered into by all of the directors of each of the parties thereto, and having been duly adopted by the Stockholders of each of the parties thereto in accordance with the laws of the State of Idaho, and that fact having been certified on the agreement of merger by the Secretary of each of the parties thereto, the President and Secretary of each of the parties do hereby execute the agreement of merger and affix the corporate seals of their respective corporations by authority of the Directors and Stockholders thereof as the act, deed and agreement of each of such corporations.

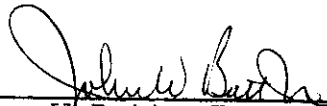
DATED: October 29, 1971




John W. Batt, Jr., President
Canyon Farms, Inc.



Arminda E. Drew, Secretary
Canyon Farms, Inc.



John W. Batt, Jr., President
Parma Hop Co.



Arminda E. Drew, Secretary
Parma Hop Co.

RICHARD B. EISMANN - ATTORNEY AT LAW - HOMEDALE, IDAHO 83628

RICHARD B. EISMANN - ATTORNEY AT LAW - HOMEDALE, IDAHO 83628

STATE OF IDAHO, County of Owyhee) ss

On this date, before me, the undersigned notary public for such state, personally appeared JOHN W. BATT, JR. known to me to be the president of the corporation that executed the within instrument and acknowledged to me that such corporation executed the same.

WITNESS my hand and seal on OCT 29 1971.

James M. Parker Notary Public.

STATE OF IDAHO, County of Owyhee) ss

On this date, before me, the undersigned notary public for such state, personally appeared JOHN W. BATT JR. known to me to be the president of the corporation that executed the within instrument and acknowledged to me that such corporation executed the same.

WITNESS my hand and seal on OCT 29 1971.

James M. Parker Notary Public.