

**FILED EFFECTIVE****PLAN OF MERGER**

DOUBLE L FARMS, INC. (SURVIVING ENTITY)  
DOUBLE L DAIRY LLC (NON-SURVIVING ENTITY)  
3 L LAND AND CATTLE, LLC (NON-SURVIVING ENTITY)

2018 SEP 20 PM 3:28

SECRETARY OF STATE  
STATE OF IDAHO

This Plan of Merger is between Double L Farms, Inc., hereinafter sometimes called the surviving entity, and Double L Dairy LLC and 3 L Land and Cattle LLC, hereinafter sometimes called the non-surviving entities.

**RECITALS**

A. Double L Farms, Inc. is a corporation duly organized and existing under the laws of the State of Idaho, with its principal place of business in Jefferson County, Idaho. Double L Farms, Inc. was incorporated on February 19, 2004 and is identified by the Idaho Secretary of State by filing number C153192.

B. Double L Dairy LLC is a limited liability company duly organized and existing under the laws of the State of Idaho, with its principal place of business in Jefferson County, Idaho. Double L Dairy LLC was formed on February 26, 2013 and is identified by the Idaho Secretary of State by filing number W122323.

C. 3 L Land and Cattle LLC is a limited liability company organized and existing under the laws of the State of Idaho, with its principal place of business in Jefferson County, Idaho. 3 L Land and Cattle LLC was incorporated on July 16, 2008 and is identified by the Idaho Secretary of State by filing number W76051.

D. The board of directors, shareholders, members and managers of the respective entities deem it desirable and in the best interests of the corporation and its shareholders and the limited liability companies and their members that Double L Dairy LLC and 3 L Land and Cattle LLC be merged into Double L Farms, Inc., in accordance with the provisions of the Idaho Entity Transaction Act, Title 30, Chapter 22, Parts 2 and 4 of the Idaho Code.

NOW THEREFORE IN CONSIDERATION OF THE MUTUAL COVENANTS, AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, DOUBLE L FARMS, INC., DOUBLE L DAIRY LLC AND 3 L LAND AND CATTLE LLC AGREE AS FOLLOWS:

1. **MERGER**

Double L Dairy LLC and 3 L Land and Cattle LLC shall merge with and into Double L Farms, Inc., which shall be the surviving corporation.

2. **TERMS AND CONDITIONS**

On the effective date of the merger, the separate existence of the absorbed, non-surviving entities shall cease, and the surviving corporation shall succeed to all the rights,

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privileges, and immunities, and all real and personal property of the absorbed, non-surviving entities, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed, non-surviving entities, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

### 3. CONVERSION OF SHARES/MEMBERSHIP INTERESTS

The undersigned acknowledge and certify that Jared K. Lewis, J. Heath Lewis and Richard T. Little are all of the members of Double L Dairy LLC and 3 L Land and Cattle LLC, and all of the shareholders of Double L Farms, Inc. The manner and basis of converting the membership interests of the non-surviving entities into shares of the surviving corporation are as follows:

- (a) The members of and their respective membership interest in Double L Dairy LLC are currently:
  - i. Jared K. Lewis member 33.3%
  - ii. J. Heath Lewis member 33.3%
  - iii. Richard T. Little member 33.3%
- (b) The members of and their respective membership interest in 3 L Land and Cattle LLC are currently:
  - i. Jared K. Lewis member 33.3%
  - ii. J. Heath Lewis member 33.3%
  - iii. Richard T. Little member 33.3%
- (c) After the effective date of the merger, each former member of the non-surviving entities shall hold one-third (1/3) of the common stock in the surviving corporation, Double L Farms, Inc.

### 4. ARTICLES OF INCORPORATION

The articles of incorporation of Double L Farms, Inc., the surviving corporation, shall be and hereby are amended, to the extent necessary to comport with this Plan of Merger.

### 5. RESTATEMENT OF BYLAWS

Upon effectiveness of the Merger, the non-surviving entities shall cease to exist and shall be governed by the surviving entity's Articles of Incorporation and corporate bylaws.

## 6. DIRECTORS AND OFFICERS

The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

## 7. APPROVAL OF SHAREHOLDERS/MEMBERS

The undersigned, constituting all of the shareholders and/or members of the surviving and non-surviving entities hereby approve this Plan of Merger, consent to such action without a meeting, and direct the officers to file the Plan of Merger with the Idaho Secretary of State.

## 8. EFFECTIVE DATE

The effective date of this merger shall be the date when this Plan of Merger is filed with the Secretary of State of the State of Idaho.

DATED: 9-18-18

DOUBLE L FARMS, INC.

BY: [Signature]  
ITS: Jared K. Lewis, PresidentDATED: 9-18-18

DOUBLE L DAIRY LLC

BY: [Signature]  
ITS: J. Heath Lewis, Manager/MemberDATED: 9-18-18

3 L LAND AND CATTLE LLC

BY: [Signature]  
ITS: Richard T. Little, Member

## SHAREHOLDER/MEMBER APPROVALS

The undersigned, constituting all of the shareholders and/or members of the surviving and non-surviving entities hereby approve this Plan of Merger, without requiring a meeting, and direct the officers/managers to file the Plan of Merger with the Idaho Secretary of State.

## SHAREHOLDERS OF DOUBLE L FARMS, INC. MEMBERS OF DOUBLE L DAIRY LLC

Date: September 18, 2018BY: [Signature]  
Jared K. Lewis, ShareholderDate: September 18, 2018BY: [Signature]  
J. Heath Lewis, ShareholderDate: September 18, 2018BY: [Signature]  
Richard T. Little, ShareholderDate: September 18, 2018BY: [Signature]  
Jared K. Lewis, MemberDate: September 18, 2018BY: [Signature]  
J. Heath Lewis, MemberDate: September 18, 2018BY: [Signature]  
Richard T. Little, Member

## MEMBERS OF 3 L LAND AND CATTLE LLC

Date: September 18, 2018BY: [Signature]  
Jared K. Lewis, MemberDate: September 18, 2018BY: [Signature]  
J. Heath Lewis, MemberDate: September 18, 2018BY: [Signature]  
Richard T. Little, Member

IDAHO SECRETARY OF STATE

09/21/2018 05:00

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