

State of Idaho

Department of State

CERTIFICATE OF DISSOLUTION OF

LAVASIDE FARMS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of _____

LAVASIDE FARMS, INC.

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 Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated January 2, _____, 19 90



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]

Corporation Clerk

ARTICLES OF DISSOLUTION

RECEIVED
SEC. OF STATE

OF

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LAVASIDE FARMS, INC.

Pursuant to the provisions of Section 30-1-92 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation.

I.

Name of the corporation is: Lavaside Farms, Inc.

II.

The names and addresses of the last officers and directors of the corporation and their respective offices are:

G. Earl Brunt
475 Valley View
St. George, Utah 84770
Office - President and Director

LaVaun Merrill
1731 East 16th Street
Idaho Falls, Idaho 83404
Office - Secretary and Director

Opal Nixon
2760 Highland Drive
Greystone Arms #13
Salt Lake City, Utah 83106
Office - Director

Roger Brunt
2360 Virlow Drive
Idaho Falls, Idaho 83401
Office - Director

III.

The notice required by Section 30-1-87 of the Idaho Code has been given.

IV.

All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision had been made therefor.

V.

All remaining property and assets of the corporation have been distributed among its shareholders in proportion to their respective rights and interests.

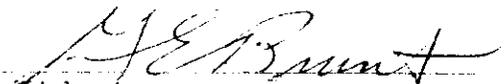
VI.

There are no suits pending against the corporation, in any court, with respect to which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

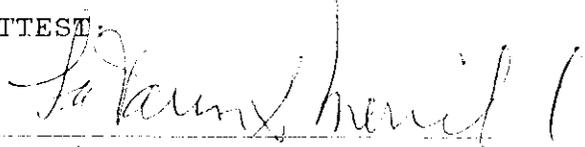
VII.

A duplicate original of the consent of shareholders to dissolve is annexed hereto, dated 12-22 -, 1989.

LAVASIDE FARMS, INC.


President

ATTEST:


Secretary

STATE OF UTAH)
County of Washington) ss.

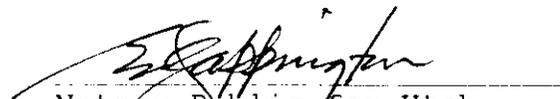
G. Earl Brunt, being first duly sworn, deposes and says:

That he is the President of LAVASIDE FARMS, INC., that he has read the within instrument, knows the contents thereof and the statements contained therein are true as he verily believes.


G. Earl Brunt

SUBSCRIBED AND SWORN to before me this 20th day of December, 1949.




Notary Public for Utah
Residing at:
My Commission Expires:

STATE OF IDAHO)
County of Bonneville) ss.

LaVaun Merrill, being first duly sworn, deposes and says:

That he is the Secretary of LAVASIDE FARMS, INC., that he has read the within instrument, knows the contents thereof and the statements contained therein are true as he verily believes.


LaVaun Merrill

SUBSCRIBED AND SWORN to before me this 21st day of
February, 1934.

[Signature]
Notary Public for Idaho
Residing at Idaho Falls
My Commission Expires: 2-21-36

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C E R T I F I C A T E

I, LAVAUN MERRILL, do hereby certify that I am the duly elected, qualified and acting Secretary of Lavaside Farms, Inc., an Idaho corporation, and do hereby certify that the following Resolution was duly adopted by the Stockholders of such corporation by the unanimous consent of all Stockholders representing all of the outstanding, issued capital stock of the corporation, and was adopted by the Directors of the corporation by unanimous consent of all Directors as of the 1st day of December, 1989, and that none of the provisions thereof have been rescinded, revoked or modified and that the same is now in full force and effect.

PLAN OF LIQUIDATION AND DISSOLUTION

The following plan of liquidation and dissolution was submitted to the Stockholders for their consideration, review and action:

The following plan of liquidation and dissolution was submitted to the Stockholders for their consideration, review and action:

1. Plan of Liquidation. Lavaside Farms, Inc., an Idaho corporation, (hereinafter called "Corporation") has issued and outstanding 1,800 shares of the common capital stock of the par value of \$100.00 each. The Corporation will cease the active conduct of its business and wind up its affairs as of the 1st day of November, 1989, and within the meaning of Section 337 of the Internal Revenue Code will liquidate and distribute all of its assets in complete liquidation less any assets retained to meet claims within the twelve (12) month period beginning on the date of the adoption of this plan of liquidation and dissolution.

2. Assets and Liabilities. The principal assets of the company consists of farming and ranching properties, with the improvements thereon. The liabilities of the company consist of current liabilities and accounts payable and obligations to Stockholders.

3. Sale of Properties. The officers and Directors of the company shall be authorized to negotiate and consummate the sale of the corporate properties, and are authorized to sell such properties. That an offer has been made by Gold Emblem Farms for a purchase price of \$600,000.00. The Directors have found that such price is a fair and reasonable price for the value of the corporate properties and do recommend a sale under such terms.

4. Distribution. Following the payment of current accounts and liabilities, obligations and expenses, any assets left after the sale and any account or contract receivable shall be distributed to the holders of the corporation's common shares proportionately to the percentage of stock held by the stock holders and in the ratio of stock held.

5. Shareholders' Interests. The proportionate interest of the shareholders in the assets of the Corporation shall be fixed on the basis of the present ownership of the outstanding shares of stock of the Corporation. The stock now issued and outstanding is owned as follows:

Estate of Alfred W. Brunt, Sr.	8.3333% of outstanding stock
Estate of Amelia S. Brunt	8.3333% of outstanding stock
Zona B. Strong	16.6667% of outstanding stock
Opal B. Nixon	16.6667% of outstanding stock
LaVaun S. Merrill	16.6667% of outstanding stock
G. Earl Brunt	16.6667% of outstanding stock
Susan W. Seamons	3.3334% of outstanding stock
Carl David Warnick	3.3334% of outstanding stock
Judy W. Walburger	3.3334% of outstanding stock
Robert Steven Warnick	3.3334% of outstanding stock
Lisa Dawn Warnick	.6666% of outstanding stock

Lori Michelle Warnick	.6666% of outstanding stock
Gregory Gerald Warnick	.6666% of outstanding stock
Jeffrey Todd Warnick	.6666% of outstanding stock
Dawn Warnick Webber, custodian for Jennifer Rebecca Warnick	.6666% of outstanding stock

6. Cancellation of Outstanding Shares. Each of the distributions in complete liquidations shall be in exchange solely for, and in complete redemption and cancellation of, and in payment for all of the outstanding common shares of the Corporation and the shareholders shall, if the directors so determine, surrender their certificates for such shares for recording thereon receipt of distributions prior to the final distribution, and shall surrender such certificates for cancellation upon receipt of the final distribution as authorized, or furnish satisfactory proof of lost certificates.

7. Dissolution. The officers and the directors of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Idaho not later than twelve (12) months after the adoption of this plan as they deem appropriate and may withdraw the Corporation from qualification as appropriate.

8. Authorization. The officers and directors of the Corporation are authorized, empowered, and directed to do any and all things which may be necessary or advisable to carry out the purposes and intention of this plan and to execute and file all documents which they deem necessary or advisable to carry out the purposes and intention of this plan.

After full consideration by the Stockholders, the following resolutions are approved by the unanimous consent of all Stockholders:

RESOLVED, that the Stockholders of the Corporation do adopt a plan of liquidation and dissolution as above set forth.

FURTHER RESOLVED, that it is deemed advisable in the judgment of the Stockholders to be for the most benefit of

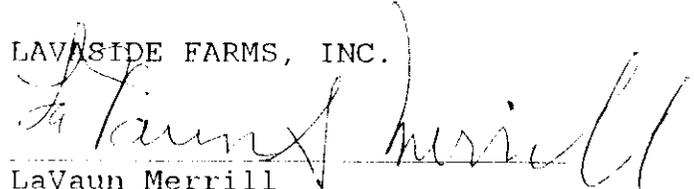
the Corporation and the Stockholders that it should be dissolved.

FURTHER RESOLVED, that the Stockholders do approve the plan of liquidation and authorize the directors and officers to proceed.

FURTHER RESOLVED, that the Stockholders do authorize the directors and officers to negotiate for a sale of the assets of the Corporation.

DATED this 29th day of December, 1989.

LAVASIDE FARMS, INC.


LaVaun Merrill
Secretary

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