

ARTICLES OF MERGER

Of A Foreign Corporation Into

SIMPLOT INDUSTRIES, INC.

Pursuant to the provisions of Section 16-10-70 of the Utah Business Corporation Act, SIMPLOT INDUSTRIES, INC., the undersigned domestic corporation, and FARMERS FINANCIAL SERVICE CO., a foreign corporation, adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the corporations and the State under the laws of which they are respectively organized are:

SIMPLOT INDUSTRIES, INC.	Utah
FARMERS FINANCIAL SERVICE CO.	Idaho

SECOND: The laws of the State under which such foreign corporation is organized permits such merger.

THIRD: The name of the surviving corporation is SIMPLOT INDUSTRIES, INC., and it is to be governed by the laws of the State of Utah.

FOURTH: The attached Plan and Agreement for Merger was approved by the Board of Directors and shareholders of the undersigned domestic corporation in the manner prescribed by the Utah Business Corporation Act, and was approved by the aforesaid foreign corporation in the manner prescribed by the laws of the State under which it is organized.

FIFTH: SIMPLOT INDUSTRIES, INC. is authorized by its Articles of Incorporation to issue 1,000 shares of Capital Stock having an aggregate par value of \$100,000, of which 10 shares, having an aggregate par value of \$1,000 are now issued and outstanding; and FARMERS FINANCIAL

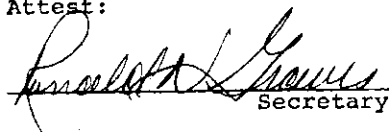
SERVICE CO. is authorized by its Articles of Incorporation to issue 5,000 shares of common capital stock having an aggregate par value of \$50,000, of which 100 shares are issued and outstanding, all of which are owned and held by SIMPLOT INDUSTRIES, INC., the other party to this merger.

SIXTH: The shareholders of FARMERS FINANCIAL SERVICE CO. were delivered copies of the Plan and Agreement for Merger on August 28th, 1978.

SEVENTH: On and after the effective date of this merger, that being September 15, 1978, SIMPLOT INDUSTRIES, INC. shall be the surviving corporation, and shall continue to exist as a domestic corporation under the laws of the State of Utah, with all the rights and obligations of said corporation in said State. The Articles of Incorporation of SIMPLOT INDUSTRIES, INC., as amended, shall continue to be the Articles of Incorporation of the surviving corporation until amended. SIMPLOT INDUSTRIES, INC. hereby agrees that it may be served with the process in the State of Idaho in any proceeding for enforcement of any obligation prior to this merger, and SIMPLOT INDUSTRIES, INC. hereby appoints the Secretary of State of the State of Idaho as its agent to accept such service of process as aforesaid, to be served on SIMPLOT INDUSTRIES, INC. by certified mail at P. O. Box 27, Boise, Idaho 83707.

DATED THIS 28th day of August, 1978.

Attest:


Secretary

SIMPLOT INDUSTRIES, INC.

By

Its

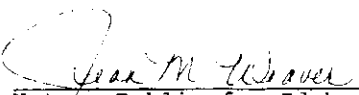
President

STATE OF IDAHO)
) ss.
County of Ada)

DON J. SIMPLOT, being first duly sworn on oath,
says that he is the President of SIMPLOT INDUSTRIES, INC.;
that he makes this affidavit for and on behalf of said
corporation for the reason that affiant is the President
thereof; that he has read the above and foregoing Articles
of Merger of a Foreign Corporation into SIMPLOT INDUSTRIES,
INC., knows the contents thereof, and that the same is true
as affiant verily believes.


DON J. SIMPLOT

SUBSCRIBED AND SWORN TO Before me this 13th day
~~of August~~ ^{September}, 1978.


Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 5-24-79

PLAN AND AGREEMENT FOR MERGER

THIS AGREEMENT, Entered into this 28th day of August, 1978, by and between SIMPLOT INDUSTRIES, INC., a Utah corporation, and all of the members of the Board of Directors of that company, and FARMERS FINANCIAL SERVICE CO., 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, SIMPLOT INDUSTRIES, INC. is a corporation duly organized and existing under the laws of the State of Utah, having its principal place of business at Salt Lake City, in the County of Salt Lake, State of Utah; and FARMERS FINANCIAL SERVICE CO. is a corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business at Boise, in the County of Ada, State of Idaho; and

WHEREAS, SIMPLOT INDUSTRIES, INC. is authorized by its Articles of Incorporation to issue 1,000 shares of capital stock, having a par value of \$100.00, of which 10 shares, having an aggregate par value of \$1,000.00 are now issued and outstanding; and

WHEREAS, FARMERS FINANCIAL SERVICE CO. is authorized by its Articles of Incorporation to issue 5,000 shares of common capital stock having an aggregate par value of \$50,000.00, of which 100 shares are issued and outstanding, all of which are owned and held by SIMPLOT INDUSTRIES, INC., 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 FARMERS FINANCIAL SERVICE CO. is merged into SIMPLOT INDUSTRIES, INC. 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 ONE. It is agreed that effective as of the close of business on the 15th day of September, 1978, FARMERS FINANCIAL SERVICE CO. shall be and it is hereby merged into SIMPLOT INDUSTRIES, INC., with the effect and result that the existence of FARMERS FINANCIAL SERVICE CO. shall cease and SIMPLOT INDUSTRIES, INC. shall continue in existence as the surviving or merging corporation.

SECTION TWO. It is agreed that all of the provisions contained in the Articles of Incorporation, as amended, and the By-Laws of SIMPLOT INDUSTRIES, INC. shall remain in force and effect and shall not be deemed altered or amended hereby, and that the laws of the State of Utah shall continue to govern the surviving corporation.

SECTION THREE. It is agreed that the present members of the Board of Directors of SIMPLOT INDUSTRIES, INC. 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 FOUR. It is agreed that upon said merger becoming effective, all of the property, real, personal or mixed, and all of the assets of FARMERS FINANCIAL SERVICE CO., wherever located, shall be deemed automatically transferred to and become vested in SIMPLOT INDUSTRIES, INC. as the surviving corporation, without any further act or deed or instrument of transfer or conveyance for the accomplishment thereof; and whereupon, further, SIMPLOT INDUSTRIES, INC.

shall assume and become liable for payment of all of the existing indebtedness and obligations of FARMERS FINANCIAL SERVICE CO., including the obligation to perform existing leases and contracts without any special act or assumption of liability for those obligations.

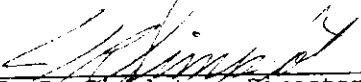
SECTION FIVE. Inasmuch as this agreement contemplates a merger of a wholly-owned subsidiary corporation, FARMERS FINANCIAL SERVICE CO., into its parent corporation, SIMPLOT INDUSTRIES, INC., no additional capital stock of SIMPLOT INDUSTRIES, INC. will be issued upon or as a part of said merger.

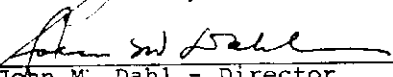
SECTION SIX. It is agreed that this Agreement for Merger of said corporations shall be submitted to the shareholders of each of those corporations at meetings duly called and separately held as required by the applicable laws of the State of Idaho and the State of Utah, and the provisions of the By-Laws 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.

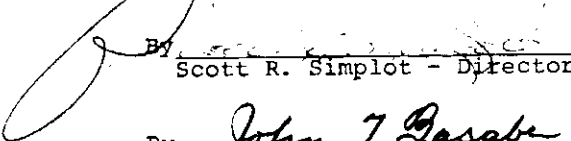
SECTION SEVEN. It is agreed that as the surviving corporation is to be governed by Utah law, SIMPLOT INDUSTRIES, INC. hereby agrees that it may be served with process in the State of Idaho in any proceeding for enforcement of any obligation prior to this merger, and SIMPLOT INDUSTRIES, INC. hereby appoints the Secretary of State of the State of Idaho as its agent to accept such service of process as aforesaid, to be served on SIMPLOT INDUSTRIES, INC. by Certified mail, return receipt requested, at P. O. Box 27, Boise, Idaho 83707.

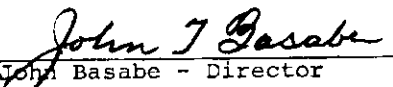
IN WITNESS WHEREOF, This Agreement has been approved on behalf of the corporate parties hereto by all of the members of the Board of Directors of each corporation, and executed by a majority of the Board of Directors of each corporation, the day and year herein first above written.

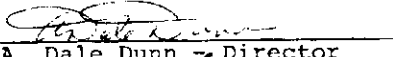
SIMPLIOT INDUSTRIES, INC.

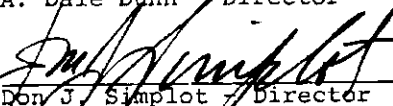
By 
J. R. Simplot - Director

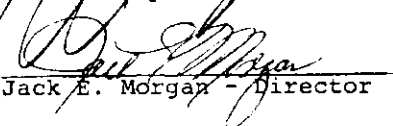
By 
John M. Dahl - Director

By 
Scott R. Simplot - Director

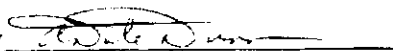
By 
John Basabe - Director

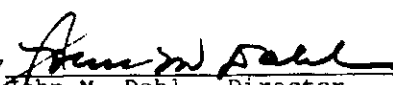
By 
A. Dale Dunn - Director

By 
Don J. Simplot - Director

By 
Jack E. Morgan - Director

FARMERS FINANCIAL SERVICE CO.

By 
A. Dale Dunn - Director

By 
John M. Dahl - Director

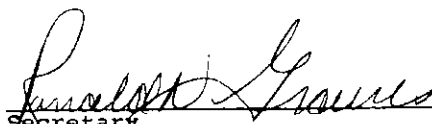
By 
Scott R. Simplot - Director

C E R T I F I C A T E

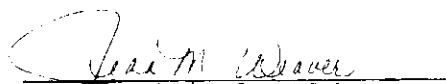
STATE OF IDAHO)
) ss.
County of Ada)

Ronald N. Graves, the duly elected, qualified and acting Secretary of SIMPLOT INDUSTRIES, INC. does hereby certify:

That at a special meeting of the shareholders of SIMPLOT INDUSTRIES, INC. held on the 28th day of August, 1978, entirely separate from any meeting of the shareholders of FARMERS FINANCIAL SERVICE CO., and called in the manner provided by law, at which all of the issued capital stock of SIMPLOT INDUSTRIES, INC. 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 as approved by the authorized members of the Board of Directors of SIMPLOT INDUSTRIES, INC., was approved and adopted; and the President and Secretary of SIMPLOT INDUSTRIES, INC. 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 13th day of ^{September}~~August~~, 1978.

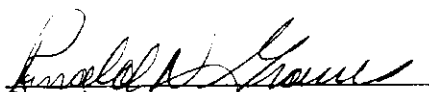

Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 5-29-79

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 FARMERS FINANCIAL SERVICE CO. does hereby certify:

That at a special meeting of the shareholders of FARMERS FINANCIAL SERVICE CO. held on the 28th day of August, 1978, entirely separate from any meeting of the shareholders of SIMPLOT INDUSTRIES, INC., and called in the manner provided by law, at which all of the issued capital stock of FARMERS FINANCIAL SERVICE CO. 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 as approved by the authorized members of the Board of Directors of FARMERS FINANCIAL SERVICE CO., was approved and adopted; and the President and Secretary of FARMERS FINANCIAL SERVICE CO. 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 13th day of ^{September}~~August~~, 1978.

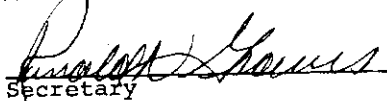

Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 5-29-79

IN WITNESS WHEREOF, pursuant to the due authorization by the shareholders of each, SIMPLOT INDUSTRIES, INC., a Utah corporation, and FARMERS FINANCIAL SERVICE CO., 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 SIMPLOT INDUSTRIES, INC., and the President and Secretary of FARMERS FINANCIAL SERVICE CO., this 28th day of August, 1978.

(CORPORATE SEAL)

SIMPLOT INDUSTRIES, INC.

Attest:

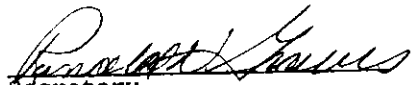

Secretary

By 
Its President

(CORPORATE SEAL)

FARMERS FINANCIAL SERVICE CO.

Attest:


Secretary

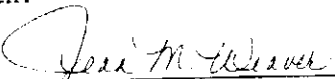
By 
Its President

STATE OF IDAHO)
) ss.
County of Ada)

On the ^{13th} ~~28th~~ day of ^{October} ~~August~~, 1978, personally appeared before me Don J. Simplot, who, being by me duly sworn, did say that he is the President of SIMPLOT INDUSTRIES, INC., and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said Don J. 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)

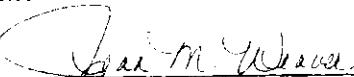

Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 5-29-79

STATE OF IDAHO)
) ss.
County of Ada)

On the ^{13th} ~~28th~~ day of ^{October} ~~August~~, 1978, personally appeared before me A. Dale Dunn, who, being by me duly sworn did say that he is the President of FARMERS FINANCIAL SERVICE CO., and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said A. Dale Dunn 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