



**Department of State.**

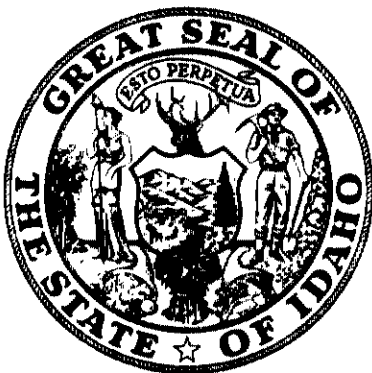
**CERTIFICATE OF MERGER OR CONSOLIDATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that  
duplicate originals of Articles of **Merger** of \_\_\_\_\_  
**PAYETTE FARMS CO.**

into **J.R. SIMPLOT COMPANY**,  
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 **August 31**, 19 **83**.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

CERTIFICATE OF OWNERSHIP AND MERGER

INCLUDING ARTICLES OF MERGER

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Merging

PAYETTE FARMS CO.

SECRETARY OF  
STATE

into

J. R. SIMPLOT COMPANY

(Pursuant to Section 78.486 of the Nevada Revised Statutes  
and 30-1-75 of the Idaho Business Corporation Act)

J. R. SIMPLOT COMPANY, a corporation organized and  
existing under the laws of Nevada, the parent corporation, does  
hereby certify:

FIRST: That this corporation was incorporated on the  
28th day of June, 1955 pursuant to the laws of the State of  
Nevada.

SECOND: The number of outstanding shares of each  
class of Payette Farms Co., an Idaho corporation, and the  
number of shares of each class owned by J. R. Simplot Company  
are as follows:

<u>Names of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by J. R. Simplot Company</u>
Payette Farms Co.	1,000	Common	1,000

THIRD: That this corporation, by resolution of its  
board of directors, duly adopted the following Plan of Merger,  
at a meeting held on the 25th day of August, 1983, and deter-  
mined to merge into itself said Payette Farms Co., at the  
Effective Time which resolution is in the following words  
to-wit:

NOW, THEREFORE, be it resolved that J. R. SIMPLOT COMPANY  
merge, and it hereby does merge into itself said PAYETTE  
FARMS CO., and assumes all of its obligations, at the  
Effective Time; under the following terms and conditions:

A. BE IT RESOLVED that effective as of the close of busi-  
ness on the 31st day of August, 1983, (the Effective Time),  
PAYETTE FARMS CO., shall be and it is hereby merged into  
J. R. SIMPLOT COMPANY, with the effect and result that the  
existence of PAYETTE FARMS CO. shall cease and J. R.  
SIMPLOT COMPANY shall continue in existence as the  
surviving corporation.

B. BE IT RESOLVED that all of the provisions contained in  
the Articles of Incorporation, as amended, and the By-Laws  
of J. R. SIMPLOT COMPANY shall remain in force and effect

and shall not be deemed altered or amended hereby, and that the laws of the State of Nevada shall continue to govern the surviving corporation.

C. BE IT RESOLVED that the present members of the Board of Directors of J. R. SIMPLOT COMPANY shall continue to hold office during the remainder of the term to which they are elected and until their successors are elected and duly qualified.

D. BE IT RESOLVED that at the Effective Time, all of the property, real, personal or mixed, and all of the assets of PAYETTE FARMS CO., wherever located, shall be deemed automatically transferred to and become vested in J. R. SIMPLOT COMPANY as the surviving corporation, without any further act or deed or instrument of transfer or conveyance for the accomplishment thereof; and whereupon, further, J. R. SIMPLOT COMPANY shall assume and become liable for payment of all of the existing indebtedness and obligations of PAYETTE FARMS CO., including the obligation to perform existing agreements without any special act or assumption of liability for those obligations.

E. BE IT RESOLVED that in as much as PAYETTE FARMS CO. is a wholly-owned subsidiary of J. R. SIMPLOT COMPANY and is being merged into its parent corporation, no additional capital stock of J. R. SIMPLOT COMPANY will be issued upon or as a part of said merger; and after the Effective Time each certificate or certificates theretofore representing issued and outstanding shares of the Capital Stock of PAYETTE FARMS CO. shall be deemed cancelled.

F. BE IT RESOLVED that notwithstanding any action taken with respect to the merger by the Directors of J. R. SIMPLOT COMPANY or PAYETTE FARMS CO. or both, and notwithstanding anything herein or elsewhere to the contrary, the merger may be abandoned at any time prior to the filing thereof by the adoption of a resolution providing for such abandonment by the Board of Directors of J. R. SIMPLOT COMPANY.

G. BE IT RESOLVED that the President and Secretary of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a certificate of ownership and merger setting forth a copy of the resolution to merge said PAYETTE FARMS CO. and assume its liabilities and obligations, and to file the same in the offices of the Secretary of State of Nevada and the Secretary of State of Idaho; and

H. BE IT FURTHER RESOLVED that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the States of Nevada and Idaho which may be in anywise necessary or proper to effect said merger.

FOURTH: That this corporation survives the merger and may be served with process in the states of Nevada and Idaho in any proceeding for enforcement of any obligation of PAYETTE FARMS CO., as well as for enforcement of any obligation of the surviving corporation arising from the merger.

FIFTH: The undersigned corporation hereby (a) agrees that it may be served with process in the State of Idaho in any

proceeding for the enforcement of the rights of a dissenting shareholder of the above-mentioned subsidiary corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

SIXTH: The mailing of Notice of said Plan and Agreement of Merger was waived by the shareholders of Payette Farms Co. on August 25, 1983.

IN WITNESS WHEREOF, said J. R. SIMPLOT COMPANY has caused its corporate seal to be affixed and this certificate to be signed by A. Dale Dunn, its President and Ronald N. Graves, its Secretary this 25th day of August, 1983.

J. R. SIMPLOT COMPANY


By



Its

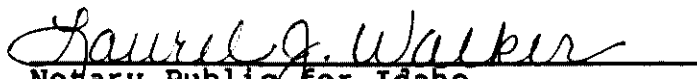
President

ATTEST:

  
Secretary

STATE OF IDAHO       )  
                              ) ss  
County of Ada        )

I, Laurel J. Walker, a notary public, do hereby certify that on this 25th day of August, 1983, personally appeared before me A. Dale Dunn, who, being by me first duly sworn, declared that he is the President of J. R. Simplot Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: Lifetime