



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 _____

APEX CORPORATION

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.

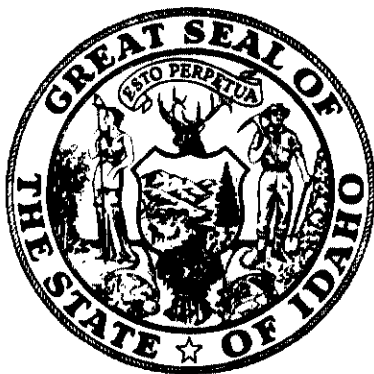
ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of

Merger

, and attach hereto a duplicate original of the Articles of

Merger

Dated August 8, 1980.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

AUG 8 3 33 PM '80

SECRETARY OF STATE

ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO
J. R. SIMPLOT COMPANY

Pursuant to the Provisions of Section 30-1-77 of the Idaho Business Corporation Act, and Section 78.475 of the Nevada Revised Statutes, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

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

<u>Name of Corporation</u>	<u>State</u>
Apex Corporation	Idaho
J. R. Simplot Company	Nevada

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

THIRD: The name of the surviving corporation is:

J. R. SIMPLOT COMPANY

and it is to be governed by the laws of the State of Nevada.

FOURTH: The Plan and Agreement of Merger attached hereto as Exhibit "A" and incorporated herein, was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Idaho Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State of Nevada.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Class</u>	<u>Number of Shares</u>
Apex Corporation	2,262.2395	Common	
J. R. Simplot Company	161,386.714	A	76.445
		B	161,310.269

No shares of either corporation are entitled to vote as a class for or against the Plan and Agreement for Merger.

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Apex Corporation	1652.2395	-0-	Common	1652.2395	-0-
J. R. Simplot Company	152,622.446	-0-	A	58.445	-0-
			B	152,604.001	-0-

No shares of either corporation were entitled to vote as a class for or against the Plan and Agreement for Merger.

SEVENTH: The surviving corporation, J. R. Simplot Company, is to be governed by the laws of the State of Nevada. The surviving corporation, J. R. Simplot Company, hereby: (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic 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.

EIGHTH: The shareholders of Apex Corporation and J. R. Simplot Company were delivered a summary of the Plan and Agreement for Merger.

NINTH: The Plan and Agreement for Merger was approved by the Boards of Directors and shareholders of the respective corporations in the manner prescribed by the Nevada and Idaho Business Corporation Acts.

Dated: August 7, 1980.

J. R. SIMPLOT COMPANY

By *Paul Dunn*
Its _____ President

and *Ronald L. Thomas*
Its _____ Secretary

APEX CORPORATION

By *John W. Dahl*
Its _____ President

and *James F. Oaks*
Its _____ Secretary

STATE OF IDAHO)
) ss.
County of Ada)

I, Laurel J. Walker, a Notary Public,
do hereby certify that on this 7th day of August, 1980,
personally appeared before me A. Dale Dunn, who, being by me
first duly sworn, declared that he is the President of J. R.
SIMPLLOT COMPANY, that he signed the foregoing document as
President of the corporation, and that the statements therein
contained are true.

(NOTARIAL SEAL)

Laurel J. Walker
Notary Public for Idaho
Residing at: Boise, Idaho
My Bond Expires: 5/30/83

STATE OF IDAHO)
) ss.
County of Ada)

I, Laurel J. Walker, a Notary Public,
do hereby certify that on this 7th day of August, 1980,
personally appeared before me John M. Dahl, who, being by me
first duly sworn, declared that he is the President of APEX
CORPORATION, that he signed the foregoing document as President
of the corporation, and that the statements therein contained
are true.

(NOTARIAL SEAL)

Laurel J. Walker
Notary Public for Idaho
Residing at: Boise, Idaho
My Bond Expires: 5/30/83

EXHIBIT "A"

PLAN AND AGREEMENT FOR MERGER

THIS AGREEMENT, Entered into this 28th day of July, 1980, by and between J. R. SIMPLOT COMPANY, a Nevada corporation, and all of the members of the Board of Directors of that Company, and APEX CORPORATION, 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, J. R. SIMPLOT COMPANY is a corporation duly organized and existing under the laws of the State of Nevada, having its principal place of business at Reno, in the County of Washoe, State of Nevada; and APEX CORPORATION 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, J. R. SIMPLOT COMPANY is authorized by its Articles of Incorporation to issue 250,000 shares of capital stock, having a par value of \$2,500,000.00, of which 76.445 shares of Class A Capital Stock, and 161,310.269 shares of Class B Capital Stock, having an aggregate par value of \$1,613,867.14 are now issued and outstanding; and

WHEREAS, APEX CORPORATION is authorized by its Articles of Incorporation to issue 2,500 shares of common capital stock having an aggregate par value of \$25,000.00, of which only 2,262.2395 shares, having an aggregate par value of \$22,622.40, are issued and outstanding; 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 APEX CORPORATION is merged into J. R. SIMPLOT COMPANY 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 1. It is agreed that effective as of the close of business on the 8th day of August, 1980 (the Effective Time), APEX CORPORATION shall be and it is hereby merged into J. R. SIMPLOT COMPANY, with the effect and result that the existence of APEX CORPORATION shall cease and J. R. SIMPLOT COMPANY shall continue in existence as the surviving or merging corporation.

SECTION 2. It is agreed 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.

SECTION 3. It is agreed 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 each elected and until their successors are elected and duly qualified.

SECTION 4. It is agreed that at the Effective Time, all of the property, real, personal or mixed, and all of the assets of APEX CORPORATION, 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 APEX CORPORATION, including the obligation to perform existing agreements without any special act or assumption of liability for those obligations.

SECTION 5. The manner and basis of conversion of stock under the Plan and Agreement for Merger is as follows:

(1) At the Effective Time:

(a) Each share of stock of J. R. SIMPLOT COMPANY issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding without change as one share of stock of J. R. SIMPLOT COMPANY.

(b) Each share of the Capital Stock of APEX CORPORATION issued and outstanding immediately prior to the Effective Time shall by virtue of the Merger and without any action on the part of the holder thereof automatically be cancelled and converted into 10.0000274 shares of the Class B Capital Stock of J. R. SIMPLOT COMPANY, a Nevada corporation, rounded to the nearest one-thousandth of a share.

(2) After the Effective Time:

(a) Each holder of a certificate or certificates theretofore representing issued and outstanding shares of the Capital Stock of APEX CORPORATION shall be entitled, upon surrender of such certificate or certificates in transferable form to the Secretary of J. R. SIMPLOT COMPANY, to receive in exchange therefor a certificate or certificates representing the number of shares of J. R. SIMPLOT COMPANY stock into which the shares of stock of APEX CORPORATION theretofore represented by the certificate or certificates so surrendered shall have been converted as provided in Paragraph (1) (b) of this Section 5.

(b) Until surrendered as provided above, each certificate which immediately prior to the Effective Time represented issued and outstanding shares of Capital Stock of APEX CORPORATION shall be deemed for all corporate purposes to represent the number of

shares of J. R. SIMPLOT COMPANY stock into which the shares of stock of APEX CORPORATION represented by such certificate or certificates shall have been converted as provided in Paragraph (1)(b) of this Section 5.

SECTION 6. It is agreed that this Agreement for Merger of said corporation 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 of the State of Nevada, 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 7. It is agreed that as the surviving corporation is to be governed by Nevada law, that pursuant to Idaho Code 30-1-77, J. R. SIMPLOT COMPANY hereby agrees:

(1) that it may be served with process in this state in any proceeding for the enforcement of any obligation of APEX CORPORATION which is a party to this merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of APEX CORPORATION against the surviving corporation;

(2) that it irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and

(3) that it will promptly pay to the dissenting shareholders of APEX CORPORATION, the amount, if any, to which they shall be entitled under provisions of the State of Idaho with respect to the rights of dissenting shareholders.

SECTION 8. Notwithstanding any action taken with respect to the merger by the stockholders of either J. R. SIMPLOT COMPANY or APEX CORPORATION, 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 each of the respective Boards of Directors of J. R. SIMPLOT COMPANY and APEX CORPORATION.

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.

J. R. SIMPLOT COMPANY

By

Director

By

Director

By

Director

By

Director

By

Director

By

Director

By

Director

APEX CORPORATION

By

John M. Dahl - Director

By

Scott R. Simplot - Director

By


James F. Oakes - Director

C E R T I F I C A T E

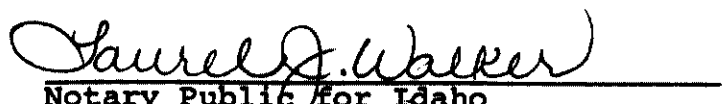
STATE OF IDAHO)
) ss.
County of Ada)

Ronald N. Graves, the duly elected, qualified and acting Secretary of J. R. SIMPLOT COMPANY, does hereby certify:

That at a special meeting of the shareholders of J. R. SIMPLOT COMPANY held on the 7th day of August, 1980, entirely separate from any meeting of the shareholders of APEX CORPORATION, and called in the manner provided by law, at which all of the issued capital stock of J. R. SIMPLOT COMPANY 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 originally executed by the authorized members of the Board of Directors of J. R. SIMPLOT COMPANY, was approved and adopted; and the President and Secretary of J. R. SIMPLOT COMPANY 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 7th day of August, 1980.

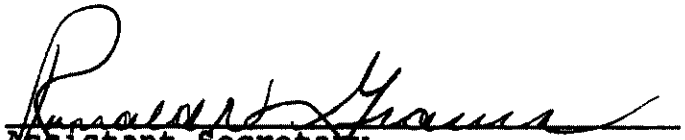

Notary Public for Idaho
Residing at: Boise, Idaho

C E R T I F I C A T E

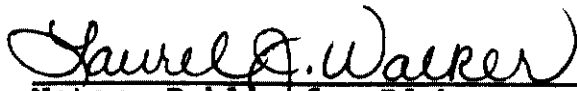
STATE OF IDAHO)
) ss.
County of Ada)

Ronald N. Graves, the duly elected, qualified and acting Assistant Secretary of APEX CORPORATION, does hereby certify:

That at a special meeting of the shareholders of APEX CORPORATION held on the 7th day of August, 1980, entirely separate from any meeting of the shareholders of J. R. SIMPLOT COMPANY, and called in the manner provided by law, at which all of the issued capital stock of APEX CORPORATION was represented by the owners and holders thereof, of record, by resolution unanimously adopted, the foregoing Plan and Agreement for Merger as originally executed by the authorized members of the Board of Directors of APEX CORPORATION was approved and adopted; and the President and Secretary of APEX CORPORATION were authorized in the name of and on behalf of that corporation to sign and execute such Agreement.


Assistant Secretary

SUBSCRIBED AND SWORN to before me this 7th day of August, 1980.


Notary Public for Idaho
Residing at: Boise, Idaho

IN WITNESS WHEREOF, Pursuant to the due authorization by the shareholders of each, J. R. SIMPLOT COMPANY, a Nevada corporation, and APEX CORPORATION, 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 J. R. SIMPLOT COMPANY, and the President and Secretary of APEX CORPORATION, this 7th day of August, 1980.

J. R. SIMPLOT COMPANY

(CORPORATE SEAL)

By

Robert D. Duna
Its President

Attest:

Donald P. Givens
Its Secretary

APEX CORPORATION

(CORPORATE SEAL)

By

James W. Dahl
Its President

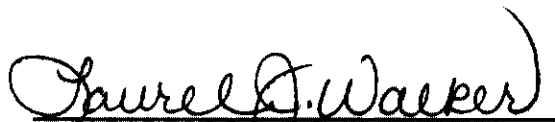
Attest:

James F. Oakes
Its Secretary

STATE OF IDAHO)
) ss.
County of Ada)

On the 7th day of August, 1980, personally appeared before me A. DALE DUNN, who, being by me duly sworn, did say that he is the President of J. R. SIMPLOT COMPANY, 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.

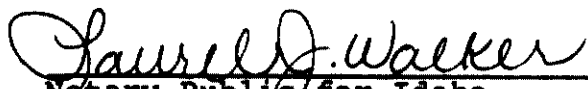


Notary Public for Idaho
Residing at: Boise, Idaho
My Bond Expires: 5/30/83

STATE OF IDAHO)
) ss.
County of Ada)

On the 7th day of August, 1980, personally appeared before me JOHN M. DAHL, who, being by me duly sworn did say that he is the President of APEX CORPORATION, and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said JOHN M. DAHL 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.



Notary Public for Idaho
Residing at: Boise, Idaho
My Bond Expires: 5/30/83