

State of Idaho

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 AMERICAN DRY PEA AND LENTIL ASSOCIATION a Washington corporation, and IDAHO ASSOCIATION OF PEA AND LENTIL PRODUCERS, INC. an Idaho corporation into U.S.A. DRY PEA AND LENTIL COUNCIL, INC. an Idaho corporation, 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: July 18, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl R. Riche*

**PLAN AND AGREEMENT OF MERGER
OF
AMERICAN DRY PEA AND LENTIL ASSOCIATION
AND
IDAHO ASSOCIATION OF PEA AND LENTIL PRODUCERS, INC.
INTO AND WITH
U.S.A. DRY PEA AND LENTIL COUNCIL, INC.**

THIS PLAN OF MERGER is made and entered into this 22 day of March, 1994, by and between AMERICAN DRY PEA AND LENTIL ASSOCIATION, a Washington nonprofit corporation (herein called "ADPLA"), and IDAHO ASSOCIATION OF PEA AND LENTIL PRODUCERS, INC., an Idaho nonprofit corporation (herein called "IAPLP"), and U.S.A. DRY PEA AND LENTIL COUNCIL, INC., an Idaho nonprofit corporation (herein called "U.S.A. Pea") (said corporations being hereinafter sometimes referred to jointly as "Merging Corporations").

WITNESSETH:

WHEREAS, ADPLA is a corporation organized and existing under the Washington Nonprofit Corporation Act; and

WHEREAS, IAPLP is a corporation organized and existing under the Idaho Nonprofit Corporation Act; and

WHEREAS, U.S.A. Pea is a corporation organized and existing under the Idaho Nonprofit Corporation Act; and

WHEREAS, the Boards of Directors and members of each of the Merging Corporations deems it advisable that the three Corporations be merged on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the Washington Nonprofit Corporation Act (RCW 24.03, *et seq.*) and the Idaho Nonprofit Corporation Act (Idaho Code 30-301, *et seq.*), both of which permit such merger.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and conditions hereinafter set forth, the Merging Corporations, by their respective Boards and members, hereby agree each with the others as follows:

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ARTICLE I.

MERGER AND SURVIVING CORPORATION

ADPLA and IAPLP shall be merged with and into U.S.A. Pea, with U.S.A. Pea to be the surviving nonprofit corporation, in accordance with provisions of the Idaho Non-profit Corporation Act, Idaho Code 30-3-100, *et seq.*, and the Washington Nonprofit Corporation Act, RCW 24.03.

The name of the surviving corporation shall be U.S.A. Dry Pea and Lentil Council, Inc.

The effective date of this merger shall be deemed to be the beginning of business on the 1st day of July, 1994.

ARTICLE II.

TERMS AND CONDITIONS OF MERGER

Upon the merger becoming effective:

1. Separate Existence Ceasing. The separate existence of ADPLA and IAPLP shall cease, except to the extent of the laws of the states of Idaho and Washington in the case of a corporation after its merger with another corporation.
2. Asset Ownership. U.S.A. Pea, as the surviving nonprofit corporation, shall possess all the rights, privileges, immunities, and franchises of each of the Merging Corporations, and all property, real, personal and mixed, and debts due on whatever account, and all choses in action, and every other interest belonging to or due to ADPLA and IAPLP, shall be deemed to be transferred to and vested in U.S.A. Pea, as the surviving corporation, without further act or deed; and the title to any real estate, or any interest therein vested in ADPLA and IAPLP, shall not revert to or be in any way impaired by reason of the merger, but shall vest in U.S.A. Pea.
3. Liabilities. U.S.A. Pea shall thenceforth be responsible and liable for all of the liabilities of ADPLA and IAPLP, and any claims existing or action or proceedings pending by or against ADPLA and IAPLP may be prosecuted to judgment by U.S.A. Pea as if the merger had not taken place, or U.S.A. Pea may be substituted in place of ADPLA and IAPLP. Neither the rights of creditors nor any liens upon the property of ADPLA and IAPLP shall be impaired by the merger.

4. Expenses. U.S.A. Pea shall pay all expenses of carrying the Plan and Agreement of Merger into effect and shall accomplish the merger of ADPLA and IAPLP into U.S.A. Pea provided for herein.

5. Value of Assets and Liabilities on Books. The assets and liabilities of ADPLA and IAPLP and U.S.A. Pea, at the effective date of the merger, shall be taken into the books of account of U.S.A. Pea at the amounts at which they, respectively, shall on such date be carried on the books of the Merging Corporations.

6. Further Assignments. If at any time U.S.A. Pea shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the surviving corporation the title to any property or rights of ADPLA and IAPLP, the proper officers and directors of ADPLA and IAPLP shall execute and deliver all such proper assignments, conveyances and assurances in law, and do all things necessary or proper to vest such property or rights in U.S.A. Pea, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

ARTICLE III.

MERGER APPROVAL

This Plan and Agreement of Merger has been approved by the Board of Directors and members of ADPLA and IAPLP and by the Board of Directors and members of U.S.A. Pea as provided by law and shall take effect and be deemed to be the Plan of Merger of said Corporations upon the approval or adoption thereof in accordance with the requirements of the Idaho Nonprofit Corporation Act and the Washington Nonprofit Corporation Act, and upon the execution, filing and recording of such documents with the appropriate authorities of the states of Idaho and Washington.

ARTICLE IV.

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

1. Articles of Incorporation. The Articles of Incorporation of U.S.A. Pea shall be amended as follows: Article V shall be amended to read as follows:

"ARTICLE V

Registered Agent and Office. The registered agent and office of this corporation shall be Harold Blain, 5071 Highway 8 West, Moscow, Idaho 83843.

2. Bylaws. The Bylaws of U.S.A. Pea shall be revised in the form set forth in Exhibit "A" attached hereto and by this reference incorporated herein.

ARTICLE V.

METHOD OF CONVERTING MEMBERS

1. U.S.A. Pea. Under the existing Bylaws, membership is available to three members, namely, the American Dry Pea and Lentil Association, the Washington Association of Dry Pea and Lentil Producers, and the Idaho Association of Pea and Lentil Producers, Inc. Pursuant to Article IV, Section 1, of the Bylaws, and Idaho Code 30-3-66, each member organization selects trustees.

Under the proposed Bylaws, there will be three classes of members, namely, direct, associate, and honorary, and the members will be granted membership according to the criteria set forth in the proposed Bylaws. Only direct members will have voting rights.

2. Impact on Members of ADPLA. The Bylaws of ADPLA set forth three classes of members, namely, direct, associate, and honorary. Former members of ADPLA will automatically become members of U.S.A. Pea in the same class as they were prior to the merger.

3. Impact on Members of IAPLP. The Bylaws of IAPLP set forth two classes of members, namely, regular and associate. Former members of IAPLP will be automatically become members of U.S.A. Pea in the same class as they were prior to the merger.

ARTICLE VI.

AMENDMENT

This Plan and Agreement of Merger may be amended by a majority vote of the members having the right to vote present at a duly called meeting of the members of the Merging Corporations at which a quorum is present and of which at least ten (10) days' written notice has been given, the notice for which has been accompanied by the text of the proposed amendment or amendments, provided, however, that no amendment to this Plan and Agreement of Merger shall be effective unless first presented to and approved by the Board of Directors of such Merging Corporations.

IN WITNESS WHEREOF, the Merging Corporations have caused this Plan and Agreement of Merger to be signed by its President and attested by its Secretary, as of the day and year first above written.

AMERICAN DRY PEA AND LENTIL ASSOCIATION, a Washington nonprofit corporation

By 
MIKE WATSON, President

By 
HAROLD BLAIN, Secretary

"ADPLA"

IDAHO ASSOCIATION OF PEA AND LENTIL PRODUCERS, INC., an Idaho nonprofit corporation

By 
DICK WITTMAN, President

By 
HAROLD BLAIN, Secretary

"IAPLP"

U.S.A. DRY PEA AND LENTIL COUNCIL, INC., an Idaho nonprofit corporation

By 
DAVE WILKEN, President

By 
MIKE WATSON, Secretary

"U.S.A. Pea"