

**FILED EFFECTIVE**

**ARTICLES OF MERGER**

2006 JUL -8 AM 8:42

COMES NOW, Golden Reserve Beef Company and Northland Meats, Inc., a corporation duly organized and existing under the laws of Idaho, and pursuant to the Plan of Merger of Golden Reserve Beef Company, a copy of which is attached herein and incorporated by reference and hereby execute and enter into these Articles of Merger as set forth herein.

**ARTICLE I**

**NAMES**

The names of the corporations parties to the merger are Golden Reserve Beef Company and Northland Meats, Inc. Golden Reserve Beef Company shall merge into Northland Meats, Inc.

**ARTICLE II**

**AMENDMENTS**

The Articles of Incorporation of the survivor (Northland Meats, Inc) are hereby amended to reflect that the name of Northland Meats, Inc., shall be changed to Golden Reserve Beef Company. Copies of the Articles of Amendment are attached herein and incorporated by reference. All other articles of Northland Meats, Inc.'s Articles of Incorporation shall remain in full force and effect as well as all Bylaws of Northland Meats, Inc.

**ARTICLE III**

**ACCEPTANCE OF THE PLAN OF MERGER**

Attached herein and incorporated by reference is the Plan of Merger of Golden Reserve Beef Company which has been accepted by all shareholders of Golden Reserve Beef Company as well as Northland Meats, Inc. The plan was duly approved by the shareholders pursuant to Idaho law and the Bylaws of Northland Meats, Inc., and Golden Reserve Beef Company.

**ARTICLE IV**

**FILING**

These Articles of Merger shall be filed with the Idaho Secretary of State pursuant to Idaho law and shall take effect at the effective time provided in Idaho Code §30-1-123.

IDAHO SECRETARY OF STATE  
06/08/2006 05:00  
CK: 14178 CT: 3708 BH: 958978  
1 @ 30.00 = 30.00 MERGER # 2

C150281

IN WITNESS WHEREOF these Articles of Merger have been executed this 2nd  
day of May, 2006.

**GOLDEN RESERVE BEEF COMPANY**

BY: [Signature]  
ITS: [Signature]

**NORTHLAND MEATS, INC.**

BY: [Signature]  
ITS: [Signature]

2005 JUN -8 AM 8:44  
SECRETARY OF STATE  
STATE OF IDAHO

# PLAN OF MERGER OF GOLDEN RESERVE BEEF COMPANY

AM 8:38

## ARTICLE 1

SECRETARY OF STATE  
STATE OF IDAHO

### Names of Constituent Corporations

1. The name of each Constituent Corporation is Golden Reserve Beef Company and Northland Meats, Inc.

2. The name of the Surviving Corporation is Northland Meats, Inc. However, subsequent to the merger its name shall be changed with the Idaho Secretary of State to Golden Reserve Beef Company. Said name change shall be accomplished by filing Articles of Amendment with the Idaho Secretary of State.

## ARTICLE II

### Shares of Constituent Corporations

1. As to each Constituent Corporation, the designation and number of outstanding shares of each class in series and the voting rights are:

(a) Northland Meats, Inc., has outstanding 10,000 shares of voting common stock.  
(b) Golden Reserve Beef Company has outstanding 1,000 shares of voting common stock.

(c) The number of shares mentioned above is not subject to change prior to the effective date of the merger.

## ARTICLE III

### Terms and Conditions of Proposed Merger

1. The terms and the conditions of the proposed merger are as follows:

(a) The By-Laws of the Surviving Corporation, as they exist on the effective date of the merger, shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein.

(b) The first annual meeting of the shareholders of the Surviving Corporation held after the effective date of the merger shall be the next annual meeting provided by the By-Laws of Northland Meats, Inc., one of the Constituent Corporations.

(c) The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the date when the merger shall become effective and may be called or may be convened in the manner provided in the By-Laws of Northland Meats, Inc., one of the Constituent Corporations, for the purpose of calling a special meeting of the Board of Directors of the Surviving Corporation and may be held at

the time and place specified in the notice of the meeting.

(d) All persons who shall be officers of Northland Meats, Inc., one of the Constituent Corporations, on the effective date of the merger shall be and remain in the same respective offices of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall elect or appoint their successors.

(e) When the merger shall become effective, the separate existence of Golden Reserve Beef Company shall cease and said corporation shall be merged in accordance with the provisions of this plan into Northland Meats, Inc., which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations, and all of the property, real and personal including subscriptions for shares, causes of action in every other asset of each of the Constituent Corporations, including, without limitation, the name, trademarks, trade names of each Constituent Corporation, shall vest in each Surviving Corporation without further act or deed, except that if the Surviving Corporation shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the purposes of this merger, the directors and officers of either Constituent Corporation shall do things necessary, including the execution of any and all relevant documents, to properly effectuate the merger; the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligations due or to become due, claim or demand for any cause existing against either Constituent Corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either Constituent Corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either Constituent Corporation.

#### ARTICLE IV

##### Manner and Basis of Converting Shares of Constituent Corporations Into Shares of the Surviving Corporation

1. The manner and basis of converting shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

(a) All of the outstanding common shares of Golden Reserve Beef Company, outstanding on the effective date of the merger and all rights in respect thereto, shall forthwith, upon such effective date, be converted into, and become exchanged for 50 common shares of the Surviving Corporation, and each holder of the common shares of Golden Reserve Beef Company shall thereafter be entitled, upon presentation for surrender to Northland Meats, Inc., or its agent, of the certificate or certificates representing the shares fully paid and non-assessable common shares of the Surviving Corporation to which such holder shall be entitled on the aforesaid basis of conversion in exchange.

(b) Any shares of any class of Golden Reserve Beef Company held in its treasury on the effective date of the mergers will be canceled.

(c) All of the outstanding common shares of Northland Meats, Inc., outstanding on the effective date of the merger and all rights in respect thereto, shall forthwith, upon such effective date, be converted into, and become exchanged for 50 common shares of the Surviving Corporation, and each holder of the common shares of Northland Meats, Inc., shall thereafter be entitled, upon presentation for surrender to Northland Meats, Inc., or its agent, of the certificate or certificates representing such shares, to receive an exchange therefore a certificate or certificates representing the shares of fully paid and non-assessable common shares of the Surviving Corporation to which such holder shall be entitled on the aforesaid basis of conversion in exchange.

(d) The total common shares after the merger shall be 100 shares, which shall be entitled to all rights in respect thereto. All shares of Northland Meats, Inc., not authorized for issue, shall remain unissued until authorized by Northland Meats, Inc., Bylaws.

## ARTICLE V

### Miscellaneous Provisions

1. This plan shall be submitted to the respective shareholders of the Constituent Corporations as provided for by law for the adoption thereof by the requisite votes of the shareholders of each of the Constituent Corporations as provided by law, all in accordance with Idaho Code §30-1-1104.

2. If, at any time prior to the effective date hereof, events or circumstances occur, which in the opinion of the majority of the Board of Directors of either Constituent Corporation, renders it inadvisable to consummate the merger, this Plan of Merger shall not become effective even though the provisions previously adopted by the shareholders of the Constituent Corporations as herein before provided. The filing of the Certificate of Merger shall conclusively establish that no action to terminate this plan has been taken by the Board of Directors of either Constituent Corporation.

3. For convenience of the parties and to facilitate the approval of this plan, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

4. It is intended that this Plan of Merger qualify as a corporate reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

5. The effective date of this plan shall be the date of filing the Plan of Merger by the Secretary of State of the State of Idaho, pursuant to Idaho Code.

## ARTICLE VI

### Certificate of Incorporation of Surviving Corporation

1. The certificate of incorporation of the Surviving Corporation shall not contain any amendments or changes other than allowance for an amended name change, to be filed with the Idaho Secretary of State.

2. The foregoing plan has been duly approved by the respective Boards of Directors of each Constituent Corporation on the following dates:

Name of Corporation

Dates of Approval

Golden Reserve Beef Company  
Northland Meats, Inc.

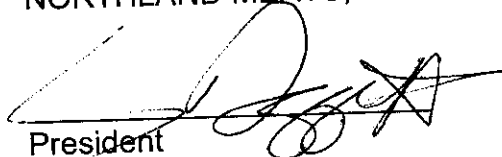
May 2, 2006  
May 2, 2006

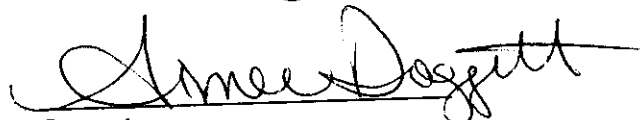
2nd 3. The Shareholders of Northland Meats, Inc., approved the Plan of Merger on the 2nd day of May, 2006, and the Shareholders of Golden Reserve Beef Company approved the Plan of Merger on the 2nd day of May, 2006.

4. The number of outstanding shares of stock of Northland Meats, Inc., entitled to vote is 50 shares; and the outstanding shares of stock of Golden Reserve Beef Company entitled to vote is 100 shares of stock.

5. As to Northland Meats, Inc., 50 shares of stock were voted for the Plan and no shares were voted against the Plan or abstained from voting; and as to Golden Reserve Beef Company 100 shares of stock were voted for the Plan and no shares were voted against the Plan or abstained from voting.

NORTHLAND MEATS, INC.

  
President

  
Secretary

GOLDEN RESERVE BEEF COMPANY

  
President

  
Secretary