

FILED

97 DEC 12 AM 8:56
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF MERGER
OF WESTERN POWER, INC.
WITH AND INTO
SIMPLOT RESOURCES, INC.

The following Articles of Merger are being filed pursuant to Section 30-1-1105 of the Idaho Business Corporation Act to reflect the merger of Western Power, Inc, a corporation organized and existing under the laws of Idaho, with and into simplot Resources, Inc., a corporation organized and existing under the laws of Idaho.

1. Attached hereto, marked Exhibit "A," and incorporated herein by reference, is a copy of the Plan of Merger.
2. 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 the Plan of Merger, are as follows:

Name of Corporation	Number of Shares Outstanding	<u>Entitled to Vote as a Class</u>	
		Designation of Class	Number of Shares
Western Power, Inc.	5,000	Common	5,000
Simplot Resources, Inc.	66	Common	66

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:

Name of Corporation	Number of Shares		<u>Entitled to Vote as a Class</u>		
	Total Voted For	Total Voted Against	Class	Voted	
				For	Against
Western Power, Inc.	5,000	0	Common	5,000	0
Simplot Resources, Inc.	66	0	Common	66	0

IDAHO SECRETARY OF STATE
EX: 141588 CT: 1371 BH: 63888

1 @ 30.00 = 30.00 MERGER

C 81533

Notary Public for Idaho
Residing at: Boise, Idaho
My commission expires: 5-13-2003

STATE OF IDAHO)
) ss.
County of Ada)

On this 31st day of October, 1997, before me, a Notary Public in and for said State, personally appeared STEPHEN A. BEEBE and RONALD N. GRAVES, the President and Secretary, respectively, of SIMPLOT RESOURCES, INC. that executed the foregoing instrument and acknowledged to me that such 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.

R. Scott Pasley
Notary Public for Idaho
Residing at: Boise, Idaho
My commission expires: 5-13-2003

7644z

PLAN OF MERGER
Between
SIMPLOT RESOURCES, INC.
An Idaho Corporation
(The Surviving Corporation)

and

WESTERN POWER, INC.
An Idaho Corporation
(The Merging Corporation)

PLAN OF MERGER, dated October 31, 1997 between SIMPLOT RESOURCES, INC., an Idaho corporation (hereinafter referred to as the "Surviving Corporation"), and WESTERN POWER, INC., an Idaho corporation (hereinafter referred to as the "Merging Corporation"), which two corporations are hereinafter sometimes referred to as the "Constituent Corporations".

FIRST
RECITALS

The Surviving Corporation is validly organized, existing and in good standing under the laws of the State of Idaho. The Merging Corporation is validly organized, existing and in good standing under the laws of the State of Idaho

The Surviving Corporation has an authorized capital of 250,000 shares of no par value Common Stock, of which on the date of execution of this Agreement, 66 shares were issued and outstanding.

The Merging Corporation has an authorized capital of 10,000 shares of no par value Common Stock, of which on the date of execution of this Agreement, 5,000 shares were issued and outstanding.

The Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of their respective corporations and stockholders that the Merging Corporation merge with and into the Surviving Corporation in accordance with the

provisions of applicable statutes of the State of Idaho, and have entered into this Plan of Merger in connection with the merger.

SECOND

AGREEMENT OF MERGER

NOW, THEREFORE, the Constituent Corporations agree, each and with the other, to merge into a single corporation which shall be Simplot Resources, Inc., the Surviving Corporation, pursuant to the laws of the State of Idaho and agree upon and prescribe the terms and conditions of the statutory merger, the mode of carrying it into effect and the manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation, as herein set forth:

On the effective date of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease; the Constituent Corporations shall become a single corporation named "Simplot Resources, Inc.," an Idaho corporation, which shall be the Surviving Corporation.

THIRD

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of Simplot Resources, Inc. in effect immediately prior to the effective date of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation, until altered or repealed in the manner provided by law and such Articles of Incorporation.

FOURTH

BY-LAWS OF SURVIVING CORPORATION

The By-laws of Simplot Resources, Inc. in effect immediately prior to the effective date of the Merger shall continue to be the By-laws of the Surviving Corporation, until altered or repealed in the manner provided by law and such By-laws.

FIFTH

DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Directors and Officers of Simplot Resources, Inc. immediately prior to the effective date of the Merger shall continue to be the Directors of the Surviving Corporation, to hold office for the terms specified in the By-laws of the Surviving Corporation and until their respective successors are duly elected and qualified.

SIXTH

MANNER AND BASIS OF CONVERSION OF SHARES

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

1. In as much as the Constituent Corporations are wholly owned subsidiaries of J. R. Simplot Company, the parent corporation, and no shares of stock of the Constituent Corporations are owned by a third party, no additional stock will be issued.
2. On the effective date of the merger, any shares of Common Stock of the Merging Corporation which are then held in its treasury, shall be canceled and retired without further action, and no shares of Common Stock of the Surviving Corporation shall be issued in respect thereof.

SEVENTH

EFFECT OF MERGER

On the effective date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as a private nature of each of the Constituent Corporations, and shall become subject to all the restrictions, disabilities and duties of each of the Constituent Corporations. All property, real, personal and mixed, and debts due to each of the Constituent Corporations on whatever account, including stock subscriptions as well as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, assets, rights, privileges, powers, franchises and immunities, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation

as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the merger; provided, however, that all of the creditors and liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it. A list of the assets of the Merging Corporation which will be absorbed by the Surviving Corporation is set forth on Exhibit "A" attached hereto.

If at any time after the merger becomes effective, it shall appear to the Surviving Corporation that any further assignments or assurances are necessary or desirable to evidence the vesting in the Surviving Corporation of the title to any of the property or rights of the Merging Corporation, those persons who were proper officers and directors of the Merging Corporation as of the effective date of the merger shall execute, acknowledge and deliver such assignments or other instruments and do such acts as may be necessary or appropriate to evidence the vesting of title to such property or rights in the Surviving Corporation. For such purposes the capacity and authority of the Merging Corporation and its officers shall be deemed to be continuing.

EIGHTH

ABANDONMENT

Anything herein or elsewhere to the contrary notwithstanding, this Plan of Merger may be abandoned by action of the Board of Directors of either the Surviving Corporation or the Merging Corporation at any time prior to the effective date of the merger, whether before or after submission to their respective stockholders

NINTH
EFFECTIVE DATE

The effective date of the merger provided for by this Agreement shall be the date of the filing of the articles of Merger with the Secretary of the State of the State of Idaho.

IN WITNESS WHEREOF, the undersigned officers have signed their names hereto and have caused their respective corporate seals of the Constituent Corporations to be affixed hereto the 31st day of October, 1997.

SIMPLOT RESOURCES, INC.
an Idaho corporation
(the "Surviving Corporation")

ATTEST:

By 
Its: Secretary

By 
Its: President

WESTERN POWER, INC.
an Idaho corporation
(the "Merging Corporation")

ATTEST:

By 
Its: Secretary

By 
Its: President

EXHIBIT A

Assets of Western Power, Inc.

1. Western Power's Name
2. Future Value as an Economical Energy Producer
3. Experience
4. Know-how

7695z