

# State of Idaho

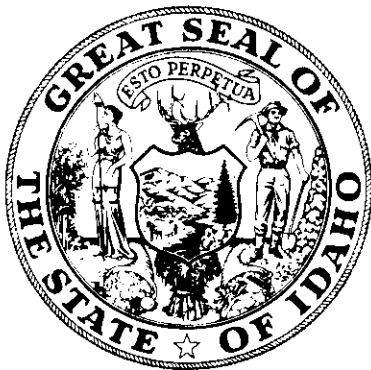


## CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of WESTERN SEEDS, Inc., an Idaho corporation, into MART GRAIN COMPANY, 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 March 17, 19 88.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

Corporation Clerk

REC'D -  
SECRET - FILE

ARTICLES OF MERGER

1968 MAR 17 07 9 12

OF

MART GRAIN COMPANY AND WESTERN SEEDS, INC.,

INTO

MART GRAIN COMPANY

KNOW ALL MEN BY THESE PRESENTS, that pursuant to the provisions of the Idaho Business Corporations Act, specifically Sections 30-1-71, et. seq. thereof, and after receiving the necessary approval of the Boards of Directors, by resolution adopted by each such Board, and the approval of the shareholders of each corporation, MART GRAIN COMPANY and WESTERN SEEDS, INC., both Idaho corporations, hereby merge both such corporations into MART GRAIN COMPANY as provided in these Articles of Merger.

ARTICLE I

As provided in Section 30-1-71 of the Idaho Business Corporations Act, by resolution adopted by the unanimous vote of the Boards of Directors of MART GRAIN COMPANY and WESTERN SEEDS, INC., respectively, approving the plan of merger herein set forth; and by majority vote of the shareholders of each respective corporation at a special meeting of the shareholders called for the purpose, as required in Section 30-1-73 of the Idaho Business Corporations Act and as is more fully set forth below, the merger of MART GRAIN COMPANY and WESTERN SEEDS, INC., was approved, and the plan or merger as below set forth was adopted.

ARTICLE II

- (a) MART GRAIN COMPANY and WESTERN SEEDS, INC., both Idaho corporations, hereby merge, and the name of the corporation into which they merge is and shall be MART GRAIN COMPANY.

- (b) This merger shall take place and be effective as of the later of March 31, 1988, or the date when these Articles of Merger are accepted and filed by the Secretary of State of the State of Idaho.
- (c) The corporate directors, officers, and registered agent in Idaho of MART GRAIN COMPANY as they existed immediately prior to this merger shall continue to hold the same offices and serve in the same capacities after the merger, until their successors shall hereafter be duly elected or appointed and assume their respective offices as provided in the Articles or By-Laws of MART GRAIN COMPANY or by the laws of the State of Idaho.
- (d) The principal office of MART GRAIN COMPANY as it existed prior to this merger shall continue to be the principal office of the corporation following the merger.
- (e) The Articles of Incorporation and By-Laws of MART GRAIN COMPANY as they may have been amended in the past, and as they existed immediately prior to this merger, shall continue to be the Articles of Incorporation and By-Laws of MART GRAIN COMPANY after the merger, and the same are ratified and reaffirmed as such without change.
- (f) The manner and basis of converting the shares of each merging corporation shall be as set forth in Article III immediately below.

### ARTICLE III

Immediately prior to the merger of the merging corporations, the following, and only the following, shares of stock were issued and outstanding:

MART GRAIN COMPANY: 6,580 shares of voting common stock with a par value of Fifty and No/100 Dollars (\$50.00) per share, and 65,801 shares of non-voting common stock with an identical par value.

The voting common stock of MART GRAIN COMPANY was held by three individuals, and its non-voting common stock was held by seventeen individuals in various amounts.

WESTERN SEEDS, INC.: 1,093 shares of voting common stock, and 10,320 shares of non-voting common stock.

This voting common stock of WESTERN SEEDS, INC., was held by three individuals, one of these individuals holding only one share. The non-voting common stock of WESTERN SEEDS, INC., was held by sixteen individuals in various amounts.

The manner and basis of converting the shares of each of the merging corporations into shares, obligations, or other securities of MART GRAIN COMPANY, after merger, or into cash or other property is and shall be as follows:

- (a) Each share of voting and non-voting common shares of stock in MART GRAIN COMPANY as existing immediately prior to the merger shall be converted into one (1) share of common stock in the surviving corporation. Voting shares shall be converted to voting shares, and non-voting shares shall be converted to non-voting shares. Each such share of voting and non-voting common stock shall have a par value of Fifty and No/100 Dollars (\$50.00) after the merger.
- (b) The one share of voting common stock in WESTERN SEEDS, INC., held by the individual holding only one such share shall be sold to the surviving corporation, MART GRAIN COMPANY, for such amount as the holder thereof and the surviving corporation shall agree, upon the terms and conditions as such holder and the surviving corporation shall agree, or if they shall be unable to agree, said holder shall be issued a 1/6 share of voting common stock in the surviving corporation. The remaining 1,092 shares of voting common stock of WESTERN SEEDS, INC., shall be converted to voting common stock of the surviving corporation, MART GRAIN COMPANY, as follows:

One (1) share of MART GRAIN  
COMPANY stock for 546 shares of  
WESTERN SEEDS, INC., stock.

Each full share of MART GRAIN COMPANY stock  
issued after the merger shall have a par  
value of Fifty and No/100 Dollars (\$50.00).

- (c) The non-voting shares of WESTERN SEEDS,  
INC., stock shall not be entitled to any  
shares, obligations, or other securities of  
the surviving MART GRAIN COMPANY, nor to any  
cash or other property.

#### ARTICLE IV

The number of voting common shares of MART GRAIN  
COMPANY outstanding at the time of adoption of these Articles  
of Merger and the plan of merger was 6,580. The number of  
shares voted for such merger and plan was 6,580, and the number  
of shares voted against was 0. The 65,801 shares of non-voting  
common stock in said corporation did not vote, and are not  
entitled to vote.

The number of voting common shares of WESTERN SEEDS,  
INC., outstanding at the time of adoption of these Articles of  
Merger and the plan of merger was 1,093. The number of shares  
voted for such merger and plan was 1,092, and the number of  
shares voted against was 1. The 10,320 shares of non-voting  
common stock in said corporation did not vote, and are not  
entitled to vote.

No other classes of stock exist for either of the  
merging corporations.

DATED this 10 day of March, 1988.

MART GRAIN COMPANY

By Daniel C. Walton  
DANIEL C. WALTON  
President

ATTEST:

Jack F. Duncan  
JACK F. DUNCAN  
Secretary

WESTERN SEEDS, INC.

By *Daniel C. Walton*  
DANIEL C. WALTON  
President

ATTEST:

*Jack F. Duncan*  
JACK F. DUNCAN  
Secretary

STATE OF IDAHO )  
County of *Minidoka* ) ss.

I, *Patricia Gilman*, a Notary Public, do hereby certify that on this date, the *10<sup>th</sup>* day of *March*, 1988, personally appeared before me DANIEL C. WALTON and JACK F. DUNCAN, who being by me first duly sworn, declared that they are the President and Secretary, respectively, of MART GRAIN COMPANY, that they signed the foregoing document as President and Secretary, respectively, of said corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

*Patricia Gilman*  
NOTARY PUBLIC FOR IDAHO  
Residing at: *McCall, Idaho*  
My commission expires: *8-88*

STATE OF IDAHO

County of Minidoka ) ss.

I, Dorricia Culnan, a Notary Public, do hereby certify that on this date, the 10<sup>th</sup> day of March, 1988, personally appeared before me DANIEL C. WALTON and JACK F. DUNCAN, who being by me first duly sworn, declared that they are the President and Secretary, respectively, of WESTERN SEEDS, INC., that they signed the foregoing document as President and Secretary, respectively, of said corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Dorricia Culnan  
NOTARY PUBLIC FOR IDAHO  
Residing at: Boise Idaho  
My commission expires: 8-88

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