

94267

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 IDAHO POTATO SEED, INC., an Idaho corporation, into SIDDOWAY, 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: August 30, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

Larry J. Clark

ARTICLES OF MERGER
SIDDOWAY, INC., SURVIVING CORPORATION
IDAHO POTATO SEED, INC., ABSORBED CORPORATION

WHEREAS the Boards of Directors and Shareholders of Idaho Potato Seed, Inc. and Siddoway, Inc. have approved an Agreement and Plan of Merger to merge Idaho Potato Seed, Inc. into Siddoway, Inc. as required by I.C. §30-1-71 and 30-1-73 and directed execution of Articles of Merger by the President and Secretary of each corporation. Now therefore, the corporations adopt and propound these Articles of Merger:

1. Plan of Merger. Idaho Potato Seed, Inc. shall be merged with and into Siddoway, Inc. with Siddoway, Inc. to be the surviving corporation in accordance with the Plan of Merger set forth in the attached Agreement Merger.

2. Idaho Potato Seed Share Information. Idaho Potato Seed, Inc. is an Idaho corporation in good standing with 100,000 authorized shares of common stock having no par value of which 8,070 shares are issued and outstanding.

3. Siddoway, Inc. Share Information. Siddoway, Inc. has a capitalization of 10,000 authorized shares of common stock having a par value of One Dollar per share of which 5,000 shares are issued and outstanding.

4. Shareholder Approval. Of Idaho Potato Seed, Inc. shares, 8,070 shares were voted in favor of the Plan of Merger and zero shares were voted against the Plan of Merger.

5. Of Siddoway, Inc. shares, 5,000 shares were voted in favor of the Plan of Merger and zero shares were voted against the Plan of Merger.

Therefore, Idaho Potato Seed, Inc. is hereby merged with and absorbed into Siddoway, Inc. in accordance with the Agreement and Plan of Merger.

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SIDDOWAY INC.

IDAHO POTATO SEED, INC.

Thane Siddoway
By: Thane Siddoway, President

Thane Siddoway
By: Thane Siddoway, President

ATTEST:

ATTEST:

Marina L. Siddoway
Secretary

Marina L. Siddoway
Secretary

STATE OF IDAHO)
County of Bonneville) ss.

Thane Siddoway, being first duly sworn, on his oath deposes and says that he is the President of Siddoway, Inc., that he has read the foregoing document, knows the contents thereof, and the same are true and correct to the best of his knowledge and belief.

Thane Siddoway
Thane Siddoway

SUBSCRIBED AND SWORN to before me this 29th day of August, 1994.

(SEAL)

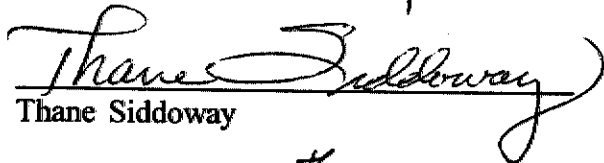
Gregory P. Macdonald
Notary Public for State of Idaho
Residing at: Idaho Falls
My Commission Expires: 2-24-1999

STATE OF IDAHO

County of Bonneville

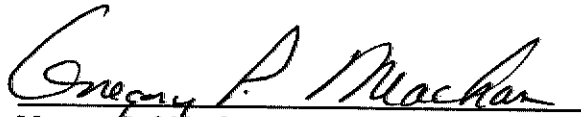
)
) ss.
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Thane Siddoway, being first duly sworn, on his oath deposes and says that he is the President of Idaho Potato Seed, Inc., that he has read the foregoing document, knows the contents thereof, and the same are true and correct to the best of his knowledge and belief.


Thane Siddoway

SUBSCRIBED AND SWORN to before me this 30th day of August, 1994.

(SEAL)


Notary Public for State of Idaho
Residing at: Idaho Falls
My Commission Expires: 2-24-1999

AGREEMENT OF MERGER

AGREEMENT OF MERGER dated August 29, 1994 between SIDDOWAY, INC. hereinafter sometimes called the surviving corporation or Siddoway, and IDAHO POTATO SEED, INC., sometimes called the absorbed corporation or Idaho.

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RECITALS

A. Siddoway, Inc. is a corporation duly organized and existing under the laws of the State of Idaho, with its principal office located at Rexburg, Idaho.

B. Siddoway, Inc. has a capitalization of 10,000 authorized shares of stock, having a par value of ONE DOLLAR (\$1.00) per share, of which 5,000 shares are issued and outstanding.

C. Idaho Potato Seed, Inc. is a corporation duly organized and existing under the laws of the State of Idaho, with its principal office located at Rexburg, Idaho.

D. Idaho Potato Seed, Inc. has a capitalization of 100,000 authorized shares of stock, having no par value of which 8,070 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that Idaho Potato Seed, Inc. be merged in to Siddoway, Inc., in accordance with the provisions of I.C. 30-1-71, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

SECTION ONE

MERGER

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows: 1@ 30.00= 30.00

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Idaho Potato Seed, Inc. shall merge with and into Siddoway, Inc. which shall be the surviving corporation.

SECTION TWO

TERMS AND CONDITIONS

On the effective date of merger, the separate existence of Idaho, the absorbed corporation, shall cease, and Siddoway, the surviving corporation, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the absorbed corporation, without the necessity for any separate transfer. Siddoway shall thereafter be responsible and liable for all liabilities and obligations of Idaho, and neither the rights of creditors nor any liens on the property of Idaho shall be impaired by the merger.

SECTION THREE

CONVERSION OF SHARES

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

1. Each share of the stock of Idaho Potato Seed, Inc. issued and outstanding on the effective date of the merger shall be converted into .1736 share of the stock of Siddoway, Inc., which shares of stock of Siddoway, Inc. shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued.
2. After the effective date of the merger, each holder of certificates for shares of stock in Idaho shall surrender them to Siddoway, Inc. or to its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.
3. Holders of certificates of stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such

shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares in the surviving corporation.

SECTION FOUR

ARTICLES OF INCORPORATION

The Articles of Incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of merger.

SECTION FIVE

BYLAWS

The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

SECTION SIX

DIRECTORS AND OFFICERS

The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

SECTION SEVEN

LIMITATIONS ON BUSINESS ACTIVITIES

Neither of the constituent corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under federal and state law to consummate this merger.

SECTION EIGHT

APPROVAL OF SHAREHOLDER

This agreement of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meetings to be held on or before August 24, 1994, or at such other time as the boards of directors of the constituent corporations may agree.

SECTION NINE

EFFECTIVE DATE

The effective date of this merger shall be the date when a certificate of merger is issued by the Secretary of State of the State of Idaho.

SECTION TEN

ABANDONMENT OF MERGER

This agreement of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

- A. If the merger is not approved by the shareholders of either the surviving or the absorbed corporation on or before August 24, 1994; or
- B. If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable due to the number of dissenting shareholders asserting appraisal rights under applicable state law.

SECTION ELEVEN

EXECUTION OF AGREEMENT

This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

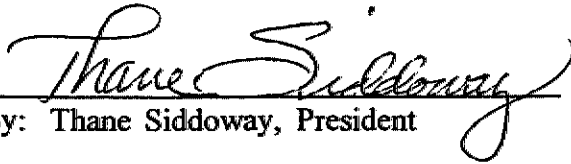
Executed on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective boards of directors on

AGREEMENT OF MERGER

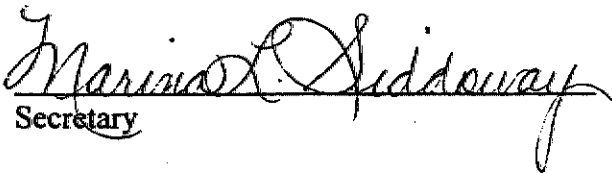
the date first written above.

DATED this 29th day of August, 1994.


SIDDOWAY INC.


By: Thane Siddoway, President

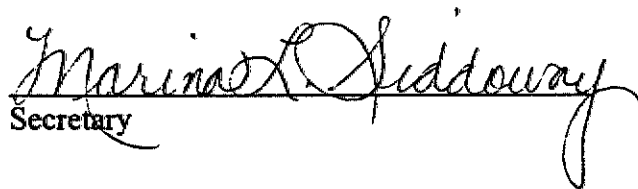
ATTEST:


Secretary

IDAHO POTATO SEED, INC.


By: Thane Siddoway, President

ATTEST:


Secretary