

FILED**STATEMENT OF MERGER**

2013 APR 30 PM 2:15

NELSEN BROTHERS PARTNERSHIP, an Idaho general partnership, through its general partners, JACK S. NELSEN and JONATHAN NELSEN and **NELSEN DAIRY**, an Idaho general partnership, through its general partners, JACK NELSEN, JOAN NELSEN, JACK S. NELSEN and JONATHAN NELSEN, do hereby adopt a statement of merger to be filed with the Idaho Secretary of State, pursuant to *Idaho Code* § 30-18-205, as follows:

1. Nelsen Brothers Partnership is a general partnership created and existing under the laws of the state of Idaho.
2. Nelsen Dairy is a general partnership created and existing under the laws of the state of Idaho.
3. Nelsen Farms, LLC, is a limited liability company that will be created and existing under the laws of the state of Idaho and is the surviving entity to the merger of the partnerships identified in paragraphs 1 and 2. The merger of Nelsen Brothers Partnership and Nelsen Dairy will be effective on the 1st day of May, 2013.
4. The merger of Nelsen Brothers Partnership and Nelsen Dairy was approved unanimously by all the general partners of each partnerships. Nelsen Farms, LLC, the entity created as a result of the merger will be a limited liability company created and existing under the laws of the state of Idaho. The proposed Certificate of Organization of Nelsen Farms, LLC, is copied and attached hereto as **EXHIBIT A**.
5. The statement of merger will become effective on the 1st day of May, 2013.

NELSEN BROTHERS PARTNERSHIP
an Idaho general partnership


JACK S. NELSEN, Partner


JONATHAN NELSEN, Partner

NELSEN DAIRY
an Idaho general partnership


JACK NELSEN, Partner


JOAN NELSEN, Partner


JACK S. NELSEN, Partner


JONATHAN NELSEN, Partner

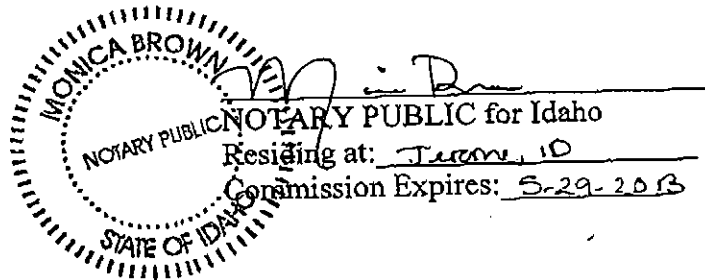
IDAHO SECRETARY OF STATE
04/30/2013 05:00
CK: 1380841 CT: 172099 BH: 1371830
1 @ 30.00 = 30.00 STMT MERGE # 2

K58

STATE OF IDAHO)
:ss
County of Jerome)

On this 10th day of April, 2013, before me, a notary public for the state of Idaho, personally appeared JACK S. NELSEN, known to me to be a general partner of NELSEN BROTHERS PARTNERSHIP, an Idaho general partnership and the person who executed the instrument on behalf of the partnership, and acknowledged to me that such partnership executed the same.

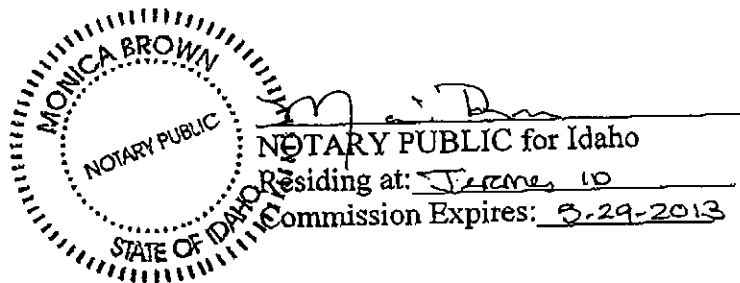
IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.



STATE OF IDAHO)
:ss
County of Jerome)

On this 10th day of April, 2013, before me, a notary public for the state of Idaho, personally appeared JONATHAN NELSEN, known to me to be a general partner of NELSEN BROTHERS PARTNERSHIP, an Idaho general partnership and the person who executed the instrument on behalf of the partnership, and acknowledged to me that such partnership executed the same.

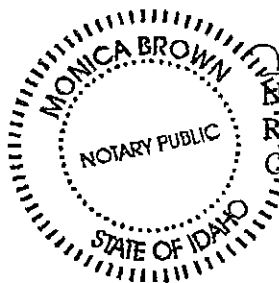
IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.



STATE OF IDAHO)
 :SS
County of Jerome)

On this 10th day of April, 2013, before me, a notary public for the state of Idaho, personally appeared JACK S. NELSEN, known to me to be a general partner of NELSEN DAIRY, an Idaho general partnership and the person who executed the instrument on behalf of the partnership, and acknowledged to me that such partnership executed the same.

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

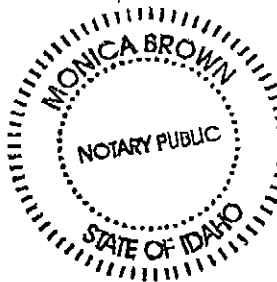


M. Brown
NOTARY PUBLIC for Idaho
Residing at: Jerome, ID
Commission Expires: 5-29-2013

STATE OF IDAHO)
 :SS
County of Jerome)

On this 10th day of April, 2013, before me, a notary public for the state of Idaho, personally appeared JONATHAN NELSEN, known to me to be a general partner of NELSEN DAIRY, an Idaho general partnership and the person who executed the instrument on behalf of the partnership, and acknowledged to me that such partnership executed the same.

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



M. Brown
NOTARY PUBLIC for Idaho
Residing at: Jerome, ID
Commission Expires: 5-29-2013

STATE OF SOUTH CAROLINA
 County of GREENVILLE ^{SS}

On this 26 day of April, 2013, before me, a notary public for the state of Idaho, personally appeared JACK NELSEN, known to me to be a general partner of NELSEN DAIRY, an Idaho general partnership and the person who executed the instrument on behalf of the partnership, and acknowledged to me that such partnership executed the same.

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

[Signature]
 NOTARY PUBLIC
 Residing at: GREENVILLE SC
 Commission Expires My Commission Expires
March 21, 2017

STATE OF SOUTH CAROLINA
 County of GREENVILLE ^{SS}

On this 26 day of April, 2013, before me, a notary public for the state of Idaho, personally appeared JOAN NELSEN, known to me to be a general partner of NELSEN DAIRY, an Idaho general partnership and the person who executed the instrument on behalf of the partnership, and acknowledged to me that such partnership executed the same.

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

[Signature]
 NOTARY PUBLIC for Idaho
 Residing at: GREENVILLE SC
 Commission Expires: My Commission Expires
March 21, 2017

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CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

(Instructions on back of application)

FILED

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SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Nelsen Farms, LLC

2. The complete street and mailing addresses of the initial designated office:

253 E. 650 N., Jerome, ID 83338

(Street Address)

(Mailing Address, if different than street address)

3. The name and complete street address of the registered agent:

JACK S. NELSEN

(Name)

253 E. 650 N., JEROME, ID 83338

(Street Address)

4. The name and address of at least one member or manager of the limited liability company:

Name	Address
<u>JACK S. NELSEN</u>	<u>253 E. 650 N., JEROME, ID 83338</u>
<u>EMILY NELSEN</u>	<u>253 E. 650 N., JEROME, ID 83338</u>
<u>JONATHAN F. NELSEN</u>	<u>31 E. 700 N., JEROME, ID 83338</u>
<u>JACK H. NELSEN</u>	<u>120 E. 600 N., JEROME, ID 83338</u>
<u>JOAN C. NELSEN</u>	<u>120 E. 600 N., JEROME, ID 83338</u>

5. Mailing address for future correspondence (annual report notices):

253 E. 650 N., JEROME, ID 83338

6. Future effective date of filing (optional):
- May 1st, 2013

Signature of a manager, member or authorized person.

Signature

Typed Name: JACK S. NELSEN

Signature

Typed Name: _____

Secretary of State use only

IDAHO SECRETARY OF STATE
04/30/2013 05:00
CK: 1380841 CT: 172099 BH: 1371830
1 @ 100.00 = 100.00 ORGAN LLC # 4

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