

# 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 \_\_\_\_\_

DOUBLE J FARMING, INC., an Idaho corporation,

into WOLFE BROTHERS, 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.

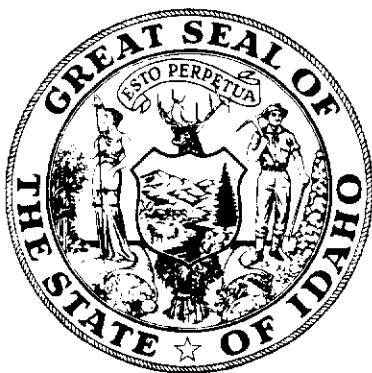
ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of

merger

, and attach hereto a duplicate original of the Articles of

Merger

Dated February 26, 19 88.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF MERGER

RECEIVED  
SECRETARY

38 FEB 26 AM 8 55

Pursuant to the provisions of Idaho Code 30-1-74, the undersigned corporations have adopted the following Articles of Merger for the purpose of combining the undersigned corporations:

The following plan of merger was approved by the stockholders of each of the undersigned corporations in the manner prescribed by statute:

Copy of Agreement and Plan of Merger attached as Exhibit "A".

As to each of the undersigned corporations, the number of shares outstanding, are all entitled to vote equally and are as follows:

NAME OF CORPORATION	NUMBER OF SHARES OUTSTANDING
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Wolfe Brothers, Inc.	14,708
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Double J. Farming, Inc.	14,713
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As to each of the undersigned corporations, the total number of shares voted for and against such plan, are as follows:

Number of Shares

NAME OF CORPORATION	TOTAL VOTED FOR	TOTAL VOTED AGAINST
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Wolfe Brothers, Inc.	14,708	-0-
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Double J. Farming, Inc.	14,713	-0-
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DATED THIS 28 day of January, 1988.

Victoria R Wolfe  
Victoria Wolfe - Secretary  
WOLFE BROTHERS, INC.

James D. Wolfe  
James D. Wolfe - President  
WOLFE BROTHERS, INC.

James D. Wolfe  
James D. Wolfe - Secretary  
DOUBLE J. FARMING, INC.

James D. Wolfe  
James D. Wolfe - President  
DOUBLE J. FARMING, INC.

VERIFICATION

STATE OF IDAHO                    )  
County of Gooding            ) ss.


I, JAMES D. WOLFE, being first duly sworn on my oath, depose and say:

That I am the President of WOLFE BROTHERS, INC., a corporation, and that I make this verification on behalf of Wolfe Brothers, Inc.; that I have read the foregoing Articles of Merger, know the contents thereof, and that the matter and things therein set forth are true to the best of my knowledge, information and belief and as to those matters, I believe them to be true.

  
\_\_\_\_\_  
James D. Wolfe

STATE OF IDAHO                    )  
County of Gooding            ) ss.


SUBSCRIBED AND SWORN To before me this 28 day of January, 1988.

  
\_\_\_\_\_  
Notary Public for the State of Idaho;  
Residing at: Gooding  
Commission Expires: 11-6-88

STATE OF IDAHO                    )  
County of Gooding            ) ss.

I, JAMES D. WOLFE, being first duly sworn on my oath, depose and say:

That I am the President of DOUBLE J. FARMING, INC., a corporation, and that I make this verification on behalf of Double J. Farming, Inc.; that I have read the foregoing Articles of Merger, know the contents thereof, and that the matter and things therein set forth are true to the best of my knowledge, information and belief and as to those matters, I believe them to be true.

  
\_\_\_\_\_  
James D. Wolfe

STATE OF IDAHO                    )  
County of Cadogan            ) ss.

SUBSCRIBED AND SWORN To before me this 28 day of January, 1988.

Craig H. Day  
Notary Public for the State of Idaho;  
Residing at: Cadogan  
Commission Expires: 11-6-88

EXHIBIT "A"

MERGER PLAN AND AGREEMENT

AGREEMENT Made this 28 day of JANUARY, 1988,  
between DOUBLE J. FARMING, INC., a corporation organized and existing  
under the laws of the State of Idaho, having its principal office at  
Grandview, County of Owyhee, State of Idaho, and WOLFE BROTHERS, INC.,  
a corporation orgainized and existing under the laws of the State of  
Idaho, having its principal office and place of business at Grandview,  
County of Owyhee, State of Idaho.

RECITALS

1. The total number of shares of stock which Wolfe Brothers, Inc. is authorized to issue is One million (1,000,000) shares, at Ten dollars (\$10.00) par value per share and Fourteen thousand seven hundred eight (14,708) shares have been issued.

2. The total number of shares of stock which Double J. Farming, Inc. is authorized to issue is One million (1,000,000) shares, at Ten dollars (\$10.00) par value per share and Fourteen thousand seven hundred thirteen (14,713) shares have been issued.

3. The Boards of Directors of the respective corporatons deem it desirable and in the best interest of the corporations and their shareholders that Double J. Farming, Inc. be merged into Wolfe Brothers, Inc.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Idaho Code 30-1-71 et seq, that Double J. Farming, Inc. shall be merged into Wolfe Brothers, Inc. as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of Double J. Farming,

Inc. into shares or other securities of Wolfe Brothers, Inc., as hereinafter set forth.

#### SECTION ONE

##### WOLFE BROTHERS, INC. TO BE SURVIVING CORPORATION

Double J. Farming, Inc. shall be merged into Wolfe Brothers, Inc. and the corporate existence of Double J. Farming, Inc. shall cease and the corporate existence of Wolfe Brothers, Inc. shall continue under the name of Wolfe Brothers, Inc., and Wolfe Brothers, Inc. shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and Wolfe Brothers, Inc. shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if Wolfe Brothers, Inc. had itself incurred them.

#### SECTION TWO

##### PRINCIPAL OFFICE

The principal office of Wolfe Brothers, Inc. shall remain the principal office of the corporation following this merger.

#### SECTION THREE

##### METHOD OF CONVERTING SHARES

Immediately upon this agreement of merger becoming effective, the shares of the constituent corporations shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock of Wolfe Brothers, Inc., as follows:

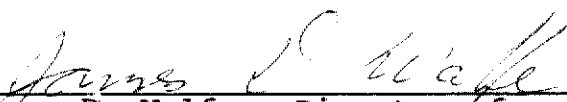
For each share of Double J. Farming, Inc. .3297 shares of Wolfe Brothers, Inc. will be issued to the shareholder of Double J. Farming, Inc. surrendering such share.


SECTION FOUR


SUBMISSION TO STOCKHOLDERS; EFFECTIVE DATE

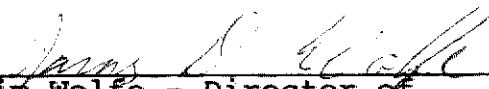
This agreement shall be submitted to the stockholders of the constituent corporations in the manner provided by Idaho Code 30-1-73, and if the votes of stockholders of each such corporation representing Seventy five percent (75%) of the total number of shares of its capital stock shall be in favor of the adoption of this agreement, it shall take effect as the agreement of merger of the constituent corporations on the date on which it is filed in the office of the Secretary of State of the State of Idaho together with evidence of its adoption as required by law.

IN WITNESS WHEREOF, the Directors, or a majority thereof, of Wolfe Brothers, Inc., and the Directors, or a majority thereof of Double J. Farming, Inc., have executed this agreement under the respective corporate's seals and the day and year first above written.

  
James D. Wolfe - Director of  
DOUBLE J. FARMING, INC.

  
William R. Wolfe - Director of  
WOLFE BROTHERS, INC.

  
Victoria Wolfe - Director of  
WOLFE BROTHERS, INC.

  
Jim Wolfe - Director of  
WOLFE BROTHERS, INC.