

CLEMONS, COSHO, HUMPHREY & SAMUELSEN
COUNSELLORS AND ATTORNEYS AT LAW
1110 BANK OF IDAHO BUILDING
BOISE, IDAHO 83702

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AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER, is made and entered into this 15th day of September, 1976, by and between IDAHO FOOD PRODUCTS COMPANY, INC., an Idaho corporation, hereinafter referred to as "Idaho Foods" and all of the Directors thereof, and GENERAL RESTAURANT EQUIPMENT COMPANY, INC., an Idaho corporation, hereinafter referred to as "General Restaurant" and all of its Directors

W I T N E S S E T H:

WHEREAS, Idaho Foods has, or will have, on the effective date of this Agreement authorized capital stock of \$350,000.00 divided into 350,000 shares of common stock of the par value of One Dollar (\$1.00 per share, nonassessable, of which 87,000 shares have been or will be issued and outstanding;

WHEREAS, the principal office of Idaho Foods in the State of Idaho, is located at 5710 Pan American Avenue, Boise, Idaho, 83704;

WHEREAS, General Restaurant has an authorized capital stock of Fifty Thousand (50,000) shares of common stock issued and outstanding, and

WHEREAS, General Restaurant has its principal place of business at 507 Main Street, Boise, Idaho 83702, and

WHEREAS, The Directors of Idaho Food Products Company, Inc., and General Restaurant Equipment Company, Inc., respectively deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the corporations merge under and pursuant to the provisions of Title 30, Chapter 1 of the Idaho Code;

1 NOW, THEREFORE, In consideration of the premises and
2 of mutual agreements herein contained and of the mutual benefits
3 hereby provided, it is agreed by and between the parties hereto
4 as follows:

5 1. MERGER: GENERAL RESTAURANT EQUIPMENT COMPANY, INC.,
6 herein referred to as "General Restaurant" shall be and is hereby
7 merged into IDAHO FOOD PRODUCTS COMPANY, INC., hereinafter called
8 "Idaho Foods".

9 2. EFFECTIVE DATE: This Agreement of Merger shall
10 become effective on October 1, 1976, hereinafter called the "effec-
11 tive date."

12 3. SURVIVING CORPORATION: Idaho Foods shall survive
13 the merger herein contemplated and shall be governed by the laws
14 of the State of Idaho, but the separate corporate existence of
15 General Restaurant shall cease forthwith upon the effective date.

16 4. AUTHORIZED CAPITAL: Authorized capital stock with
17 the surviving corporation, Idaho Foods, following the effective
18 date shall be \$350,000.00, divided into 350,000 shares of common
19 stock of the par value of One Dollar (\$1.00) per share and each
20 share shall be nonassessable.

21 5. BY-LAWS: The By-Laws of Idaho Foods shall be the
22 By-Laws of the merged corporations following the effective date
23 unless and until the same shall be amended or repealed in accord-
24 ance with the provisions thereof.

25 6. MANNER OF CONVERSION: At the effective date of
26 the merger and without any action on the part of any holder thereof,
27 each full share of common stock of General Restaurant shall be
28 converted into and become 2.76 shares of the surviving corporation,
"Idaho Foods".

1 7. RIGHTS OF SHAREHOLDERS: At the effective time
2 of the merger, each holder of a certificate or certificates which
3 heretofore represented shares of common stock of General Restaurant
4 shall cease to have any rights as a shareholder of General Restaurant
5 except such as expressly reserved to such stockholders by statute,
6 and each outstanding certificate which heretofore represented
7 shares of common stock of General Restaurant shall for all purposes,
8 represent 2.76 shares of common stock of the surviving corporation,
9 Idaho Foods. After the effective date of the merger, any holder
10 of a certificate or certificates which heretofore represented
11 shares of common stock of General Restaurant, may surrender the
12 same to the Secretary of Idaho Foods and shall thereupon be
13 entitled to receive in exchange therefore a certificate or certi-
14 ficates representing 2.76 shares of common stock of the surviving
15 corporation for each share of stock of General Restaurant sub-
16 mitted to conversion.

17 8. RIGHTS AND LIABILITIES OF SURVIVING CORPORATION: At
18 and after the effective date of the merger, the surviving corpor-
19 ation shall succeed to and possess, without further act or deed,
20 all of the estate, rights, privileges, powers and franchises, both
21 public and private, and all of the property, real, personal and
22 mixed, of each of the constituent corporations; all debts due
23 to either of the constituent corporations on whatever account shall
24 be vested in the surviving corporations; all claims, demands, pro-
25 perty, rights, privileges, powers, franchises and every other
26 interest of either of the constituent corporations shall be as
27 affecting the property of the surviving corporation as they were of
28 the respective constituent corporations; 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 but shall vest in the surviving corporation; all

rights of creditors and all liens upon any property of either of the constituent corporations shall be preserved, unimpaired and limited in lien to the property affected by such lien at the effective date of the merger; all debts, liabilities and duties of the respective constituent corporations shall henceforth attach to the surviving corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

9. FURTHER ASSURANCE OF TITLE: As and when requested by the surviving corporation or by its successors or assigns, General Restaurant will execute and deliver, or cause to be executed and delivered all such deeds and instruments and will take or cause to be taken all such further actions as the surviving corporation may deem necessary or desirable in order to vest and confirm to the surviving corporation title to and possession of any property of either of the constituent corporations required by the surviving corporation by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes thereof. The officers and directors of General Restaurant and the officers and directors of the surviving corporation, Idaho Foods, are fully authorized in the name of General Restaurant or otherwise to take any and all such action.

10. DIRECTORS: The names and post office addresses of the first directors of Idaho Foods, following the effective date, who shall be three (3) in number and shall hold office from the effective date until the annual meeting of the stockholders of Idaho Foods in 1977, until their successors shall be elected and qualified, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Thomas J. Morgan	622 Wyndemere Drive Boise, Idaho
Max Eiden, Jr.	1110 Bank of Idaho Bldg. Boise, Idaho
Merlin Hansen	Eagle, Idaho

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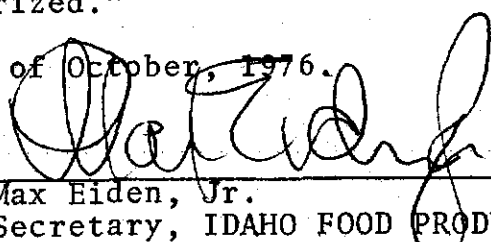
C E R T I F I C A T I O N

THE UNDERSIGNED, as Secretary of IDAHO FOOD PRODUCTS COMPANY, INC., does hereby certify that at a special meeting of the stockholders of IDAHO FOOD PRODUCTS COMPANY, INC., held on October 1, 1976, pursuant to due notice thereof, the said Stockholders unanimously adopted the following resolution:

"RESOLVED That the stockholders of IDAHO FOOD PRODUCTS COMPANY, INC., hereby determine that the merger of GENERAL RESTAURANT EQUIPMENT COMPANY, INC., an Idaho corporation, into this corporation upon the terms and conditions set forth in the Agreement of Merger submitted to the Board of Directors is advisable and generally to the advantage and to the benefit of this company; and

BE IT FURTHER RESOLVED That the Agreement of Merger presented to the stockholders and the merger therein provided for be and the same are hereby approved and the execution of said Agreement by the members of the Board of Directors and by the proper officers of this Company is hereby approved and authorized."

DATED this 1st day of October, 1976.


Max Eiden, Jr.
Secretary, IDAHO FOOD PRODUCTS COMPANY, INC.

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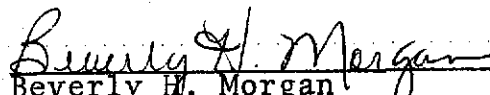
C E R T I F I C A T I O N

THE UNDERSIGNED, as Secretary of GENERAL RESTAURANT EQUIPMENT COMPANY, INC., an Idaho corporation does hereby certify that at a special meeting of the stockholders of GENERAL RESTAURANT EQUIPMENT COMPANY, INC., held pursuant to notice and waiver of all stockholders, the following resolution was unanimously adopted:

"RESOLVED That the stockholders of GENERAL RESTAURANT EQUIPMENT COMPANY, INC., hereby determine that the merger of IDAHO FOOD PRODUCTS COMPANY, INC., an Idaho corporation, into this corporation upon the terms and conditions set forth in the Agreement of Merger submitted to the Board of Directors is advisable and generally to the advantage and to the benefit of this company; and

BE IT FURTHER RESOLVED That the Agreement of Merger presented to the stockholders and the merger therein provided for be and the same are hereby approved and the execution of said Agreement by the members of the Board of Directors and by the proper officers of this Company is hereby approved and authorized."

DATED this 1st day of October, 1976.


Beverly H. Morgan
Secretary, GENERAL RESTAURANT EQUIPMENT
COMPANY, INC.

1 IN WITNESS WHEREOF, the parties hereto have hereunto
2 set their hands and seals the day and year first above written.

3 IDAHO FOODS PRODUCTS COMPANY, INC.

4 by Thomas J. Morgan
Thomas J. Morgan, President

5 ATTEST:

6 Max Eiden, Jr.
7 Max Eiden, Jr., Secretary

8 GENERAL RESTAURANT EQUIPMENT COMPANY,
9 INC.

10 by Thomas J. Morgan
11 Thomas J. Morgan, President

12 ATTEST:

13 Beverly A. Morgan
14 Secretary

1 STATE OF IDAHO)
2 :ss.
County of Ada)

3 On this 15th day of September, 1976, before me, a
4 Notary Public in and for said State, personally appeared THOMAS
J. MORGAN and MAX EIDEN, JR., known to me to be the President
5 and Secretary, respectively of IDAHO FOOD PRODUCTS COMPANY, INC.,
the corporation whose name is subscribed to the within and foregoing
6 instrument, and acknowledged to me that they executed the same
on behalf of said corporation.

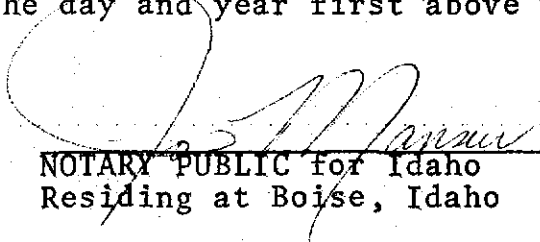
7 IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year first above written.

8
9 
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho

11
12 STATE OF IDAHO)
13 :ss.
County of Ada)

14 On this 15th day of September, 1976, before me, a
Notary Public in and for said State, personally appeared THOMAS
15 J. MORGAN and BED MORGAN known to me to be
the President and Secretary, respectively of GENERAL RESTAURANT
16 EQUIPMENT COMPANY, INC., the corporation whose name is subscribed
to the within and foregoing instrument, and acknowledged to
me that they executed the same on behalf of said corporation.

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

19
20 
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho