

FILED EFFECTIVE  
2004 JUL -8 P 12:02  
SECRETARY OF STATE  
STATE OF IDAHO

EXHIBIT I

ARTICLES OF MERGER

OF

BASIN FROZEN FOODS, INC., a Washington corporation

INTO

WAAP, INC., an Idaho corporation

THE UNDERSIGNED, as the President and the Secretary of WAAP, Inc., an Idaho corporation (the "Company"), and as the President and the Secretary of Basin Frozen Foods, Inc., a Washington corporation (the "Terminating Corporation"), for the purpose of complying with the provisions of Title 23B of the Revised Code of Washington ("RCW"), the Washington Business Corporation Act, and for the purpose of complying with the provisions of Title 30 of the Idaho Code, Chapter 1, General Business Corporations ("IC"), and in order to effectuate the merger (the "Merger") of the Terminating Corporation, with and into the Company, with the Company as the surviving corporation (the "Surviving Corporation"), hereby certifies as follows:

1 The name and place of incorporation of each constituent corporation are: WAAP, Inc., incorporated in the State of Idaho, and Basin Frozen Foods, Inc., incorporated in the State of Washington. The name of the Surviving Corporation is WAAP, Inc., and its place of incorporation is the State of Idaho.

2 A plan of merger (the "Plan of Merger") has been adopted by the Board of Directors of each corporation that is a party to the Merger.

3 The Plan of Merger does not require the approval of the stockholders of either corporation because Basin Frozen Foods, Inc., is a wholly owned subsidiary of WAAP, Inc.

4 The Articles of Incorporation of the Surviving Corporation have not been and will not be amended in connection with the Merger.

5 A complete executed Plan of Merger is on file at the office of the Surviving Corporation, currently: 910 Main Street, Suite 280, Boise, Idaho 83707.

6 A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any entity which is a party to the Merger.

7 The Merger shall be effective upon the filing of these Articles of Merger in the office of the Secretary of State of Idaho and the office of the Secretary of State of Washington.

IDAHO SECRETARY OF STATE  
07/08/2004 05:00  
CK: CASH CT: 180529 BH: 754473  
1 @ 30.00 = 30.00 MERGER # 2

C152371

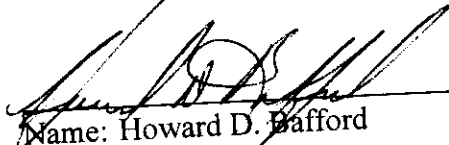
8       The specified address of the Surviving Corporation where copies of process may be sent by the Secretary of State of the State of Idaho and the Secretary of Stat of the State of Washington, served pursuant to the provisions of the IC and RCW, in a proceeding to enforce any obligation or the rights of dissenting stockholders of the Terminating Corporation, unless the Surviving Corporation has designated in writing to the Secretary of State of the State of Idaho a different address for that purpose, is 910 Main Street, Suite 280, Boise, Idaho 83707.

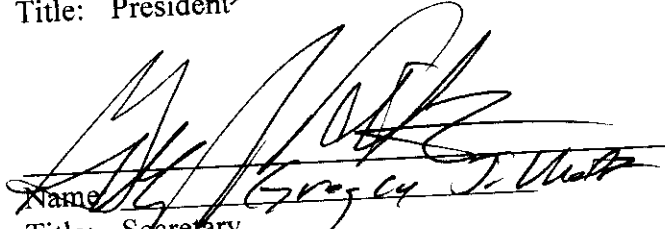
IN WITNESS WHEREOF, we have set forth our hands as of the 1 day of

~~May~~, 2004.  
*June*

“Surviving Corporation”

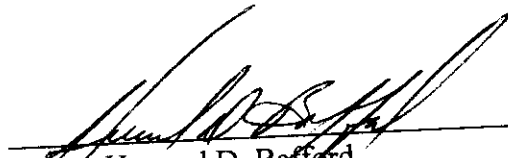
WAAP, Inc.,  
an Idaho corporation

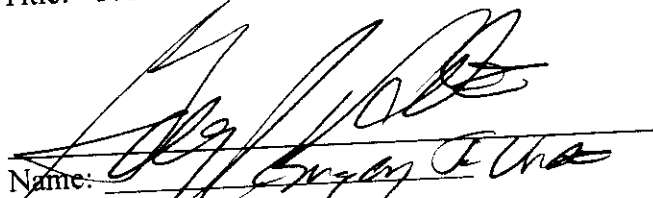
  
Name: Howard D. Bafford  
Title: President

  
Name: Gregory J. Vetter  
Title: Secretary

“Terminating Corporation”

Basin Frozen Foods, Inc.,  
a Washington corporation

  
Name: Howard D. Bafford  
Title: President

  
Name: Gregory J. Vetter  
Title: Secretary

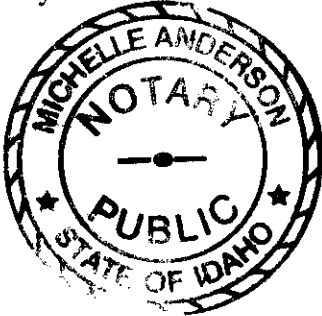
STATE OF IDAHO )

) ss.

County of Ada )

On this 1<sup>st</sup>, day of July, in the year 2004, before me, a Notary Public in and for the State of Idaho, personally appeared Howard D. Bafford, known or identified to me to be the President of Basin Frozen Foods, Inc., a Washington corporation, the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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



Michelle Anderson  
Notary Public for Idaho  
Residing at: PO Box 20  
My commission expires: 2/25/08

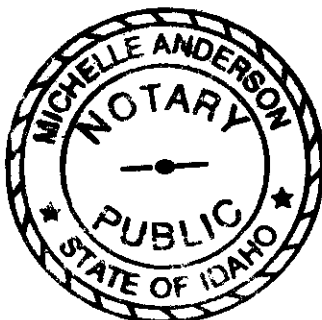
STATE OF IDAHO )

) ss.

County of Ada )

On this 1<sup>st</sup>, day of July, in the year 2004, before me, a Notary Public in and for the State of Idaho, personally appeared Gregory J. Vroegh known or identified to me to be the secretary of Basin Frozen Foods, Inc., a Washington corporation, the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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



Michelle Anderson  
Notary Public for Idaho  
Residing at: PO Box 20  
My 2/25/08

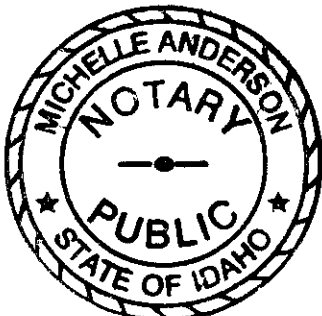
STATE OF IDAHO )

) ss.

County of Ada )

On this 19<sup>th</sup>, day of July, in the year 2004, before me, a Notary Public in and for the State of Idaho, personally appeared Howard D. Bafford, known or identified to me to be the president of WAAP, Inc., an Idaho corporation, the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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



Michelle Anderson  
Notary Public for Idaho  
Residing at: BOISE ID  
My commission expires: 2/25/08

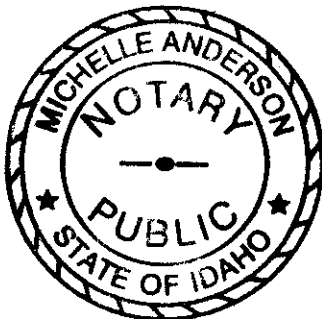
STATE OF IDAHO )

) ss.

County of Ada )

On this 1<sup>st</sup>, day of July, in the year <sup>2004</sup>~~1994~~, before me, a Notary Public in and for the State of Idaho, personally appeared Gregory J. White, known or identified to me to be the secretary of WAAP, Inc., an Idaho corporation, the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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



Michelle Anderson  
Notary Public for Idaho  
Residing at: BOISE ID  
My commission expires: 2/25/08

## PLAN OF MERGER

This PLAN OF MERGER, governing the merger of Basin Frozen Foods, Inc., a Washington corporation, with and into WAAP, Inc., an Idaho corporation, with WAAP, Inc., being the name of the surviving corporation after the effectiveness of such merger, was adopted by Basin Frozen Foods, Inc. by resolution of its Board of Directors dated as of June 1, 2004 and by WAAP, Inc. by resolution of its Board of Directors dated as of June 1, 2004.

1. Basin Frozen Foods, Inc., and WAAP, Inc., shall, pursuant to the provisions of the laws of the States of Washington and Idaho, be merged with and into a single corporation, to wit, WAAP, Inc., which shall be the surviving corporation when the merger becomes effective and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the States of Washington and Idaho. The separate existence of Basin Frozen Foods, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger pursuant to the provisions of the General Corporation Law of the States of Washington and Idaho.

2. The Articles of Incorporation of the surviving corporation when the merger becomes effective shall be the Articles of Incorporation of said surviving corporation.

3. The present Bylaws of the surviving corporation will be the Bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Business Corporation Law of the State of Idaho.

4. The directors and officers in office of the surviving corporation when the merger becomes effective shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the surviving corporation.

5. Each issued share of the terminating corporation when the merger takes effect and all rights with respect thereto shall be cancelled and retired, with no cash payment or other consideration being made therefore. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share that is issued when the merger takes effect shall continue to represent one issued share of the surviving corporation.

6. The surviving corporation is the owner of all of the issued and outstanding stock of the termination corporation. Accordingly, pursuant to RCW 23B.11.040, the vote and approval of the shareholders of the terminating corporation is not required, and the vote and approval of the shareholders of the surviving corporation is not required. Similarly, pursuant to Idaho Code section 30-1-1104, the vote and approval of the shareholders of the terminating corporation is not required, and the vote and approval of the shareholders of the surviving corporation is not required.

7. In the event that this Plan of Merger shall have been approved by the Board of Directors of the terminating corporation and the Board of Directors of the surviving corporation in the manner prescribed by the provisions of the laws of the States of Washington and Idaho, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of Washington and Idaho, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and the Board of Directors and the proper officers of the surviving corporation, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

**UNANIMOUS CONSENT OF DIRECTORS  
IN LIEU OF MEETING  
OF  
WAAP, INC.  
APPROVING PLAN OF MERGER**

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**THE UNDERSIGNED**, being all of the directors of WAAP, INC., an Idaho corporation, ("the Corporation") do hereby consent to, adopt, ratify and approve in writing the following corporate actions, without a meeting, in accordance with the provisions of the general business corporation laws of the State of Idaho.

**MERGER WITH BASIN FROZEN FOODS, INC.**

**WHEREAS**, the Corporation desires to authorize the merger of Basin Frozen Foods, Inc., a Washington corporation, into the Corporation, with the Corporation as the surviving corporation. Such merger is deemed to be in the best interests of the Corporation and its shareholder.

**NOW THEREFORE, BE IT HEREBY RESOLVED** that the merger of Basin Frozen Foods, Inc., a Washington corporation, into the Corporation, with the Corporation as the surviving corporation is hereby unanimously approved and authorized. The terms and conditions of the merger are as described on the plan of merger attached hereto as Exhibit A.

**BE IT FURTHER RESOLVED**, that the Corporation is authorized to take whatever actions are necessary to effect such merger, including without limitation the execution and filing of any and all documents with the secretary of state of Idaho and the secretary of state of Washington, and the execution and filing of any and all tax returns, and to execute any and all other documents necessary or convenient to effect such merger.

**BE IT FURTHER RESOLVED**, that Howard D. Bafford, President, is authorized and directed on behalf of the Corporation to take such actions and to execute all documents and instruments as are required or are expedient to effectuate the foregoing authorized merger in his discretion.

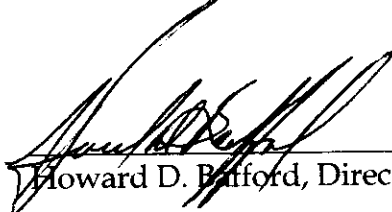
**RELIANCE UPON RESOLUTIONS:**

**BE IT FURTHER RESOLVED**, that any person or entity may rely upon any of the foregoing upon presentation of a copy of this Resolution certified by the Secretary or any Assistant Secretary of the Corporation declaring that said Resolution has not been revoked hereafter.



This Consent of Directors In Lieu of Meeting shall be effective this 1 day of June, 2004.

**DIRECTOR:**

  
Howard D. Buford, Director

**UNANIMOUS CONSENT OF DIRECTORS  
IN LIEU OF MEETING  
OF  
BASIN FROZEN FOODS, INC.  
APPROVING PLAN OF MERGER**

\*\*\*\*\*

**THE UNDERSIGNED**, being all of the directors of Basin Frozen Foods, Inc., a Washington corporation, ("the Corporation") do hereby consent to, adopt, ratify and approve in writing the following corporate actions, without a meeting, in accordance with the provisions of the general business corporation laws of the State of Washington.

**MERGER WITH WAAP, INC.**

**WHEREAS**, the Corporation desires to authorize the merger the Corporation into WAAP, Inc., an Idaho corporation, with WAAP, Inc., as the surviving corporation. Such merger is deemed to be in the best interests of the Corporation and its shareholder.

**NOW THEREFORE, BE IT HEREBY RESOLVED**, that the merger of the Corporation into WAAP, Inc., an Idaho corporation, with WAAP, Inc., as the surviving corporation is hereby unanimously approved and authorized. The terms and conditions of the merger are as described on the plan of merger attached hereto as Exhibit A.

**BE IT FURTHER RESOLVED**, that the Corporation is authorized to take whatever actions are necessary to effect such merger, including without limitation the execution and filing of any and all documents with the secretary of state of Idaho and the secretary of state of Washington, and the execution and filing of any and all tax returns, and to execute any and all other documents necessary or convenient to effect such merger.

**BE IT FURTHER RESOLVED**, that Howard D. Bafford, President, is authorized and directed on behalf of the Corporation to take such actions and to execute all documents and instruments as are required or are expedient to effectuate the foregoing authorized merger in his discretion.


**RELIANCE UPON RESOLUTIONS:**

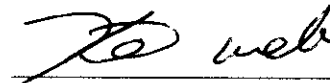
**BE IT FURTHER RESOLVED**, that any person or entity may rely upon any of the foregoing upon presentation of a copy of this Resolution certified by the Secretary or any Assistant Secretary of the Corporation declaring that said Resolution has not been revoked hereafter.

This Consent of Director In Lieu of Meeting shall be effective this   1   day of

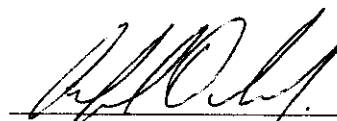
June, 2004.

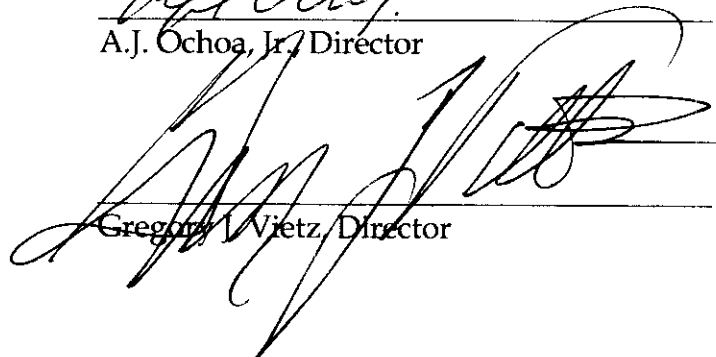
**DIRECTORS:**

  
Howard D. Bafford, Director

  
Kevin Weber, Director

  
David Ochoa, Director

  
A.J. Ochoa, Jr., Director

  
Gregory L. Vietz, Director