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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 SWISS VILLAGE CHEESE COMPANY into SIMPLOT DAIRY PRODUCTS, INC, 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: December 21, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

SIMPLOT DAIRY PRODUCTS, INC.

Pursuant to the provisions of Section 30-1-101 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

SIMPLOT DAIRY PRODUCTS, INC., a corporation organized and existing under the laws of Idaho, the parent corporation, does hereby certify:

FIRST: That this corporation was incorporated on the 17th day of June, 1991 pursuant to the laws of the State of Idaho.

SECOND: The number of outstanding shares of each class of SWISS VILLAGE CHEESE COMPANY, an Idaho corporation, and the number of shares of each class owned by SIMPLOT DAIRY PRODUCTS, INC. are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Swiss Village Cheese Company	16,250	Common	16,250

THIRD: The total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>	
			<u>Class</u>	<u>Voted For</u> <u>Voted Against</u>
Swiss Village Cheese Company	16,250	0	Common	16,250 0

FOURTH: That this corporation, by resolution of its Board of Directors, duly adopted the following Plan of Merger, at a meeting held on the 1st day of December, 1994, and determined to merge into itself said SWISS VILLAGE CHEESE COMPANY, at the Effective Time which resolution is in the following words, to-wit:

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NOW, THEREFORE, BE IT RESOLVED that SIMPLOT DAIRY PRODUCTS, INC. merge, and it hereby does merge into itself said SWISS VILLAGE CHEESE COMPANY, and assumes all of its obligations, at the Effective Time, under the following terms and conditions:

A. BE IT RESOLVED that effective as of the close of business on the 31st day of December, 1994, (the Effective Time), SWISS VILLAGE CHEESE COMPANY shall be and it is hereby merged into SIMPLOT DAIRY PRODUCTS, INC., with the effect and result that the existence of SWISS VILLAGE CHEESE COMPANY shall cease and SIMPLOT DAIRY PRODUCTS, INC. shall continue in existence as the surviving corporation.

B. BE IT RESOLVED that all of the provisions contained in the Articles of Incorporation, as amended, and the By-Laws of SIMPLOT DAIRY PRODUCTS, INC. shall remain in force and effect and shall not be deemed altered or amended hereby, and that the laws of the State of Idaho shall continue to govern the surviving corporation.

C. BE IT RESOLVED that the present members of the Board of Directors of SIMPLOT DAIRY PRODUCTS, INC. shall continue to hold office during the remainder of the term to which they are elected and until their successors are elected and duly qualified.

D. BE IT RESOLVED that at the Effective Time, all of the property, real, personal or mixed, and all of the assets of SWISS VILLAGE CHEESE COMPANY wherever located, shall be deemed automatically transferred to and become vested in SIMPLOT DAIRY PRODUCTS, INC. as the surviving corporation, without any further act or deed or instrument of transfer or conveyance for the accomplishment thereof; and whereupon, further SIMPLOT DAIRY PRODUCTS, INC. shall assume and become liable for payment of all the existing indebtedness and obligations of SWISS VILLAGE CHEESE COMPANY, including the obligations to perform existing agreements without any special act or assumption of liability for those obligations.

E. BE IT RESOLVED that inasmuch as SWISS VILLAGE CHEESE COMPANY is a wholly-owned subsidiary of SIMPLOT DAIRY PRODUCTS, INC. and is being merged into its parent corporation, no additional capital stock of SIMPLOT DAIRY PRODUCTS, INC. will be issued upon or as a part of said merger; and after the Effective Time each certificate or certificates theretofore

representing issued and outstanding shares of the Capital Stock of SWISS VILLAGE CHEESE COMPANY shall be deemed cancelled.

F. BE IT RESOLVED that notwithstanding any action taken with respect to the merger by the Directors of SIMPLOT DAIRY PRODUCTS, INC. or SWISS VILLAGE CHEESE COMPANY or both, and notwithstanding anything herein or elsewhere to the contrary, the merger may be abandoned at any time prior to the filing thereof by the adoption of a resolution providing for such abandonment by the Board of Directors of SIMPLOT DAIRY PRODUCTS, INC.

G. BE IT RESOLVED that the President, Vice-President or Secretary of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a certificate of ownership and merger setting forth a copy of the resolution to merge said SWISS VILLAGE CHEESE COMPANY and assumes its liabilities and obligations and to file the same in the office of the Secretary of State of Idaho; and

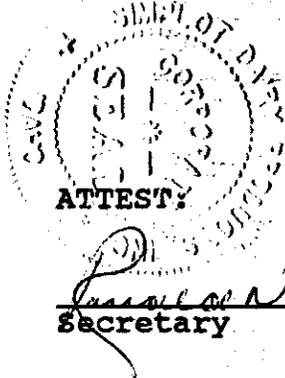
H. BE IT FURTHER RESOLVED that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Idaho which may be necessary or proper to effect said merger.

FIFTH: That this corporation survives the merger and may be served with process in the State of Idaho in any proceeding for enforcement of any obligation of SWISS VILLAGE CHEESE COMPANY, as well as for enforcement of any obligation of the surviving corporation arising from the merger.

SIXTH: The undersigned corporation hereby (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of the rights of a dissenting shareholder of the above-mentioned subsidiary corporation against the surviving corporation; (b) irrevocably appoints the Secretary of the State of Idaho as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholder of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Corporation Law with respect to the rights of dissenting shareholders.

SEVENTH: The mailing of Notice of said Plan and Agreement of Merger was waived by the shareholders of SWISS VILLAGE CHEESE COMPANY on December 1, 1994.

IN WITNESS WHEREOF, said SIMPLOT DAIRY PRODUCTS, INC. has caused its corporate seal to be affixed and this certificate to be signed by Stephen A. Beebe, its President and Ronald N. Graves, its Secretary, this 19th day of December, 1994.



Ronald N. Graves
Secretary

SIMPLOT DAIRY PRODUCTS, INC.

By Stephen A. Beebe
Its: President

I, STEPHEN A. BEEBE, President of SIMPLOT DAIRY PRODUCTS, INC., a corporation organized and existing under the laws of the State of Idaho, hereby certifies as such President and under the seal of said corporation that the Articles of Merger to which this Certificate is attached, after having been first duly signed on behalf of said corporation, is the voluntary act and deed of said corporation and the facts set forth therein are true.

WITNESS my hand and the seal of said SIMPLOT DAIRY PRODUCTS, INC. on this 19th day of December, 1994.

Stephen A. Beebe
STEPHEN A. BEEBE - President

STATE OF IDAHO)

County of Ada)

ss.

County of Ada)

I, KELLINE EASON, a Notary Public, do hereby certify that on this 19th day of December, 1994, personally appeared before me STEPHEN A. BEEBE and RONALD N. GRAVES, who, being by me first duly sworn, declared that they are the President and Secretary, respectively of SIMPLOT DAIRY PRODUCTS, INC., an Idaho corporation, and that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.



Kelline Eason

NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho
My Commission Expires: 10-13-98

**PLAN OF MERGER
Between**

**SIMPLOT DAIRY PRODUCTS, INC.
An Idaho Corporation
(The Surviving Corporation)**

and

**SWISS VILLAGE CHEESE COMPANY
An Idaho Corporation
(The Merging Corporation)**

PLAN OF MERGER, dated December 1, 1994 between SIMPLOT DAIRY PRODUCTS, INC., an Idaho corporation (hereinafter referred to as the "Surviving Corporation"), and SWISS VILLAGE CHEESE COMPANY, an Idaho corporation (hereinafter referred to as the "Merging Corporation"), which two corporations are hereinafter sometimes referred to as the "Constituent Corporations").

FIRST

RECITALS

The Surviving Corporation is validly organized, existing and in good standing under the laws of the State of Idaho. The Merging Corporation is validly organized, existing and in good standing under the laws of the State of Idaho.

The Surviving Corporation has an authorized capital of 10,000 shares of no par value Common Stock of which on the 1st day of December, 1994, 20 shares were issued and outstanding.

EXHIBIT A

The Merging Corporation has an authorized capital of 500,000 shares of Common Stock with a par value of \$1.00 each, of which on the date of execution of this Agreement 16,250 shares were issued and outstanding.

The Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of their respective corporations and stockholders that the Merging Corporation merge with and into the Surviving Corporation in accordance with the provisions of applicable statutes of the State of Idaho, and have entered into this Plan of Merger in connection with the merger.

SECOND

AGREEMENT OF MERGER

NOW, THEREFORE, the Constituent Corporations agree, each with the other, to merge into a single corporation which shall be Simplot Dairy Products, Inc., the Surviving Corporation, pursuant to the laws of the State of Idaho and agree upon and prescribe the terms and conditions of the statutory merger, the mode of carrying it into effect and the manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation, as herein set forth:

On the effective date of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease; the Constituent Corporations shall become a single corporation named "Simplot Dairy Products, Inc.", an Idaho corporation, which shall be the Surviving Corporation.

THIRD

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of Simplot Dairy Products, Inc. in effect immediately prior to the effective date of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation, until altered or repealed in the manner provided by law and such Articles of Incorporation.

FOURTH

BY-LAWS OF SURVIVING CORPORATION

The By-laws of Simplot Dairy Products, Inc. in effect immediately prior to the effective date of the merger shall continue to be the By-laws of the Surviving Corporation, until altered or repealed in the manner provided by law and such By-laws.

FIFTH

DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Directors and Officers of Simplot Dairy Products, Inc. immediately prior to the effective date of the merger shall continue to be the Directors of the Surviving Corporation, to hold office for the terms specified in the By-laws of the Surviving Corporation and until their respective successors are duly elected and qualified.

SIXTH

MANNER AND BASIS OF CONVERSION OF SHARES

The manner and basis of converting the shares of the constituent corporations into shares of the Surviving Corporation shall be as follows:

1. In as much as the merging Corporation is a wholly owned subsidiary of the Surviving Corporation and no other shares of stock of the Merging Corporation are owned by a third party, no additional stock will be issued.

2. On the effective date of the merger, any shares of Common Stock of the Merging Corporation which are then held in its treasury, shall be canceled and retired without further action, and no shares of Common Stock of the Surviving Corporation shall be issued in respect thereof.

SEVENTH **EFFECT OF MERGER**

On the effective date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as a private nature of each of the Constituent Corporations, and shall become subject to all the restrictions, disabilities and duties of each of the Constituent Corporations. All property, real, personal and mixed, and debts due to each of the Constituent Corporations on whatever account, including stock subscriptions as well as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, assets, rights, privileges, powers, franchises and immunities, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and 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; provided, however, that all of the creditors and liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts,

liabilities, obligations and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

If at any time after the merger becomes effective it shall appear to the Surviving Corporation that any further assignments or assurances are necessary or desirable to evidence the vesting in the Surviving Corporation of the title to any of the property or rights of the Merging Corporation, those persons who were proper officers and directors of the Merging Corporation as of the effective date of the merger shall execute, acknowledge and deliver such assignments or other instruments and do such acts as may be necessary or appropriate to evidence the vesting of title to such property or rights in the Surviving Corporation. For such purposes the capacity and authority of the Merging Corporation and its officers shall be deemed to be continuing.

EIGHTH
ABANDONMENT

Anything herein or elsewhere to the contrary notwithstanding, this Plan of Merger may be abandoned by action of the Board of Directors of either the Surviving Corporation or the Merging Corporation at any time prior to the effective date of the merger, whether before or after submission to their respective stockholders.

NINTH
EFFECTIVE DATE

The effective date of the merger provided for by this Agreement shall be December 31, 1994.

