



The State of Texas
Secretary of State

I, BOB BULLOCK, Secretary of State
of the State of Texas DO HEREBY CERTIFY that the attached is a
true and correct copy of the following described instruments on
file in this office:

Articles of Merger of HORTEN DAIRY COMPANY, an Ohio corporation,
and THE SOUTHLAND CORPORATION, a Texas corporation, for which
a Certificate of Merger was issued on December 31, 1971; that
according to the terms of the Merger the surviving corporation is
THE SOUTHLAND CORPORATION, a Texas corporation.



IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be im-
pressed hereon the Seal of State at my office in
the City of Austin, this

4th day of January, A. D. 19 72.


Secretary of State

FILED
In the Office of the
Secretary of State of Texas

DEC 31 1971

Bill Zimmerman

ARTICLES OF MERGER Deputy Director, Corporation Division

OF

HORTEN DAIRY COMPANY

INTO

THE SOUTHLAND CORPORATION

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, THE SOUTHLAND CORPORATION, a corporation organized under the laws of the State of Texas, and owning at least ninety per cent of the shares of HORTEN DAIRY COMPANY, a corporation organized under the laws of the State of Ohio, hereby executes the following articles of merger:

1. The following is a copy of a resolution of the Board of Directors of THE SOUTHLAND CORPORATION adopted on November 13, 1971:

RESOLVED, that THE SOUTHLAND CORPORATION, sole shareholder of HORTEN DAIRY COMPANY, hereby adopts the following plan of complete liquidation of HORTEN DAIRY COMPANY, designed to meet the requirements of Sections 332 and 334 (b) (2) of the Internal Revenue Code and the regulations thereunder:

1. The complete liquidation of HORTEN DAIRY COMPANY into THE SOUTHLAND CORPORATION will be accomplished by means of a merger under Art. 5.16 of the Texas Business Corporation Act and Section 1701.80 of the Revised Code of Ohio, pursuant to the following plan of merger:

(1) The name of the subsidiary corporation to be merged is HORTEN DAIRY COMPANY, and the name of the surviving corporation is THE SOUTHLAND CORPORATION.

(2) HORTEN DAIRY COMPANY, has only common stock authorized. It has outstanding 250 shares, all of which are owned by THE SOUTHLAND CORPORATION.

(3) The terms and conditions of the proposed merger, including the manner and basis of converting the shares of the subsidiary corporation to be merged, is that all shares of the subsidiary corporation will be cancelled without consideration.

(4) The effective date of this merger will be the date the articles of merger are filed with the Secretary of State of the State of Texas after a certificate of merger is filed with the Secretary of State of Ohio. The effective date will be December 31, 1971, unless on that date there are leases, mortgages, debentures, or other contracts which would be breached by the merger, as to which consents have not been obtained. In this case, the effective date will be as soon as practicable after all necessary consents are obtained. The Vice President and General Counsel is authorized to permit the merger to become effective without any consents he considers relatively unimportant. In any event, the effective date will be such that the basis of the property of HORTEN DAIRY COMPANY, in the hands of THE SOUTHLAND CORPORATION will be determined under Section 334 (b) (2) of the Internal Revenue Code.

(5) This plan of merger may be abandoned by a resolution of the Board of Directors of THE SOUTHLAND CORPORATION adopted at any time before the articles of merger are filed with the Secretary of State of the State of Texas.

2. The number of outstanding shares of each class of the subsidiary corporation and the number of shares of each class owned by the surviving corporation is:

<u>Class</u>	<u>No. of Shares Outstanding</u>	<u>No. of Shares Owned by Parent</u>
Common	250	250

3. The laws of Ohio, the jurisdiction under which HORTEN DAIRY COMPANY said foreign corporation is organized permits such a merger.

DATED *22nd* DAY OF *December*, 1971

THE SOUTHLAND CORPORATION

By *J. S. Gordin*
Vice President
By *James H. Gordin*
Assistant Secretary

STATE OF TEXAS }
COUNTY OF DALLAS } ss.

I, *Kathy D. Burkett*, a notary public, do hereby certify that on this *22nd* day of *December*, 1971, personally appeared before me *J. S. Gordin*, who being by me first duly sworn, declared that he is the *Vice* President of THE SOUTHLAND CORPORATION, that he signed the foregoing document as *Vice* President of said corporation, and that the statements therein contained are true.

Kathy D. Burkett
Notary Public, Dallas
County, Texas

(Seal of Notary)