

ARTICLES OF MERGER
of a Foreign Corporation into
SIMPLOT INDUSTRIES, INC.



Pursuant to the provisions of Section 16-10-70 of the Utah Business Corporation Act, SIMPLOT INDUSTRIES, INC., the undersigned domestic corporation, and BANNOCK PIPE FABRICATING COMPANY, a foreign corporation, adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the corporations and the State under the laws of which they are respectively organized are:

SIMPLOT INDUSTRIES, INC.	Utah
BANNOCK PIPE FABRICATING COMPANY	Idaho

SECOND: The laws of the State under which such foreign corporation is organized permits such merger.

THIRD: The name of the surviving corporation is SIMPLOT INDUSTRIES, INC., and it is to be governed by the laws of the State of Utah.

FOURTH: The attached Plan and Agreement for Merger was approved by the Board of Directors and shareholders of the undersigned domestic corporation in the manner prescribed by the Utah Business Corporation Act, and was approved by the aforesaid foreign corporation in the manner prescribed by the laws of the State under which it is organized.

FIFTH: Simplot Industries, Inc. is authorized by its Articles of Incorporation to issue 1,000 shares of Class A Capital Stock and \$10,000 shares of Class B Capital Stock,

having an aggregate par value of \$110,000, of which 1,000 shares of Class A Capital Stock and 8,350 shares of Class B Capital Stock, having an aggregate par value of \$93,500 are now issued and outstanding; and Bannock Pipe Fabricating Company is authorized by its Articles of Incorporation to issue 1,000 shares of common capital stock having an aggregate par value of \$10,000, of which only 100 shares are issued and outstanding, all of which are owned and held by Simplot Industries, Inc., the other party to this merger.

SIXTH: The shareholders of Bannock Pipe Fabricating Company were mailed copies of the Plan and Agreement of Merger on January 25, 1972.

SEVENTH: On and after the effective date of this merger, that being March 1, 1972, Simplot Industries, Inc. shall be the surviving corporation and shall continue to exist as a domestic corporation under the laws of the State of Utah, with all the rights and obligations of said corporation in said State. The Articles of Incorporation of Simplot Industries, Inc., as amended, shall continue to be the Articles of Incorporation of the surviving corporation until amended. Pursuant to Idaho Code 30-155, Simplot Industries, Inc. hereby agrees that it may be served with process in the State of Idaho in any proceeding for enforcement of any obligation prior to this merger, and Simplot Industries, Inc. hereby appoints the Secretary of State of the State of Idaho as its agent to accept such service of process as aforesaid, to be served

on Simplot Industries, Inc. by certified mail at P. O. Box
2777, Boise, Idaho 83701.

DATED THIS 28th day of February, 1972.

Attest:

David A. [Signature]
and Secretary

SIMPLOT INDUSTRIES, INC.

By

[Signature]
Executive Vice President

STATE OF IDAHO)
) ss.
County of Ada)

John A. [Signature], being first duly sworn on
oath, says that he is the Executive Vice President of the
above-named corporation; that he makes this affidavit for and
on behalf of said corporation for the reason that affiant is
the managing agent, to-wit, the Executive Vice President
thereof; that he has read the above and foregoing Articles of
Merger of a Foreign Corporation into Simplot Industries, Inc.,
knows the contents thereof, and that the same is true as
affiant verily believes.

SUBSCRIBED AND SWORN TO before me this 28th day of
February, 1972.

[Signature]
Notary Public for Idaho
Residing at Boise, Idaho

PLAN AND AGREEMENT FOR MERGER

THIS AGREEMENT, Entered into this 28th day of February, 1972, by and between SIMPLOT INDUSTRIES, INC. a Utah corporation, and all of the members of the Board of Directors of that company, and Bannock Pipe Fabricating Company, an Idaho corporation, and all of the members of the Board of Directors of that company;

W I T N E S S E T H:

WHEREAS, Simplot Industries, Inc. is a corporation duly organized and existing under the laws of the State of Utah, having its principal place of business at Salt Lake City in the County of Salt Lake, State of Utah; and Bannock Pipe Fabricating Company is a corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business at Boise, in the County of Ada, State of Idaho; and

WHEREAS, Simplot Industries, Inc. is authorized by its Articles of Incorporation to issue 1,000 shares of Class A Capital Stock and 10,000 shares of Class B Capital Stock, having an aggregate par value of \$110,000, of which 1,000 shares of Class A Capital Stock and 8,350 shares of Class B Capital Stock, having an aggregate par value of \$93,500 are now issued and outstanding; and

WHEREAS, Bannock Pipe Fabricating Company is authorized by its Articles of Incorporation to issue 1,000 shares of common capital stock having an aggregate par value of \$10,000, of which only 100 shares are issued and outstanding, all of which are owned and held by Simplot Industries, Inc., the other party to this Agreement; and

WHEREAS, for adequate business reasons, it is considered desirable by the parties hereto that a merger be effected between the said corporations by which Bannock Pipe Fabricating Company is merged into Simplot Industries, Inc. as the surviving corporation;

NOW, THEREFORE, in consideration of the premises and the terms and conditions herein set forth, the parties hereto have mutually agreed to effect a merger between the said two corporations upon the following terms and conditions:

SECTION 1. It is agreed that effective as of the commencement of business on the 1st day of March, 1972, Bannock Pipe Fabricating Company shall be and it is hereby merged into Simplot Industries, Inc., with the effect and result that the existence of Bannock Pipe Fabricating Company shall cease and Simplot Industries, Inc. shall continue in existence as the surviving or merging corporation.

SECTION 2. It is agreed that all of the provisions contained in the Articles of Incorporation, as amended, and the By-laws of Simplot Industries, Inc. shall remain in force and effect and shall not be deemed altered or amended hereby, and that the laws of the State of Utah shall continue to govern the surviving corporation.

SECTION 3. It is agreed that the present members of the Board of Directors of Simplot Industries, Inc. shall continue to hold office during the remainder of the term to which they are each elected and until their successors are elected and duly qualified.

SECTION 4. It is agreed that upon said merger becoming effective, all of the property, real, personal or mixed, and all of the assets of Bannock Pipe Fabricating Company wherever located, shall be deemed automatically transferred to and become vested in Simplot Industries, 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 Industries, Inc. shall assume and become liable for payment of all of the existing indebtedness and obligations of Bannock Pipe Fabricating Company, including the obligation to perform existing leases and contracts without any special act or assumption of liability for those obligations.

SECTION 5. Inasmuch as this agreement contemplates a merger of a wholly-owned subsidiary corporation, Bannock Pipe Fabricating Company, into its parent corporation, Simplot Industries, Inc., no additional capital stock of Simplot Industries, Inc. will be issued upon or as a part of said merger.

SECTION 6. It is agreed that this Agreement for Merger of said corporations shall be submitted to the shareholders of each of those corporations at meetings duly called and separately held as required by the applicable laws of the State of Utah and the State of Idaho, and the provisions of the By-Laws of each corporation for calling shareholders' meetings; and this Agreement shall only become effective and binding upon the two corporations if and when adopted, approved and ratified by the affirmative vote of at least two-thirds of the voting power of all of the shareholders of each corporation at the meeting of shareholders so held.

SECTION 7. It is agreed that as the surviving corporation is to be governed by Utah law, that pursuant to Idaho Code 30-155, Simplot Industries, Inc. hereby agrees that it may be served with process in the State of Idaho in any proceeding for enforcement of any obligation prior to this merger, and Simplot Industries, Inc. hereby appoints the Secretary of State of the State of Idaho as its agent to accept such service of process as aforesaid, to be served on Simplot Industries, Inc., by certified mail at P. O. Box 2777, Boise, Idaho 83701.

IN WITNESS WHEREOF, This Agreement has been executed on behalf of the corporate parties hereto by all of the members of the Board of Directors of each corporation, the day and year herein first above written.

SIMPLOT INDUSTRIES, INC.

BY

J. R. Simplot
J. R. Simplot - Director

By

John M. Dahl
John M. Dahl - Director

By

Scott R. Simplot
Scott R. Simplot - Director

BANNOCK PIPE FABRICATING
COMPANY

By

W. Grant Kilbourne
W. Grant Kilbourne - Director

By

A. Dale Dunn
A. Dale Dunn - Director

By

L. E. Haight
L. E. Haight - Director

C E R T I F I C A T E

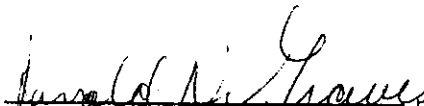
STATE OF IDAHO)
) ss.
County of Ada)

Doris J. Alspaugh, the duly elected, qualified and acting Assistant Secretary of Simplot Industries, Inc., does hereby certify:

That at a special meeting of the shareholders of Simplot Industries, Inc., held on the 28th day of February, 1972, entirely separate from any meeting of the shareholders of Bannock Pipe Fabricating Company, and called in the manner provided by law, at which all of the issued capital stock of Simplot Industries, Inc. was represented in person by the owners and holders thereof of record, or by their proxy, by resolution unanimously adopted, the foregoing Plan and Agreement for Merger originally executed by the authorized members of the Board of Directors of Simplot Industries, Inc., was approved and adopted; and the Executive Vice President and Assistant Secretary of Simplot Industries, Inc. were authorized in the name of and on behalf of that corporation to sign and execute such Agreement.


Assistant Secretary

SUBSCRIBED and SWORN to before me this 28th day of February, 1972.


Notary Public for Idaho
Residing at: Boise, Idaho

C E R T I F I C A T E:

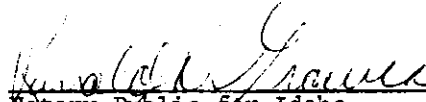
STATE OF IDAHO)
) ss.
County of Ada)

L. E. HAIGHT, the duly elected, qualified and acting Secretary of Bannock Pipe Fabricating Company, does hereby certify:

That at a special meeting of the shareholders of Bannock Pipe Fabricating Company held on the 28th day of February, 1972, entirely separate from any meeting of the shareholders of Simplot Industries, Inc., and called in the manner provided by law, at which all of the issued capital stock of Bannock Pipe Fabricating Company was represented by the owner and holder thereof in person or by proxy of the owner and holder thereof, of record, by resolution unanimously adopted, the foregoing Plan and Agreement for Merger as originally executed by the authorized members of the Board of Directors of Bannock Pipe Fabricating Company was approved and adopted; and the _____ President and Secretary of Bannock Pipe Fabricating Company were authorized in the name of and on behalf of that corporation to sign and execute such Agreement.


L. E. Haight - Secretary

SUBSCRIBED and SWORN to before me this 28th day of
February, 1972.


Notary Public for Idaho
Residing at Boise, Idaho

IN WITNESS WHEREOF, pursuant to the due authorization by the shareholders of each, Simplot Industries, Inc., a Utah corporation, and Bannock Pipe Fabricating Company an Idaho corporation, at separate meetings thereof referred to in the foregoing certificate by the respective secretaries of those corporations, the foregoing Plan and Agreement for Merger, so adopted, approved and ratified by the shareholders of each of those corporations is hereby executed and signed by the authorized officers, to-wit: The Executive Vice President and Assistant Secretary of Simplot Industries, Inc., and the President and Secretary of Bannock Pipe Fabricating Company, this 28th day of February, 1972.

(Corporate Seal)

Attest:

Robin L. Thompson
Assistant Secretary

SIMPLOT INDUSTRIES, INC.

By

John M. Daulton
President

(Corporate Seal)

Attest:

Richard S. Daulton
Secretary

BANNOCK PIPE FABRICATING
COMPANY

By

John M. Daulton
President


STATE OF IDAHO)
) ss.
County of Ada)

On the 28th day of February, 1972, personally appeared before me John M. Dahl, who, being by me duly sworn, did say that he is the Executive Vice President of Simplot Industries, Inc., and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said _____

John M. Dahl acknowledged to me that said corporation executed the same.

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

(Seal)

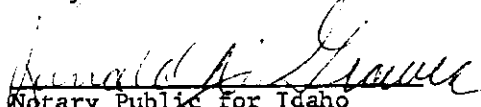

Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On the 28th day of February, 1972, personally appeared before me A. Dale Dunn, who, being by me duly sworn did say that he is the _____ President of **Bannock Pipe Fabricating Company** and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said A. Dale Dunn acknowledged to me that said corporation executed the same.

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

(Seal)


Notary Public for Idaho
Residing at Boise, Idaho