

AGREEMENT FOR MERGER

THIS AGREEMENT, Entered into this 24th day of MARCH, 1969, by and between SIMPLOT INDUSTRIES, INC. (formerly Ruby Company), a Utah corporation, and all of the members of the Board of Directors of that company, and THE BANNOCK MOTER INN, INC., 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 The Bannock Motor Inn, Inc. is a corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business at Pocatello, in the County of Bannock, 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, The Bannock Motor Inn, Inc. is authorized by its Articles of Incorporation to issue 1,200 shares of common capital stock having an aggregate par value of \$120,000, of which only 600 shares are issued and outstanding, which are issued and outstanding as follows:

Simplot Industries, Inc. 600 Shares

WHEREAS, for adequate business reasons, it is considered desirable by the parties hereto that a merger be effected between the said corporations, by which The Bannock Motor Inn, Inc. 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 April, 1969, The Bannock Motor Inn, Inc. shall be and it is hereby merged into Simplot Industries, Inc., with the effect and result that the existence of The Bannock Motor Inn, Inc. 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., (Formerly Ruby Company) 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 The Bannock Motor Inn, Inc., 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 The Bannock Motor Inn, Inc., 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, The Bannock Motor Inn, Inc., 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.

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 [Signature]
J. R. Simplot - Director

By [Signature]
John M. Dahl - Director

By [Signature]
Scott Robert Simplot -
Director

THE BANNOCK MOTOR INN, INC.

By [Signature]
J. R. Simplot - Director

By [Signature]
John M. Dahl - Director

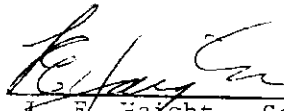
By [Signature]
W. Grant Kilbourne -
Director

C E R T I F I C A T E

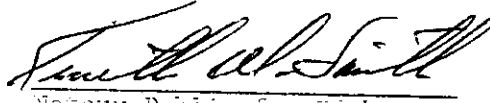
STATE OF IDAHO)
) ss.
County of Ada)

L. E. HAIGHT, the duly elected, qualified and acting
Secretary of Simplot Industries, Inc., does hereby certify:

That at a special meeting of the shareholders of Simplot
Industries, Inc., held on the 25th day of March, 1969,
entirely separate from any meeting of the shareholders of the
Bannock Hotel Co., 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 Agreement for Merger as originally executed by
the authorized members of the Board of Directors of Simplot
Industries, Inc., was approved and adopted; and the _____ President
and Secretary of Simplot Industries, Inc. 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 25th day of
March, 1969.

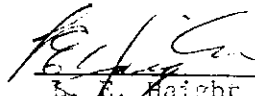

Notary Public for Idaho
Residing at: Boise, Idaho

C E R T I F I C A T E

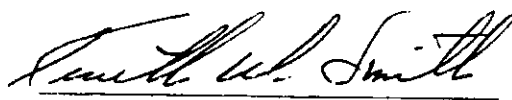
STATE OF IDAHO)
) ss.
County of Ada)

L. E. HAIGHT, the duly elected, qualified and acting
Secretary of THE BANNOCK MOTOR INN, INC., does hereby certify:

That at a special meeting of the shareholders of The
Bannock Motor Inn, Inc., held on the 25th day of March,
1969, entirely separate from any meeting of the shareholders of
Simpliot Industries, Inc., and called in the manner provided by
law, at which all of the issued capital stock of The Bannock
Motor Inn, Inc. 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 Agreement for
Merger as originally executed by the authorized members of the
Board of Directors of The Bannock Motor Inn, Inc. was approved
and adopted; and the _____ President and Secretary of The Bannock
Motor Inn, Inc. 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 25th day of
March, 1969.


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 The Bannock Motor Inn, Inc., an Idaho corporation, at separate meetings thereof referred to in the foregoing certificate by the respective secretaries of those corporations, the foregoing 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 _____ President and Secretary of Simplot Industries, Inc., and the _____ President and Secretary of The Bannock Motor Inn, Inc., this 25th day of MARCH, 1939.

SIMPLOT INDUSTRIES, INC.

By [Signature]
President

(Corporate Seal)

Attest:

[Signature]
L. E. Haight - Secretary

By [Signature]
L. E. Haight - Secretary

THE BANNOCK MOTOR INN, INC.

By [Signature]
President

(Corporate Seal)

Attest:

[Signature]
L. E. Haight - Secretary

By [Signature]
L. E. Haight - Secretary

STATE OF IDAHO)
County of Ada)

ss.

On the 25th day of MARCH, 1969, personally appeared before me JR Simpson who, being by me duly sworn, did say that he is the _____ President of SIMPSON INDUSTRIES, INC., and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said JR Simpson 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)

Smith A. Smith
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
County of Ada)

ss.

On the 25th day of MARCH, 1969, personally appeared before me JR Simpson, who, being by me duly sworn, did say that he is the President of BARNACK MOTOR SALES, INC., and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said JR Simpson 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)

Smith A. Smith
Notary Public for Idaho
Residing at Boise, Idaho