

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 FRANK L. GARRETT, INC.,
an Idaho corporation, and FRANK L. GARRETT & SONS, INC., a Washington
corporation not qualified in Idaho, both merging
into GARRETT INVESTMENT CO. and survivor chg. nm. to GARRETT RANCHES, 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 October 31, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FILED

PLAN AND AGREEMENT OF MERGER

OCT 31 AM 8:35

SECRETARY OF
STATE

Between

GARRETT INVESTMENT CO.

An Idaho Corporation

(The Surviving Corporation)

and

FRANK L. GARRETT & SONS, INC.

A Washington Corporation

(The Merging Corporation)

and

FRANK L. GARRETT, INC.

An Idaho corporation

(The Merging corporation)

PLAN AND AGREEMENT OF MERGER, dated June 30, 1979, between Garrett Investment Co., an Idaho corporation, (hereinafter sometimes referred to as the "Surviving Corporation"), and Frank L. Garrett & Sons, Inc., a Washington corporation, (hereinafter also sometimes referred to as the "Merging Corporation"), and Frank L. Garrett, Inc., an Idaho corporation, (hereinafter also sometimes referred to as the "Merging Corporation").

FIRST

RECITALS

Garrett Investment Co. is validly organized, existing and in good standing under the laws of the State of Idaho.

Frank L. Garrett & Sons, Inc., is validly organized, existing and in good standing under the laws of the State of Washington.

Frank L. Garrett, Inc., is validly organized, existing and in good standing under the laws of the State of Idaho.

Garrett Investment Co., an Idaho corporation, the Surviving Corporation, has an authorized capital of 3,000 shares of common stock

with a par value of \$100.00 each, of which on the 30th day of June, 1979, 3,000 shares were issued and outstanding.

Frank L. Garrett & Sons, Inc., a Washington corporation, the Merging Corporation, has an authorized capital of 1,000 shares of common stock with a par value of \$100.00 each, of which on the 30th day of June, 1979, 907 shares were issued and outstanding.

All of the capital stock of said corporation is owned by Garrett Investment Co., an Idaho corporation.

Frank L. Garrett, Inc., an Idaho corporation, the Merging Corporation, has an authorized capital of 1,000 shares of common stock with a par value of \$100.00 each, of which on the 30th day of June, 1979, 1,000 shares were issued and outstanding.

All of the capital stock of said corporation is owned by Garrett Investment Co., an Idaho corporation.

The Board of Directors of Garrett Investment Co., an Idaho corporation; Frank L. Garrett & Sons, Inc., a Washington corporation; and Frank L. Garrett, Inc., an Idaho corporation, each deem it advisable and in the best interests of the respective corporations and stockholders that the Merging Corporations merge with and into Garrett Investment Co., an Idaho corporation, in accordance with the provisions of applicable statutes of both the State of Idaho and the State of Washington, and have entered into this Agreement of Merger in connection with the merger.

SECOND

AGREEMENT OF MERGER

NOW, THEREFORE, The parties to this agreement agree, each with the other, to merge into a single corporation which shall be Garrett Investment Co., an Idaho corporation, the Surviving Corporation, (whose name shall be changed and whose Articles of Incorporation shall be amended in other respects as provided herein) pursuant to the laws of both the State of Idaho and the State of Washington, 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 Corporations into shares of the Surviving Corporation, as herein set forth:

On the effective date of the merger, which is July 1, 1979, the Merging Corporations shall be merged with and into Garrett Investment Co., an Idaho corporation, and the separate existence of the Merging Corporations shall cease; said corporations shall become a single corporation named "Garrett Investment Co.", an Idaho corporation, which shall be the Surviving Corporation.

THIRD

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of Garrett Investment Co., an Idaho corporation, which are set forth in Exhibit "A" attached to this Agreement, shall be amended in the following particulars:

1. The name of Garrett Investment Co., as it is set forth in Article I shall be changed to "Garrett Ranches, Inc.", an Idaho corporation.

Said amended Articles of Incorporation shall continue to be the Articles of Incorporation for the Surviving Corporation until further amended in accordance with the Corporation Law of the State of Idaho.

Such Amended Articles of Incorporation, as thus set forth, may be certified separately from this Agreement as the Amended Articles of Incorporation of the Surviving Corporation.

FOURTH

BY-LAWS OF SURVIVING CORPORATION

The By-Laws of Garrett Investment Co., an Idaho corporation, 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 Garrett Investment Co., an Idaho corporation, 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 treatment of the shares of Garrett Investment Co., an Idaho corporation, the manner of converting the shares of the Merging Corporations, and the treatment of outstanding options to purchase shares of the Merging Corporations, if any, shall be as follows:

1. Each share of Common Stock of Garrett Investment Co., an Idaho corporation, which is issued and outstanding or in its treasury immediately prior to the effective date of the merger shall not be affected, converted, or exchanged as a result of the merger, and shall continue to be one fully paid and nonassessable share of the Surviving Corporation's Common Stock with a par value of \$100.00 each.

2. Each share of the Merging Corporations' Common Stock which is issued and outstanding immediately prior to the effective date of the merger, shall by virtue of the merger be converted into and become, without action on the part of the holder of such Common Stock, one (1) fully paid and nonassessable share(s) of Common Stock of the Surviving Corporation; provided, however, that no fractional share(s) shall be issued, but, in lieu thereof, arrangements will be made to issue to an Agent for the holders otherwise entitled to a fractional share interest, a certificate or certificates for the number of whole share(s) representing the aggregate of such fractional share(s) interests, if necessary, rounded off to the next highest whole share. The Agent will sell such whole share(s) and distribute the proceeds of sale to the stockholders entitled thereto in proportion to their fractional share(s) interests. Each outstanding certificate for Common Stock of the Merging Corporations shall thereupon be deemed for all purposes to evidence ownership of the

number of full shares of Common Stock of the Surviving Corporation into which the same shall have been converted at the rate set forth above; provided, however, that until the holder of such certificate shall have surrendered the same for exchange as set forth hereinafter, no dividend payable to holders of record of Common Stock of the Surviving Corporation as of any date subsequent to the effective date of the merger and no payment, if any, in lieu of fractional shares shall be paid to such holder with respect to the Common Stock of the Surviving Corporation represented by such certificate. However, upon surrender and exchange of such certificate as herein provided, there shall be paid to the record holder of the certificate or certificates of Common Stock of the Surviving Corporation issued in exchange therefor an amount with respect to such share(s) of Common Stock equal to all dividends, without any interest thereon, which shall have been paid or become payable to holders of record of Common Stock of the Surviving Corporation between the effective date of the merger and the date of such exchange and the payment, if any, to which he may be entitled in respect of a fractional share interest, also without interest.

3. As soon as practicable after the effective date of the merger, each holder of outstanding certificates for Common Stock theretofore issued by the Merging Corporations (except for those certificates representing shares in respect of which the holders shall be pursuing their remedy as dissenting shareholders in accordance with the laws of the State of Idaho or the State of Washington and except for those certificates, if any, representing shares held by Garrett Investment Co., an Idaho corporation, the Surviving Corporation on the effective date of the merger) shall be entitled, upon surrender of the same by such holder for cancellation, as directed by the Surviving Corporation, to receive new certificates for the number of shares of Common Stock of the Surviving Corporation to which he is entitled.

4. On the effective date of the merger, any shares of Common Stock of the Merging Corporations which are then held in its treasury, in the treasury of any subsidiary, or by Garrett Investment Co., an Idaho corporation (the Surviving Corporation), shall be cancelled and retired without further action, and no shares of Common Stock of the Surviving Corporation shall be issued in respect thereof.

5. The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders, if any, of the Merging Corporations, the amount, if any, to which they shall be entitled under the provisions of the Corporation Laws of the State of Idaho with respect to the rights of dissenting shareholders.

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 Corporations and all of the singular rights, privileges, powers and franchises of each of the Corporations. All property, real, personal and mixed, and debts due to each of the Corporations on whatever account, including stock subscriptions as well as all other things in action or belonging to each of the 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 Corporations, and the title to any real estate vested by deed or otherwise, in any of the 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 any of the Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective 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 Corporations those persons who were proper officers and directors of the Merging Corporations 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 Corporations and their officers shall be deemed to be continuing.

The Surviving Corporation agrees that it may be served with process in the State of Idaho and irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process, in any proceeding for the enforcement of any obligation of the Merging Corporations arising in the State of Idaho prior to the effective date of the merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Merging Corporations against the Surviving Corporation.

EIGHTH

ACCOUNTING AND STATE CAPITAL

When the merger becomes effective, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles, (a) the assets and liabilities of the Corporations shall be recorded in the accounting records of the Surviving Corporation at the amounts at which they shall be carried at that time in the accounting records of the Corporations, and (b) the amount of stated capital with which the Surviving Corporation shall begin business immediately after the effective date of the merger is \$300,000.

NINTH

EFFECTIVE DATE

The effective date of the merger provided for by this Agreement shall be the date on which the last act prior to recording required to complete the merger under the respective laws of the States of Idaho and Washington is performed.

IN WITNESS WHEREOF, The undersigned Officers have signed their names hereto and have caused their respective corporate seals of the Corporations to be affixed hereto this 30 day of June, 1979.

GARRETT INVESTMENT CO.

By Frankie L. Garrett
President
(The "Surviving Corporation")

ATTEST:

Kenora O. Garrett
Secretary

FRANK L. GARRETT & SONS, INC.

By Frankie L. Garrett
President
(The "Merging Corporation")

ATTEST:

Kenora O. Garrett
Secretary

FRANK L. GARRETT, INC.

By Frankie L. Garrett
President
(The "Merging Corporation")

ATTEST:

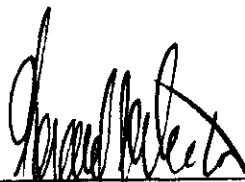
Kenora O. Garrett
Secretary

VERIFICATION

STATE OF IDAHO)
) ss.
County of Canyon)

I, GERALD L. WESTON, a Notary Public, do hereby certify that on the 30th day of June, 1979, personally appeared before me, FRANKIE L. GARRETT, who, being by me first duly sworn, declared that he is the President of Garrett Investment Co., an Idaho corporation, Frank L. Garrett & Sons, Inc., a Washington corporation, and Frank L. Garrett, Inc., an Idaho corporation, and that he signed the foregoing document as President of each of said corporations; and that the statements therein contained are true and correct.

That the said Frankie L. Garrett further verified that on the 30th day of June, 1979, at Caldwell, Idaho, the stockholders of each of the three above named corporations met at special session and that the stockholders of each of the three above named corporations unanimously approved the foregoing merger.



Gerald L. Weston
Notary Public for Idaho
Residing at Caldwell, Idaho

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

GARRETT INVESTMENT CO., INC.

was filed in the office of the Secretary of State on the **Second** day of **December**, A.D. One Thousand Nine Hundred **Fifty-nine** and duly recorded on Film No. **109** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Route #1, Wilder in the County of **Canyon**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **2nd** day of **December**, A.D., 19 **59**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
GARRETT INVESTMENT CO., INC.

ARTICLE I

The name of this corporation is GARRETT INVESTMENT CO., INC.

ARTICLE II

The purposes for which this corporation is formed are:

(a) To engage in the general business of financing cattle raising, cattle feeding, and other agricultural pursuits and ventures of every kind and nature.

(b) To purchase, lease and otherwise acquire, hold, operate, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, in the State of Idaho and in other states of the United States; to purchase the good will, business and other property of any individual firm or corporation as a going concern, and to assume all its debts, contracts and obligations, providing said business is authorized by the powers herein conferred.

(c) To own and acquire, raise or produce, purchase or manufacture any and all kinds of real and personal property of whatsoever kind or nature to be used in connection with, or for, any of the purposes of this corporation.

(d) To purchase, rent, lease, or otherwise acquire the ownership of, or the use of range lands, or feed of every kind or nature wheresoever the same may be found, for the business of this corporation.

(e) To lend or advance money, or to invest money in any corporation, business, association, or individual wheresoever situated or located, with or without security, as directed or authorized by the Board of Directors of this corporation.

(f) To borrow money in the purchase or acquisition of property,

business rights, or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to the amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale, or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments, and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

(g) To enter into, make, perform and carry out contracts of every sort and kind with any person, firm or corporation, municipality, body politic, country, territory, and government, without limit as to amount; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments or evidences of indebtedness, whether secured by mortgage, or otherwise, and so far as may be permitted by the laws of the State of Idaho.

(h) To endorse, guarantee and secure the payment and satisfaction of the bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness and shares of the capital stock of other corporations, and also to guarantee the payment or satisfaction of the dividends on shares of the capital stock of other corporations as far as and to the extent that the same may be permissible by the laws relating to domestic corporations of the State of Idaho.

(i) To purchase and otherwise acquire any and all letters patent and similar rights guaranteed by the United States, or by any other country or government, licenses and the like, or any other interest therein, or any inventions which may seem capable of being used for or in connection with any of the objects or purposes of said corporation, and to use, develop, sell and grant licenses in respect to, or other interest in the same, and otherwise turn the same to account.

(j) To purchase, sell, acquire or otherwise become interested in any stocks, bonds, mortgages, debentures, notes, commercial paper,

subscription warrants, voting trust certificates, and other securities, choses in action, evidences of indebtedness or other obligations of any nature, whether of domestic or foreign corporations or other body politic, or of domestic or foreign corporations, associations, firms, syndicates or individuals, by purchase, investment, underwriting, by original subscription, participation in syndicates with others, or otherwise, and irrespective of whether or not such securities are fully paid or subject to further payment, either with a view to investment or for resale, or for any other legal and lawful purpose.

(k) To organize or cause to be organized under the laws of the State of Idaho, or any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(l) To do each and all things herein set forth to the same extent and as fully as natural persons might do or could do in the State of Idaho, or in any other state, country or place.

(m) In general, but in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the laws of the State of Idaho, upon business corporations, it being hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III

The period of the existence and duration of the life of this corporation shall be perpetual.

ARTICLE IV

The location and post office address of the registered office of this corporation in the State of Idaho shall be Route #1, Wilder, Canyon County, Idaho.

ARTICLE V

This corporation is authorized to issue one (1) class of shares of capital stock, to be designated as common stock. The total number of shares of the said common stock which this corporation shall be authorized to issue is three thousand (3,000). The aggregate par value of the said shares of common stock in this corporation shall be Three Hundred Thousand Dollars (\$300,000.00); the par value of each of the shares of common stock shall be One Hundred Dollars (\$100.00) per share.

ARTICLE VI

The names and post office addresses of each of the incorporators of this corporation and the number of shares of the said common stock subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Frank L. Garrett -	Route #1, Wilder, Idaho	1 share
Frankie L. Garrett-	Route #1, Wilder, Idaho	1 share
Lenora O. Garrett -	Route #1, Wilder, Idaho	1 share

Each of the persons above named as an incorporator is a natural person, over the age of twenty-one (21) years, and a citizen of the United States of America.

ARTICLE VII

The capital stock of this corporation shall be non-assessable and the private property of the shareholders in this corporation, and shall not be liable for the debts, obligations and liabilities of this corporation.

ARTICLE VIII

The number of the directors of this corporation shall be at least four (4) and such additional number of directors as may be determined from time to time by the By-Laws of the corporation.

ARTICLE IX

The board of directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation and adopt new By-Laws. Such power shall not extend to making or altering any By-Laws fixing the qualification, classifications, term of office or compensation of the board of directors, and this authority shall not be interpreted as taking from the shareholders that power and authority given to them by the Idaho

Code Annotated.

ARTICLE X

This corporation shall have power to have offices, conduct its business and promote its objects within and without the State of Idaho, in other states, the District of Columbia, the Territories and Colonies of the United States, and in foreign countries without restriction as to place or amount; and this corporation shall have the power to hold meetings within or without the State of Idaho as may be determined from time to time by its By-Laws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 2nd day of December, 1959.

Frank L. Garrett
Frank L. Garrett

Frankie L. Garrett
Frankie L. Garrett

Lenora O. Garrett
Lenora O. Garrett

STATE OF IDAHO)
 : ss
COUNTY OF CANYON)

On this 2nd day of December, in the year 1959,
before me, Erwin J. Cland, a Notary Public in

and for said state and county, personally appeared FRANK L. GARRETT, FRANKIE L. GARRETT and LENORA O. GARRETT, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same. And I further certify that the said incorporators are each and all bona fide residents of the State of Idaho.

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

Erwin J. Cland
Notary Public for Idaho

My Commission expires:

12/15/62