

PLAN AND AGREEMENT FOR MERGER

THIS AGREEMENT, Entered into this 15th day of February, 1978, by and between SIMPLOT INDUSTRIES, INC., a Utah corporation, and all of the members of the Board of Directors of that company, and SIMPLOT AVIATION, 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 SIMPLOT AVIATION, 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 \$110,000.00, 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 \$93,500.00 are now issued and outstanding; and

WHEREAS, SIMPLOT AVIATION, INC. is authorized by its Articles of Incorporation to issue 1,000 shares of common capital stock having an aggregate par value of \$10,000.00, 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 SIMPLOT AVIATION, 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 close of business on the 28th day of February, 1978, SIMPLOT AVIATION, INC. shall be and it is hereby merged into SIMPLOT INDUSTRIES, INC., with the effect and result that the existence of SIMPLOT AVIATION, 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. 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 SIMPLOT AVIATION, 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 SIMPLOT AVIATION, INC., including the obligation to perform existing leases and contracts without any special act or assumption of liability for those obligations.

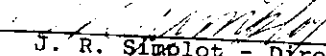
SECTION 5. Inasmuch as this agreement contemplates a merger of a wholly-owned subsidiary corporation, SIMPLOT AVIATION, INC., into its parent corporation, SIMPLOT INDUSTRIES, INC., no additional capital stock of SIMPLOT INDUSTRIES, INC. will be issued upon or as a part of said merger.


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 Idaho and of the State of Utah, and the provisions of the By-Laws of each corporation for calling shareholders' meetings; and this Agreement shall 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.

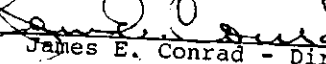
SECTION 7. It is agreed that as the surviving corporation is to be governed by Utah law, that pursuant to Idaho Code 30-155, SIMPLOT INDUSTRIES, INC. hereby agrees that it may be served with process in the State of Idaho in any proceeding for enforcement of any obligation prior to this merger, and SIMPLOT 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, return receipt requested, at P. O. Box 27, Boise, Idaho 83707.

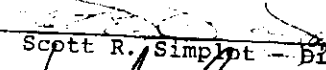
IN WITNESS WHEREOF, This Agreement has been approved on behalf of the corporate parties hereto by all of the members of the Board of Directors of each corporation, and executed by a majority of the Board of Directors of each corporation, the day and year herein first above written.

SIMPLOT INDUSTRIES, INC.

By 
J. R. Simplot - Director


By 
John M. Dahl - Director

By 
James E. Conrad - Director

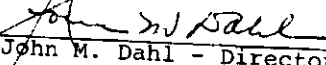
By 
Scott R. Simplot - Director


By 
Don J. Simplot - Director

By 
Richard R. Simplot - Director

By 
A. Dale Dunn - Director

SIMPLOT AVIATION, INC.

By 
John M. Dahl - Director

By 
Robert E. Whipkey - Director

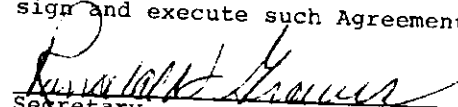
By 
James F. Oakes - Director

C E R T I F I C A T E


STATE OF IDAHO)
) ss.
County of Ada)

Ronald N. Graves, 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 15th day of February, 1978, entirely separate from any meeting of the shareholders of SIMPLOT AVIATION, INC., 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 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.


Secretary

SUBSCRIBED AND SWORN to before me this 15th day of February, 1978.

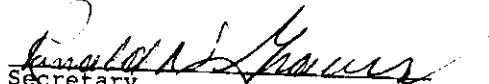

Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 5-31-79

C E R T I F I C A T E

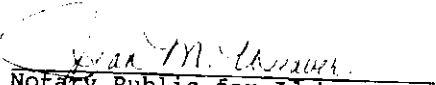
STATE OF IDAHO)
) ss.
County of Ada)

Ronald N. Graves, the duly elected, qualified and acting Secretary of SIMPLOT AVIATION, INC. does hereby certify:

That at a special meeting of the shareholders of SIMPLOT AVIATION, INC. held on the 15th day of February, 1978, 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 SIMPLOT AVIATION, INC. was represented by the owners and holders thereof in person or by proxy of the owners and holders 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 SIMPLOT AVIATION, INC., was approved and adopted; and the President and Secretary of SIMPLOT AVIATION, INC. were authorized in the name of and on behalf of that corporation to sign and execute such Agreement.


Secretary

SUBSCRIBED AND SWORN to before me this 15th day of February, 1978.


Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 5-21-79

IN WITNESS WHEREOF, pursuant to the due authori-
zation by the shareholders of each, SIMPLOT INDUSTRIES, INC.,
a Utah corporation, and SIMPLOT AVIATION, INC., an Idaho cor-
poration, 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 President and Secretary
of SIMPLOT INDUSTRIES, INC., and the President and Secretary
of SIMPLOT AVIATION, INC., this 15th day of February, 1978.

(CORPORATE SEAL)

Attest:

Russell H. Grooms
Secretary

SIMPLOT INDUSTRIES, INC.

By *Sam Simpplot*
Its President

(CORPORATE SEAL)

Attest:

Russell H. Grooms
Secretary

SIMPLOT AVIATION, INC.

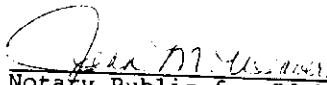
By *R. J. Thompson*
Its President

STATE OF IDAHO)
) ss.
County of Ada)

On the 15th day of February, 1978, personally appeared before me Don J. Simplot, who, being by me duly sworn, did say that he is the 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 Don J. Simplot 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)

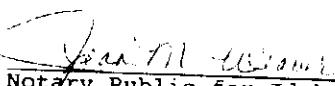

Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 5-27-79

STATE OF IDAHO)
) ss.
County of Ada)

On the 15th day of February, 1978, personally appeared before me Robert E. Whipkey, who, being by me duly sworn did say that he is the President of SIMPLOT AVIATION, INC., and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said Robert E. Whipkey 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
My commission expires 5-27-79