

# State of Idaho



## CERTIFICATE OF MERGER OR CONSOLIDATION

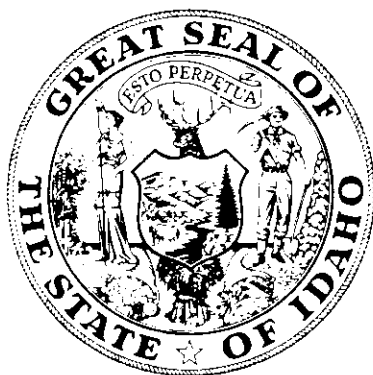
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that  
duplicate originals of Articles of Merger of \_\_\_\_\_  
SAGA FOOD SERVICE OF IDAHO

into SAGA CORPORATION

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 June 24, 19 83



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF MERGER  
OF DOMESTIC SUBSIDIARY CORPORATION  
INTO  
FOREIGN PARENT CORPORATION

83 JUN 24 AM 9 34  
SECRETARY OF  
STATE

Pursuant to the provisions of Sections 30-1-75 and 30-1-77 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Merger for the purpose of merging a subsidiary corporation into the undersigned as the surviving corporation:

FIRST: The undersigned foreign corporation is incorporated under the laws of New York and the laws of such jurisdiction permit such a merger.

SECOND: The following Plan of Merger was adopted by the undersigned corporation in the manner prescribed by the laws of the jurisdiction under which it is organized:

PLAN OF MERGER

\* \* \* \* \*

FIRST: SAGA CORPORATION, a corporation organized under the laws of the State of New York, shall merge with and into itself and assume the liabilities and obligations of its following subsidiary corporation:

SAGA FOOD SERVICE OF IDAHO, INC. a Idaho corporation.

The name of the surviving corporation is SAGA CORPORATION.

SECOND: The presently issued and outstanding shares of stock of the merging corporation, all of which are owned by SAGA CORPORATION, the surviving corporation, shall be surrendered and cancelled. No shares of stock of the surviving corporation shall be issued in exchange therefor.

THIRD: The Certificate of Incorporation of SAGA CORPORATION shall be the Certificate of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Certificate of Incorporation because of the merger.

FOURTH: The by-laws of SAGA CORPORATION shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of SAGA CORPORATION shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective on June 25, 1983.

THIRD: The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Surviving Corporation</u>
SAGA FOOD SERVICE OF IDAHO, INC.	60	Common	60

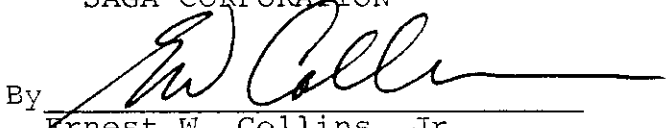
FOURTH: Mailing of a copy of the Plan of Merger set forth in Article Second was waived by the sole shareholder of the subsidiary corporation of record.

FIFTH: The undersigned corporation hereby (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of the rights of a dissenting shareholder of the above-mentioned subsidiary corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.


Dated: June 16, 1983.

SAGA CORPORATION

By

  
Ernest W. Collins, Jr.,  
Vice President

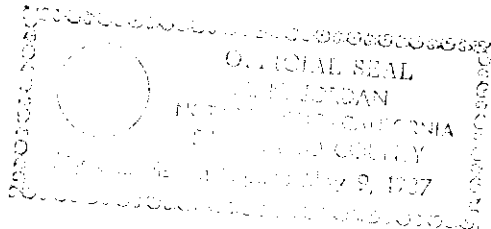
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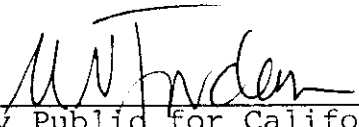
  
Eleanor A. Elrod,  
Assistant Secretary

STATE OF CALIFORNIA

COUNTY OF SAN MATEO

I, M. N. Jordan, a notary public, do hereby certify that on this 16th day of June, 1983, personally appeared before me Ernest W. Collins, Jr., who, being by me first duly sworn, declared that he is the Vice President of SAGA CORPORATION, that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.



  
\_\_\_\_\_  
Notary Public for California  
Residing at San Mateo County  
My Commission expires May 9, 1987