



Secretary of State's Office

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,

DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Merger of **THE UNION LAND COMPANY**, a Nebraska corp., **THE KANSAS CITY INDUSTRIAL LAND COMPANY**, a Kansas corp., **UPAC CONSTRUCTION COMPANY**, a Utah corp., and **LAS VEGAS LAND AND WATER COMPANY**, a Nevada corp., into **UPLAND INDUSTRIES CORPORATION**, the survivor, which was filed December 26, 1975,

AS APPEARS _____ of record _____ **IN MY OFFICE.**

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS _____ **thirtieth** **DAY OF**

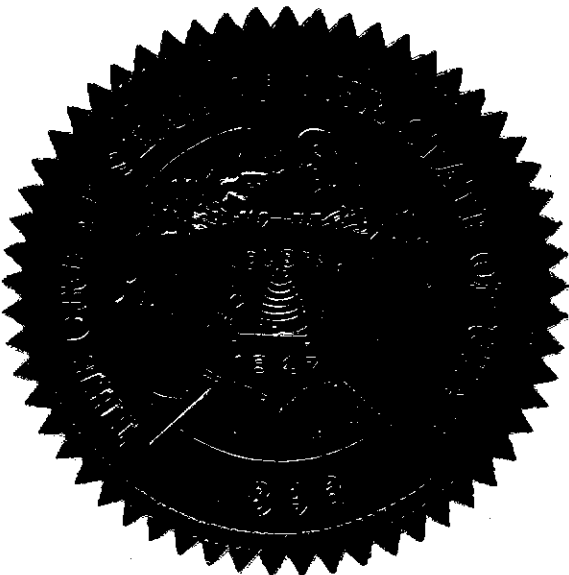
January _____ **1976**

Clyde L. Miller

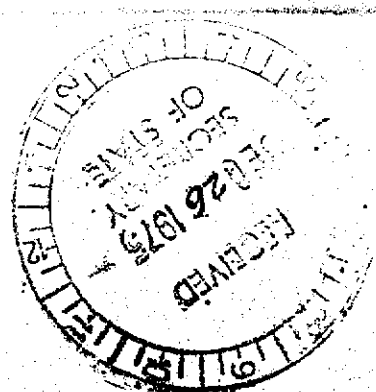
SECRETARY OF STATE

BY *CB Smith*

AUTHORIZED PERSON



CERTIFICATE OF OWNERSHIP
AND
ARTICLES OF MERGER
OF



THE UNION LAND COMPANY, a corporation duly organized
pursuant to the laws of the State of Nebraska;

THE KANSAS CITY INDUSTRIAL LAND COMPANY, a corporation
duly organized pursuant to the laws of the State of
Kansas;

UPAC CONSTRUCTION COMPANY, a corporation duly
organized pursuant to the laws of the State of Utah;
and

LAS VEGAS LAND AND WATER COMPANY, a corporation duly
organized pursuant to the laws of the State of
Nevada

INTO

UPLAND INDUSTRIES CORPORATION, a corporation duly or-
ganized pursuant to the laws of the State of Utah.

- - - - -

Pursuant to the provisions of Section 21-2074 and
Section 21-2076, Re-Issue of Revised Statutes Nebraska 1943,
as amended;

Pursuant to the provisions of Section 17-6703,
Kansas Statutes Annotated;

Pursuant to the provisions of Section 70 of the
Utah Business Corporation Act, as amended; and

Pursuant to the provisions of Section 78.486,
Nevada Revised Statutes;

which permit this type of merger, Upland Industries Corpora-
tion, the parent corporation, hereby executes the following
Articles of Merger and does hereby certify that

1. Upland Industries Corporation was duly or-
ganized and incorporated on the 29th day of July, 1968,
pursuant to the Business Corporation Act of the State of Utah.

FILED in the office of the Lt. Gov. /Sec. of
State, of the State of Utah, on the
26th day of December A.D. 1975
CLYDE L. MILLER
Lt. Gov./Sec. of State
Filing Clerk JEO Fee \$25.00

2. Upland Industries Corporation owns one hundred percent (100%) of the outstanding shares of the stock of

The Union Land Company, which was duly organized and incorporated on May 26, 1888 pursuant to the General Corporation Law of the State of Nebraska;

The Kansas City Industrial Land Company, which was duly organized and incorporated on May 25, 1923 pursuant to the General Corporation Law of the State of Kansas;

UPAC Construction Company, which was duly organized and incorporated on March 27, 1970 pursuant to the Business Corporation Act of the State of Utah; and

Las Vegas Land and Water Company, which was duly organized and incorporated on March 15, 1903 pursuant to the General Corporation Law of the State of Nevada.

3. Upland Industries Corporation shall be the surviving corporation.

4. The Agreement of Merger, hereto attached as Exhibit A and by reference made a part hereof, was approved by resolution of the Board of Directors of Upland Industries Corporation adopted on the 18th day of December, 1975. A copy of that resolution of the Board of Directors of Upland Industries Corporation approving the merger is hereto attached as Exhibit B and by reference made a part hereof. The Agreement of Merger is hereby adopted by Upland Industries Corporation as its plan of merger of the subsidiaries named above into Upland Industries Corporation.

5. Upland Industries Corporation, the surviving corporation, is presently and shall continue to be governed by the laws of the State of Utah and hereby

(a) agrees that it may be served with process in the State of Nebraska in any proceeding for the enforcement of any obligation of The Union Land Company and irrevocably appoints the Secretary of State of the State of Nebraska as its agent to accept service of process in any such proceeding;

(b) agrees that it may be served with process in the State of Kansas in any proceeding for the enforcement of any obligation of The Kansas City Industrial Land Company and irrevocably appoints the Secretary of State of the State of Kansas as its agent to accept service of process in any such proceeding;

(c) agrees that it may be served with process in the State of Utah in any proceeding for the enforcement of any obligation of UPAC Construction Company and irrevocably appoints the Secretary of State of the State of Utah as its agent to accept service of process in any such proceeding; and

(d) agrees that it may be served with process in the State of Nevada in any proceeding for the enforcement of any obligation of Las Vegas Land and Water Company and irrevocably appoints the Secretary of State of the State of Nevada as its agent to accept service of process in any such proceeding.

The address to which the service of process in any such proceeding shall be mailed is Office of Western General Counsel, Upland Industries Corporation, Suite 1000, 110 North Fourteenth Street, Omaha, Nebraska 68102.

6. Upland Industries Corporation, as the sole stockholder of each of the subsidiary corporations above named, does hereby expressly waive any notice required to be given to any stockholder with respect to this merger under the laws of the States of Nebraska, Kansas, Utah and Nevada, or under the Articles of Incorporation or the bylaws of any of the above-named corporations.

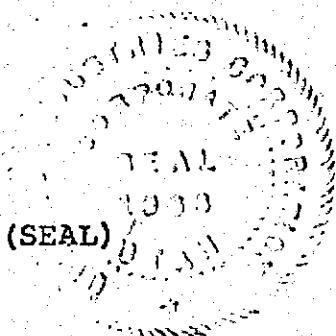
7. Pursuant to Agreement of Merger (Exhibit A) and resolution of the Board of Directors of Upland Industries Corporation (Exhibit B), Upland Industries Corporation does hereby merge into itself The Union Land Company, The Kansas City Industrial Land Company, UPAC Construction Company and Las Vegas Land and Water Company, and assumes all of the obligations and liabilities of those four subsidiary corporations upon the date that this merger shall become effective, the 31st day of December, 1975, which shall be the date of the filing of this Certificate of Ownership and Articles of Merger with the Secretaries of State of the States of Nebraska, Kansas, Utah and Nevada.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Ownership and Articles of Merger to be executed in its name by its President and Secretary this 18th day of December, 1975.

UPLAND INDUSTRIES CORPORATION

By *J. D. Bodfry* President

and *A. D. Olson* Secretary



State of Nebraska)
) ss:
County of Douglas)

On this 18TH day of December, 1975, before me, a Notary Public in and for said County in the State aforesaid, personally appeared J. W. GODFREY, to me personally known, and to me personally known to be President of Upland Industries Corporation, and to be the same person whose name is subscribed to the foregoing instrument, and who, being by me duly sworn, did say that he is President of Upland Industries Corporation, that the seal affixed to said instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors; and the said J. W. GODFREY acknowledged said instrument to be his free and voluntary act and deed, and the free and voluntary act and deed of said corporation, by it voluntarily executed, for the purposes specified therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year last above written.

My commission expires: September 7, 1976

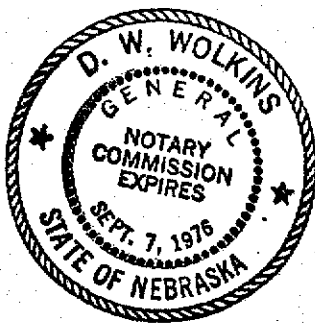
D. W. Wolkins

Notary Public

Residing at:

Omaha, Nebraska

(SEAL)



State of New York)
) ss:
County of New York)

On this 18th day of December, 1975, before me, a Notary Public in and for said County in the State aforesaid, personally appeared C. N. OLSEN, to me personally known, and to me personally known to be Secretary of Upland Industries Corporation, and to be the same person whose name is subscribed to the foregoing instrument, and who, being by me duly sworn, did say that he is Secretary of Upland Industries Corporation, that the seal affixed to said instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors; and the said C. N. OLSEN acknowledged said instrument to be his free and voluntary act and deed, and the free and voluntary act and deed of said corporation, by it voluntarily executed, for the purposes specified therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year last above written.

My commission expires: March 30, 1976

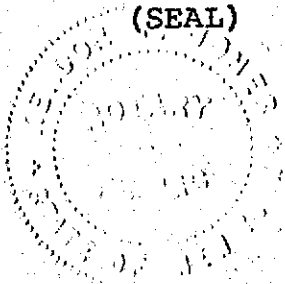
Kendor P. Jones
Notary Public

Residing at:

310 Palmer Hill Rd. Riverside,
Conn.

(SEAL)

KENDOR P. JONES
Notary Public, State of New York
No. 31-713513
Qualified in New York County
Commission Expires March 30, 1976



AGREEMENT
OF

MERGER OF THE UNION LAND COMPANY, THE KANSAS CITY INDUSTRIAL
LAND COMPANY, UPAC CONSTRUCTION COMPANY AND LAS VEGAS LAND
AND WATER COMPANY INTO UPLAND INDUSTRIES CORPORATION

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THIS AGREEMENT OF MERGER, Made and entered into
this 18th day of December, 1975 by and between The Union
Land Company, a corporation duly organized pursuant to the
laws of the State of Nebraska on May 26, 1888 (hereinafter
individually referred to as "UNION"); The Kansas City
Industrial Land Company, a corporation duly organized
pursuant to the laws of the State of Kansas on May 25, 1923
(hereinafter individually referred to as "KANSAS"); UPAC
Construction Company, a corporation duly organized pursuant
to the laws of the State of Utah on March 27, 1970 (herein-
after individually referred to as "UPAC"); Las Vegas Land
and Water Company, a corporation duly organized pursuant to
the laws of the State of Nevada on March 15, 1903 (herein-
after individually referred to as "LAS VEGAS"); and Upland
Industries Corporation, a corporation duly organized
pursuant to the laws of the State of Utah on July 29, 1968
(hereinafter individually referred to as "UPLAND"). For the
purposes of this Agreement of Merger UNION, KANSAS, UPAC and
LAS VEGAS are hereinafter collectively referred to as the
"merging corporations", and UNION, KANSAS, UPAC, LAS VEGAS
and UPLAND are hereinafter collectively referred to as the
"constituent corporations".

RECITALS:

WHEREAS, UNION has an authorized capital stock con-
sisting of five hundred (500) shares with par value of One
Hundred Dollars (\$100.00), of which one hundred shares are
issued and outstanding and are owned and held as follows:

By UPLAND - 100 shares
By all other stockholders - None

and

EXHIBIT A

WHEREAS, KANSAS has an authorized capital stock consisting of nine thousand (9,000) shares with par value of One Hundred Dollars (\$100.00), of which nine thousand shares are issued and outstanding and are owned and held as follows:

By UPLAND - 9,000 shares
By all other stockholders - None

and

WHEREAS, UPAC has an authorized capital stock consisting of one hundred thousand (100,000) shares with par value of Ten Dollars (\$10.00), of which one thousand shares are issued and outstanding and are owned and held as follows:

By UPLAND - 1,000 shares
By all other stockholders - None

and

WHEREAS, LAS VEGAS has an authorized capital stock consisting of five hundred (500) shares with par value of One Hundred Dollars (\$100.00), of which five hundred shares are issued and outstanding and are owned and held as follows:

By UPLAND - 500 shares
By all other stockholders - None

and

WHEREAS, UPLAND has an authorized capital stock consisting of one hundred thousand (100,000) shares with par value of Ten Dollars (\$10.00), of which ten thousand shares are issued and outstanding and are owned and held as follows:

By Union Pacific Corporation - 10,000 shares
By all other stockholders - None

and

WHEREAS, the constituent corporations and their respective boards of directors deem it to be advisable and in the best interests of those corporations and the shareholders thereof that the merging corporations be merged into UPLAND under and pursuant to the laws of the States of Nebraska, Kansas, Nevada and Utah applicable thereto.

NOW, THEREFORE, in consideration of the premises and mutual covenants, agreements, provisions and grants herein contained it is hereby agreed by and between the parties hereto that the merging corporations shall be and hereby are merged into UPLAND under and pursuant to the provisions of the laws of the States of Nebraska, Kansas, Nevada and Utah, and upon the terms and conditions hereinafter set forth, and the following are hereby prescribed as the terms of the merger and the mode of carrying the same into effect:

1. The acts and things required to be done by the Business Corporation Acts of the States of Nebraska, Kansas, Nevada and Utah in order to make this Agreement of Merger effective, shall be attended to and done by the proper officers of the constituent corporations within such time and in such manner that the merger provided for herein will become effective on December 31, 1975.

2. Upon this merger becoming effective, the constituent corporations shall be a single corporation with UPLAND the surviving corporation and the separate existence of the merging corporations shall cease. UPLAND shall continue its corporate existence as a domestic corporation under the Business Corporation Act of the State of Utah and shall have all the right, privileges, immunities and powers and shall be subject to all duties and responsibilities of corporations organized under the Business Corporation Act of the State of Utah. UPLAND shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the merging corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest, of or belonging to or due to each of the merging corporations, shall be taken and deemed to be transferred to and vested in UPLAND without further act or deed; and the title to any real estate, or any interest therein, vested in any of the merging corporations shall not revert or be in any way impaired by reason of such merger.

3. UPLAND shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the merging corporations; and any claim existing or action or proceeding pending by or against any of the merging corporations may be prosecuted as if this merger had not taken place, or UPLAND may be substituted in its place. Neither the rights of creditors or any liens upon the property of any of the merging corporations shall be impaired by this merger.

4. The net surplus of the merging corporations which was available for the payment of dividends immediately prior to this merger shall continue to be available for payment of dividends by UPLAND.

5. The manner of dealing with the stock of the merging corporations shall be as follows: Upon this merger becoming effective, each of the shares of stock of the merging corporations shall be deemed to have been cancelled and shall thereafter be of no force or effect.

6. UPLAND is presently registered as a foreign corporation under the laws of the States of Nebraska, Kansas and Nevada and shall continue to comply with the provisions of the laws of the States of Nebraska, Kansas and Nevada with respect to foreign corporations and shall continue to transact business in those states; and UPLAND, if it does not presently have on file, shall file with the Secretaries of State of the States of Nebraska, Kansas and Nevada (1) an agreement that it may be served with process in those states in any proceeding for the enforcement of any obligation of any of the merging corporations organized under the laws thereof, as well as for enforcement of any obligation of UPLAND arising from the merger; and (2) an irrevocable appointment as its agent to accept service of process in any such suit or other proceeding, and shall specify the address to which a copy of such process shall be mailed by the Secretaries of State.

7. This merger shall effect no change in UPLAND's officers or directors or their terms of office.

IN WITNESS WHEREOF, the constituent corporations have caused this Agreement of Merger to be executed by the respective Presidents and attested by the respective Secretaries thereunto duly authorized, and the respective corporate seals to be hereunto affixed as of the 31st day of December, 1975.

THE UNION LAND COMPANY

In Presence of:

Sandy Karpicko

By

J. A. Sadpury
President

Attest:

J. J. Muscheck (Seal)
Secretary

In Presence of:

Sandy Kaupick

Attest:

JJ Musbeck (Seal)
Secretary

THE KANSAS CITY INDUSTRIAL LAND
COMPANY

By

J. A. Sadpury
President

In Presence of:

Sandy Kaupick

Attest:

JJ Musbeck (Seal)
Secretary

UPAC CONSTRUCTION COMPANY

By

J. A. Sadpury
President

In Presence of:

Sandy Kaupick

Attest:

JJ Musbeck (Seal)
Secretary

LAS VEGAS LAND AND WATER COMPANY

By

J. A. Sadpury
President

In Presence of:

JJ Musbeck

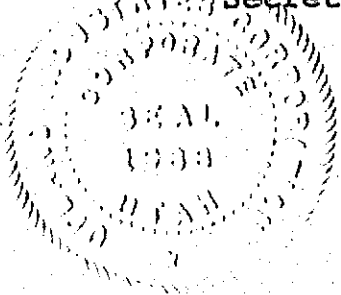
Attest:

C. D. Olson (Seal)
Secretary

UPLAND INDUSTRIES CORPORATION

By

J. A. Sadpury
President



UPLAND INDUSTRIES CORPORATION

MERGER OF THE UNION LAND COMPANY, THE KANSAS CITY INDUSTRIAL
LAND COMPANY, UPAC CONSTRUCTION COMPANY AND LAS VEGAS LAND
AND WATER COMPANY INTO UPLAND INDUSTRIES CORPORATION

WHEREAS Upland Industries Corporation owns one hundred percent (100%) of the outstanding shares of stock of The Union Land Company, The Kansas City Industrial Land Company, UPAC Construction Company and Las Vegas Land and Water Company; and

WHEREAS the Board of Directors deem it advisable and in the best interest of Upland Industries Corporation to merge those four subsidiary corporations into Upland Industries Corporation, and for Upland Industries Corporation to assume all of their liabilities and obligations;

NOW, THEREFORE, on motion duly made and seconded, it was unanimously

RESOLVED that this Board does hereby approve and adopt the Agreement of Merger, UIC Law Department Document No. 2-1787, between Upland Industries Corporation, parent, and The Union Land Company, The Kansas City Industrial Land Company, UPAC Construction Company and Las Vegas Land and Water Company, subsidiaries thereof, as recommended by letter of December 15, 1975; and authorizes the President and Secretary of Upland Industries Corporation to execute that document on behalf of Upland Industries Corporation;

FURTHER RESOLVED that

1. Effective December 31, 1975, The Union Land Company, The Kansas City Industrial Land Company, UPAC Construction Company and Las Vegas Land and Water Company be merged and they hereby are merged into Upland Industries Corporation in accordance with the provisions of Section 21-2074 and Section 21-2076, Re-Issue of Revised Statutes Nebraska 1943, as amended; Section 17-6703, Kansas Statutes Annotated; Section 70 of the Utah Business Corporation Act, as amended; and Section 78.486, Nevada Revised Statutes; and Upland Industries Corporation shall assume all of the liabilities and obligations of the merging corporations;

2. The proper officers of Upland Industries Corporation be and they hereby are authorized to prepare, file and record all necessary documents to complete the merger of The Union Land Company, The Kansas City Industrial Land Company, UPAC Construction Company and Las Vegas Land and Water Company into Upland Industries Corporation; and

3. The merger shall be effective upon the date of filing with the Secretaries of State of the States of Nebraska, Kansas, Utah and Nevada of appropriate Certificate of Ownership and Articles of Merger, which date shall be the 31st day of December, 1975.

I. C. N. OLSEN, Secretary of Upland Industries Corporation, do hereby certify that the above and foregoing is a true copy of preamble and resolutions duly adopted by the Board of Directors of Upland Industries Corporation at a regular meeting of said

(OVER)

EXHIBIT B

Board of Directors held at the office of the Corporation in the City and State of New York, on the 18th day of December, 1975, at which a quorum was present.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this 18th day of December, 1975.


A. D. Olson
Secretary