



## 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 \_\_\_\_\_

SNAKE RIVER SHEEP CO., INC., an Idaho corporation,

into SOULEN LIVESTOCK CO., an Idaho 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.

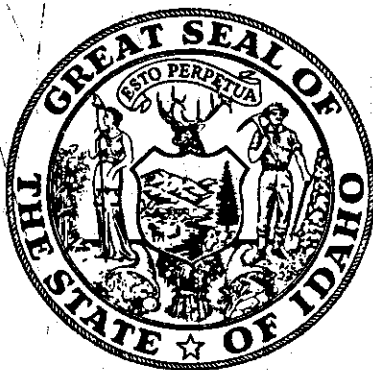
ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of

merger

, and attach hereto a duplicate original of the Articles of

Merger

Dated November 1, 19 89.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Lucy J. Clark*  
Corporation Clerk

NOV 1 3 59 PM '89  
SECRETARY OF STATE

ARTICLES OF MERGER  
OF  
SNAKE RIVER SHEEP CO., INC.  
INTO  
SOULEN LIVESTOCK CO.

Pursuant to the provisions of the Idaho Business Corporations Act, the undersigned corporations, SOULEN LIVESTOCK CO., an Idaho corporation, hereinafter referred to as "Soulen Livestock" and sometimes referred to as the "surviving corporation" and SNAKE RIVER SHEEP CO., INC., an Idaho corporation, hereinafter referred to as "Snake River" and sometimes referred to as the "merging corporation", adopt the following Articles of Merger for the purposes of merging them into one of such corporations:

I.

The following Plan of Merger was approved by the members of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act:

1. PLAN OF MERGER:

1.1 Surviving Corporation: On the effective date of the merger, Snake River shall be merged with and into Soulen Livestock and thereupon the separate existence of Snake River as the merging corporation shall cease and the above corporations shall become a single

corporation which shall be Soulen Livestock as the surviving corporation. Thereafter, the name of this surviving corporation shall be Soulen Livestock Co.

1.2      Articles of Incorporation of the Surviving Corporation:      The Articles of Incorporation of Soulen Livestock shall continue to be the Articles of Incorporation for the surviving corporation until such time as they may be amended in accordance with the Idaho Business Corporation Act.

1.3      By-Laws of Surviving Corporation:  
The By-Laws of Soulen Livestock in effect immediately prior to the effective date of the merger shall continue to be the By-Laws of the surviving corporation until such time as they may be amended or repealed in the manner provided by Idaho law.

1.4      Directors and Officers of the Surviving Corporation:      Upon the effective date of the merger, the officers and directors of the surviving corporation shall be the following individuals until their respective successors are duly elected and qualified:

Directors:

Beulah Soulen

Helen Stevenson

Teresa Little

Harry C. Soulen

Margaret Soulen

Officers:

President: Philip B. Soulen

Vice President: Harry C. Soulen

Secretary/Treasurer: Margaret Soulen

1.5 Conversion of Stock Certificates:

Each shareholder of Soulen Livestock on the effective date of the merger shall not be effected as a result of the merger and shall continue to be a shareholder of the surviving corporation. Each shareholder of Snake River on the effective date of the merger shall become, by virtue of the merger and without action on the part of such shareholder, a shareholder of Soulen Livestock. Each share of stock of Snake River shall be converted into 1/840<sup>th</sup> share of stock of Soulen Livestock upon the effective date of this merger. As soon as practicable after the effective date of the merger, each shareholder holding an outstanding certificate of stock of Snake River shall be entitled, upon surrender of the same by such holder for cancellation, as directed by the surviving corporation, to receive a new certificate of stock of Soulen Livestock Co. representing the number of shares into which the shares of Snake River common stock represented by the certificate or certificates so surrendered shall have been converted.

II.

As to each of the undersigned corporations, the number of shares entitled to vote on the Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>No. of Shares</u>
Snake River	840
Soulen Livestock	6100

III.

As to each of the undersigned corporations, a total number of shares which voted for and against such plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>No. of Shares</u>	<u>Voted For</u>	<u>Voted Against</u>
Snake River	840	840	0
Soulen Livestock	6100	6100	0

DATED this 1st day of November, 1989.

SOULEN LIVESTOCK CO.

By Philip B. Sal  
Its President

ATTEST:

By Bargaret Soulen Campbell  
Its Secretary

SNAKE RIVER SHEEP CO., INC

By Philip B. Soulen  
Its President

ATTEST:

By Bargaret Soulen Campbell  
Its Secretary

STATE OF IDAHO )  
County of WASHINGTON ) : ss

I, Ed Byrne, a Notary Public, do hereby certify that on this 31<sup>st</sup> day of October, 1989, personally appeared before me Philip B. Soulen, who, being by me first duly sworn, declared that he is the PRESIDENT, of SOULEN LIVESTOCK CO., that he signed the foregoing document as PRESIDENT, of the corporation, and that the statements therein contained are true.

(SEAL)

[Signature]  
Notary Public for Idaho

Commission expires: 11-21

STATE OF IDAHO )

:ss

County of Washington )

I, Ed Byrne a Notary Public, do hereby certify that on this 31<sup>st</sup> day of October, 1989, personally appeared before me Philip B. Sullivan, who, being by me first duly sworn, declared that he is the President of SNAKE RIVER SHEEP CO., INC., that he signed the foregoing document as President, of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho

Commission expires: 11-91

(SEAL)

10/10379.1