

# State of Idaho

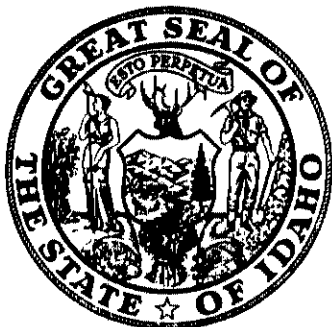
## Department of State

### 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 SAM'S ICE CREAM WORKS, INC., a California corporation, into MATTERHORN ICE CREAM COMPANY, 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: May 20, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Sally J. Clark*

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SECRETARY OF STATE

## ARTICLES OF MERGER

MERGER of SAM'S ICE CREAM WORKS, INC., a California Corporation, into  
MATTERHORN ICE CREAM COMPANY, an Idaho Corporation.

Pursuant to the provisions of Section 77 of the Idaho Business Corporation Act (Idaho Code Sections 30-1-1 et. seq.), the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Matterhorn Ice Cream Company	Idaho
Sam's Ice Cream Works, Inc.	California

SECOND: The laws of the State under which such foreign corporation is organized permit such a merger.

THIRD: The name of the surviving corporation is Matterhorn Ice Cream Company, and it is to be governed by the laws of the State of Idaho.

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation, Matterhorn Ice Cream Company, in the manner prescribed by the Idaho Business Corporation Act, and was approved by the undersigned foreign corporation, Sam's Ice Cream Works, Inc. in the manner prescribed by the laws of the State of California:

### PLAN OF MERGER

Plan of Merger adopted by the undersigned corporation, Matterhorn Ice Cream Company (the "Surviving Corporation") in the manner prescribed by the Idaho Business Corporation Act, and Sam's Ice Cream Works, Inc. (the "Disappearing Corporation") in the manner prescribed by the laws of the State of California.

- a. The intent of the Plan of Merger is to merge the Disappearing Corporation into the newly-created Surviving Corporation, with the effect of changing the Corporation's domicile from the State of California to the State of Idaho. Prior to the filing of the Articles of Merger, the Surviving Corporation shall have issued one share of stock to each shareholder of the Disappearing Corporation.

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b. There shall be no merger unless all shareholders of each corporation consent to the merger.

c. Each shareholder of the Disappearing Corporation shall surrender his shares in exchange for the issuance of shares in the Surviving Corporation. The number of Surviving Corporation shares received by each shareholder of the Disappearing Corporation shall be determined by the following formula:

Number of shares held in the Disappearing Corporation as of the date of filing the Articles of Merger, less the single share of the Surviving Corporation's stock already issued to each shareholder.

d. Upon receiving a copy of the Articles of Merger marked "Filed" by the Idaho Secretary of State pursuant to the terms of Idaho Code Section 30-1-74(b), the Corporate Secretary of the Surviving Corporation shall request that each shareholder of the Disappearing Corporation redeem his certificated shares, and upon receiving such certificates, shall issue to such shareholder his shares in the Surviving Corporation.

FIFTH: As to each of the undersigned corporations there is only one class of shares which are authorized to be issued, which class is common.

SIXTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote on such Plan, are as follows:

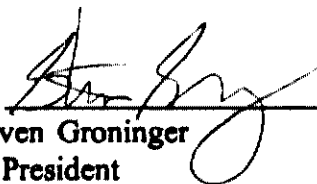
<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Sam's Ice Cream Works, Inc.	200	Common	200
Matterhorn Ice Cream Company	2	Common	2

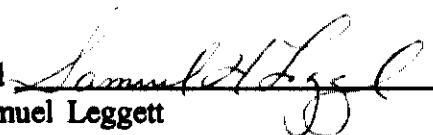
SEVENTH: As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Sam's Ice Cream Works, Inc.	200	0	Common	200	0
Matterhorn Ice Cream Company	2	0	Common	2	0

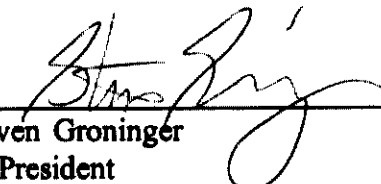
Dated this 17<sup>th</sup> day of April, 1994.

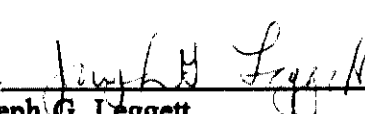
SAM'S ICE CREAM WORKS, INC.

By   
Steven Groninger  
Its President

and   
Samuel Leggett  
Its Secretary

MATTERHORN ICE CREAM COMPANY

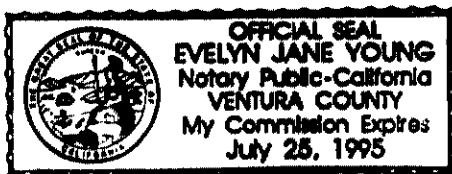
By   
Steven Groninger  
Its President

and   
Joseph G. Leggett  
Its Secretary

STATE OF CALIFORNIA                    )  
  : ss  
COUNTY OF VENTURA                    )

On this 17th day of April, 1994, before me, the undersigned, a notary public in and for said state, personally appeared, Steven Groni, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he is the President of Sam's Ice Cream Works, Inc., that he signed the foregoing document as the President of the corporation, and that the statements therein contained are true.

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

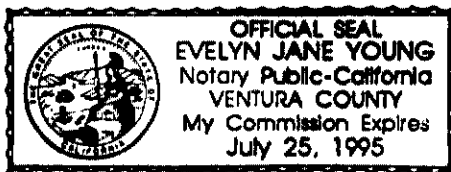


Evelyn Jane Young  
NOTARY PUBLIC  
Residing at: Thousand Oaks, CA  
My Commission Expires: July 25, 1995

STATE OF CALIFORNIA                    )  
  : ss  
COUNTY OF VENTURA                    )

On this 17th day of April, 1994, before me, the undersigned, a notary public in and for said state, personally appeared, <sup>Samuel</sup>Leggett, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he is the Secretary of Sam's Ice Cream Works, Inc., that he signed the foregoing document as the Secretary of the corporation, and that the statements therein contained are true.

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

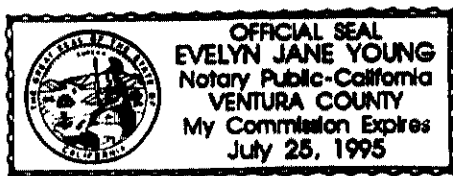


Evelyn Jane Young  
NOTARY PUBLIC  
Residing at: Thousand Oaks, CA  
My Commission Expires: July 25, 1995

STATE OF CALIFORNIA )  
 : ss  
COUNTY OF VENTURA )

On this 17th day of April, 1994, before me, the undersigned, a notary public in and for said state, personally appeared, <sup>Steven</sup>~~Groninger~~ known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he is the President of Matterhorn Ice Cream Company, that he signed the foregoing document as the President of the corporation, and that the statements therein contained are true.

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

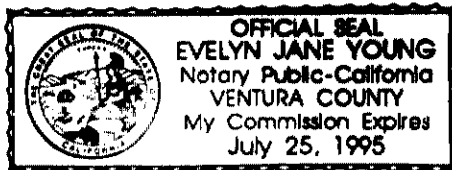


*Evelyn Jane Young*  
NOTARY PUBLIC  
Residing at: Thousand Oaks, CA  
My Commission Expires: July 25, 1995

STATE OF CALIFORNIA )  
 : ss  
COUNTY OF VENTURA )

On this 17th day of April, 1994, before me, the undersigned, a notary public in and for said state, personally appeared, <sup>Joseph G</sup>~~Leggett~~ known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he is the Secretary of Matterhorn Ice Cream Company, that he signed the foregoing document as the Secretary of the corporation, and that the statements therein contained are true.

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



*Evelyn Jane Young*  
NOTARY PUBLIC  
Residing at: Thousand Oaks, CA  
My Commission Expires: July 25, 1994