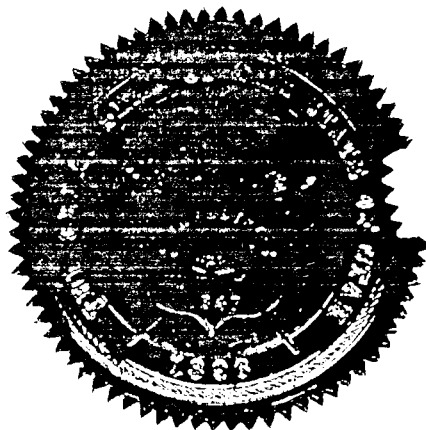


Secretary of State's Office

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 Agreement of Merger between RUBY COMPANY and SCOTT MINING AND
INVESTMENT COMPANY. _____

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 Second DAY OF

AUGUST 19 66

Clyde L. Miller
SECRETARY OF STATE

BY Grant [Signature]
DEPUTY

RECEIVED
OFFICE OF
SECRETARY OF STATE

1966 MAR 2 PM 2 22

AGREEMENT FOR MERGER

THIS AGREEMENT entered into this 16th day of March, 1966, by and between RUBY COMPANY, a Utah corporation, and all of the members of the Board of Directors of that company, and Scott Mining and Investment Company, a Nevada 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 Ruby Company 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 Scott Mining and Investment Company is a corporation duly organized and existing under the laws of the State of Nevada, having its principal place of business at Overton, in the County of Clark, State of Nevada; and

WHEREAS Ruby Company 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 6,600 shares of Class B Capital Stock, having an aggregate par value of \$76,000.00, are now issued and outstanding; and

WHEREAS Scott Mining and Investment Company is authorized by its Articles of Incorporation to issue 1,000 shares of capital stock having an aggregate par value of \$10,000 of which only 200 shares are issued and outstanding, which are issued and outstanding as follows:

<u>Shareholder</u>	<u>Number of Shares</u>
Jess B. Hawley, Jr., Warren H. Brown, and Jack E. Morgan, as Trustees for Richard R. and Adelia Ann Simplot	400
Jess B. Hawley, Jr., Warren H. Brown, and Jack E. Morgan as Trustees for Don J. and Sharidon Lee Simplot	400

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 Scott Mining and Investment Company is merged into Ruby Company 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 commencement of business on the 1st day of January, 1944, the Scott Mining and Investment Company shall be and it is hereby merged into Ruby Company, with the effect and result that the existence of Scott Mining and Investment Company shall cease and Ruby Company 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 Ruby Company (formerly Simplot-Muir Company) 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 Ruby Company 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 Scott Mining and Investment Company wherever located, shall be deemed automatically transferred to and become vested in Ruby Company as the surviving corporation, without any further act or deed or instrument of transfer or conveyance for the accomplishment thereof; and whereupon, further, Ruby Company shall assume and become liable for payment of all of the existing indebtedness and obligations of Scott Mining and Investment Company including the obligation to perform existing leases and contracts without any special act or assumption of liability for those obligations.

Section 5. The present stock of Scott Mining and Investment Company will be surrendered to the surviving corporation, Ruby Company, in exchange for Ruby Company stock of equal value.

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 Utah and the State of Nevada, and the provisions of the By-laws of each corporation for calling shareholders' meetings; and this Agreement shall only 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 NRS 78.490 of the Nevada Code, Ruby Company hereby agrees that it may be served with process in the State of Nevada in any proceeding for enforcement of any obligation prior to this merger, and Ruby Company hereby appoints the secretary of state of the State of Nevada as its agent to accept such service of process as aforesaid, to be served on Ruby Company by certified mail at Box 2777, Boise, Idaho.

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

RUBY COMPANY

BY

J. R. Simplot - Director

BY

C. L. Miller - Director

BY

John M. Dahl - Director

SCOTT MINING & INVESTMENT COMPANY

BY

Jess B. Hawley Jr. - Director

BY

Warren H. Brown - Director

BY

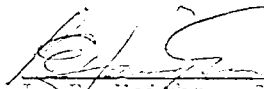
Jack E. Morgan - Director

C E R T I F I C A T E

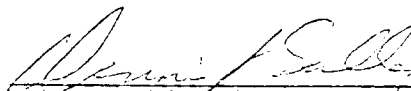
STATE OF IDAHO)
) ss.
County of Ada)

L. E. HAIGHT, the duly elected, qualified and acting
Secretary of RUBY COMPANY, does hereby certify:

That at a special meeting of the shareholders of Ruby
Company held on the 1st day of December, 1965
entirely separate from any meeting of the shareholders of
SCOTT MINING AND INVESTMENT COMPANY and called in the manner
provided by law, at which all of the issued capital stock of
Ruby Company was represented in person by the owners and holders
thereof of record, or by their proxy, by resolution unanimously
adopted, the foregoing Agreement for Merger as originally
executed by the authorized members of the Board of Directors
of Ruby Company, was approved and adopted; and the President
and Secretary of Ruby Company were authorized in the name of
and on behalf of that corporation to sign and execute such
Agreement.


L. E. Haight - Secretary

SUBSCRIBED and Sworn to before me this 20th day of
December, 1965

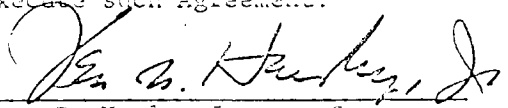

Notary Public for Idaho
Residing at: Boise, Idaho

C E R T I F I C A T E

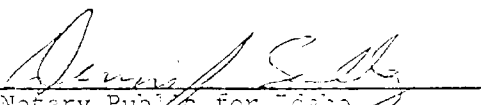
STATE OF IDAHO)
) ss.
County of Ada)

JESS B. HAWLEY, JR., the duly elected, qualified and acting Secretary of SCOTT MINING AND INVESTMENT COMPANY does hereby certify:

That at a special meeting of the shareholders of SCOTT MINING AND INVESTMENT COMPANY held on the 13 day of December, 1968, entirely separate from any meeting of the shareholders of Ruby Company, and called in the manner provided by law, at which all of the issued capital stock of SCOTT MINING AND INVESTMENT COMPANY was represented by proxy of the owner and holder thereof of record, by resolution un-animously adopted, the foregoing Agreement for Merger as origi-nally executed by the authorized members of the Board of Directors of SCOTT MINING AND INVESTMENT COMPANY was approved and adopted; and the President and Secretary of SCOTT MINING AND INVESTMENT COMPANY were authorized in the name of and on behalf of that corporation to sign and execute such Agreement.


Jess B. Hawley Jr. Secretary

SUBSCRIBED and sworn to before me this 20th day of December, 1968


Notary Public for Idaho
Residing at: Boise, Idaho

IN WITNESS WHEREOF, pursuant to the due authorization
by the shareholders of each, Ruby Company a Utah corporation,
and Scott Mining and Investment Company, a Nevada corporation,
at separate meetings thereof referred to in the foregoing certi-
ficates by the respective secretaries of those corporations,
the foregoing 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 Ruby Company, and the President
and Secretary of Scott Mining and Investment Company, this
20th day of December, 1965

(Corporate Seal)

Attest:

L. E. AIGHT - Secretary

RUBY COMPANY

BY

C. R. SWAPLOT - President

BY

L. E. AIGHT - Secretary

SCOTT MINING & INVESTMENT
COMPANY

(Corporate Seal)

Attest:

Jess B. Hawley, Jr.
JESS B. HAWLEY - Secretary

BY

JACK E. MORGAN - President

BY

Jess B. Hawley, Jr.
JESS B. HAWLEY, JR. -
Secretary


STATE OF IDAHO)
) ss.
County of Ada)

On the 20th day of December, AD, 1965

personally appeared before me J. R. SIMPLOT, who being by me duly sworn, did say that he is the President of Ruby Company, and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said J. R. 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

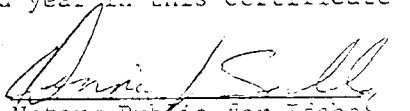
STATE OF IDAHO)
) ss.
County of Ada)

On the 20th day of December, AD, 1965

appeared before me JACK E. MORGAN, who, being by me duly sworn, did say that he is the President of Scott Mining and Investment Company, and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said Jack E. Morgan 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