



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ~~JAS. H. YOUNG~~ <sup>JAS. H. YOUNG</sup> Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

#### **J. R. SIMPLOT COMPANY**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **First** day of **March, 1956**

original articles of amendment, as provided by Section, **30-151, 30-152, Idaho Code**  
**Agreement for Merger of J. R. SIMPLOT COMPANY, an Idaho corporation, and**  
**J. R. SIMPLOT COMPANY, a Nevada corporation, with the latter the surviving**  
**corporation**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **93** of Record of Domestic Corporations of the State of Idaho,

I THEREFORE FURTHER CERTIFY, That **the Articles of Incorporation have**  
**been amended accordingly.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed

the Great Seal of the State. Done at Boise City,  
the Capital of Idaho, this **1st** day  
of **March**, in the year of our Lord  
one thousand nine hundred **fifty-six**,  
and the Independence of the United States of  
America the One Hundred **Eightieth**.

**AGREEMENT FOR MERGER**

THIS AGREEMENT made and entered into this 20th day of February, 1956, by and between J. R. SIMPLOT COMPANY, a Nevada corporation and all of the members of the Board of Directors of that corporation, and J. R. SIMPLOT COMPANY, an Idaho corporation and all of the members of the Board of Directors of that corporation.

**W I T N E S S E T H :**

WHEREAS, J. R. SIMPLOT COMPANY of Nevada is a corporation duly organized and existing under the laws of the State of Nevada, having its principal place of business at Elko, Nevada, and J. R. SIMPLOT COMPANY of Idaho is a corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business at Boise, Idaho, and is qualified as a foreign corporation to do and perform business in the State of Nevada; and

WHEREAS, J. R. SIMPLOT COMPANY of Nevada is authorized by its Articles of Incorporation to carry on and conduct the type of business and activities now carried on and conducted by J. R. SIMPLOT COMPANY of Idaho; and

WHEREAS, J. R. SIMPLOT COMPANY of Nevada is authorized to issue 100 shares of Class A Capital Stock, and 94,900 shares of Class B Capital Stock having an aggregate par value of \$950,000.00; and,

WHEREAS, J. R. SIMPLOT COMPANY of Idaho is authorized by its Articles of Incorporation to issue 100 shares of Class A Capital Stock and 94,900 shares of Class B Capital Stock

having an aggregate par value of \$950,000.00 of which 72,622.395 shares are issued and outstanding to the following shareholders:

| <u>NAME</u>   | <u>CLASS A CAPITAL STOCK</u><br><u>NO. OF SHARES</u> |
|---------------|------------------------------------------------------|
| J. R. Simplot | 26.316                                               |
| R. A. Simplot | 26.316                                               |
| J. R. Simplot | 23.813                                               |

|                  | <u>CLASS B CAPITAL STOCK</u><br><u>NO. OF SHARES</u> |
|------------------|------------------------------------------------------|
| J. R. Simplot    | 24,949.840                                           |
| R. A. Simplot    | 24,973.653                                           |
| Apex Corporation | 22,598.644                                           |
| Apex Corporation | 23.813                                               |

WHEREAS, for adequate business reasons it is considered desirable by the parties hereto that a merger be effected between the said corporations by which the J. R. SIMPLOT COMPANY of Idaho, is merged into the J. R. SIMPLOT COMPANY of Nevada as the surviving corporation;

NOW, THEREFORE, in consideration of the premises and of the terms and conditions herein set forth, the parties hereto have mutually agreed to effect a merger between said 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 March, 1956, J. R. SIMPLOT COMPANY, an Idaho corporation, shall be and it is hereby merged into and shall become a part of J. R. SIMPLOT COMPANY, a Nevada corporation; with the effect that the existence of J. R. SIMPLOT COMPANY, an Idaho corporation, shall thereby cease, and J. R. SIMPLOT COMPANY, a Nevada corporation, shall continue in existence as the surviving corporation.

Section 2. It is agreed that all of the provisions contained in the Articles of Incorporation, as amended, and the By-laws of J. R. SIMPLOT COMPANY, a Nevada corporation, shall remain in force and effect and shall not be deemed merged or amended hereby.

Section 3. Through fair and impartial appraisal the value and worth of the assets of the respective corporations, less their respective liabilities, have been determined, and based thereon, it is agreed that following the effective date of the merger herein, J. R. SIMPLOT COMPANY, a Nevada corporation, shall issue to the owners and holders of the issued shares of the capital stock of J. R. SIMPLOT COMPANY, an Idaho corporation, 76,445 shares of the Class A Capital Stock and 72,545.950 shares of the Class B Capital Stock of J. R. SIMPLOT COMPANY, a Nevada corporation, to be divided among the present owners of the capital stock of J. R. SIMPLOT COMPANY, an Idaho corporation, in the same proportion that they now own and hold said capital stock of J. R. SIMPLOT COMPANY, an Idaho corporation. The capital stock of J. R. SIMPLOT COMPANY, a Nevada corporation, so issued, shall be deemed fully paid and not subject to assessment.

Section 4. It is agreed that J. R. SIMPLOT COMPANY, a Nevada corporation, shall forthwith qualify as a foreign corporation to do and perform business in the States of Idaho, California, Oregon, Washington, Wyoming, Colorado, Utah, Nebraska and Montana, and shall file its Articles of Incorporation in each of the counties in said states, as required by the laws of each such state.

**Section 5.** It is agreed that the present members of the Board of Directors and the present officers of J. R. SIMPLOT COMPANY, a Nevada corporation, 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 qualify.

**Section 6.** It is agreed that upon said merger becoming effective, all of the property, real, personal or mixed, and all of the assets of J. R. SIMPLOT COMPANY, an Idaho corporation, wherever located, shall be deemed automatically transferred to and become vested in J. R. SIMPLOT COMPANY, a Nevada corporation, as the surviving corporation without any further special act or deed or instrument of transfer or conveyance for the accomplishment thereof; and thereupon, further, J. R. SIMPLOT COMPANY, a Nevada corporation, shall assume and become liable for payment of all of the existing indebtedness and obligations of J. R. SIMPLOT COMPANY, an Idaho corporation, including the obligation to perform existing leases and contracts without any special act or assumption of liability for these obligations.

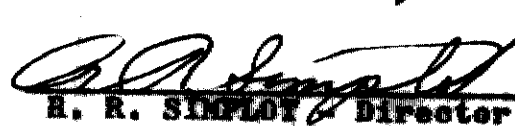
**Section 7.** It is agreed that this Agreement for Merger of said corporations shall be submitted to the shareholders of each corporation at meetings thereof, duly called and held separately, as required by the applicable statutes of the States of Nevada and Idaho, and this Agreement shall only become effective and binding upon the two corporations if adopted, approved and ratified by the affirmative vote of two-thirds of the voting power of all of the shareholders of each corporation at the meetings of shareholders so held.

IN WITNESS WHEREOF, this Agreement has been executed  
on behalf of the corporate parties hereto by all of the members  
of the Board of Directors of each corporation the day and year  
first above written.

J. R. SIMPLOT COMPANY,  
A Nevada corporation

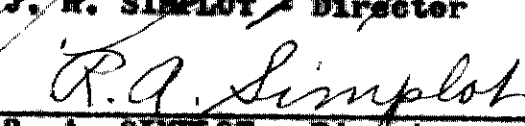
  
J. R. SIMPLOT - Director

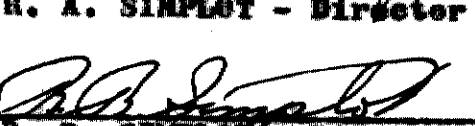
  
R. A. SIMPLOT - Director

  
R. R. SIMPLOT - Director

J. R. SIMPLOT COMPANY,  
An Idaho corporation

  
J. R. SIMPLOT - Director

  
R. A. SIMPLOT - Director

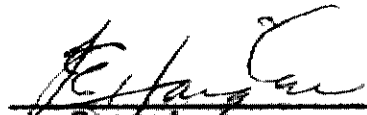
  
R. R. SIMPLOT - Director

CERTIFICATE

STATE OF IDAHO        }  
County of Ada        } ss.

L. E. HAIGHT, the duly elected, qualified and acting Secretary of J. R. SIMPLOT COMPANY, an Idaho corporation, does hereby certify:

That at a special meeting of the shareholders of J. R. SIMPLOT COMPANY, an Idaho corporation, held on the 23rd day of February, 1956, entirely separate from any meeting of the shareholders of J. R. SIMPLOT COMPANY, a Nevada corporation, and called in the manner provided in Section 30-133 of the Idaho Code (1947) at which all of the issued capital stock of J. R. SIMPLOT COMPANY, an Idaho corporation, was represented in person by the owners and holders thereof of record, by resolution unanimously adopted, the foregoing Agreement for Merger as originally executed by the members of the Board of Directors of J. R. SIMPLOT COMPANY, an Idaho corporation, was approved and adopted; and the President and Secretary of J. R. SIMPLOT COMPANY, an Idaho corporation were authorized in the name of and on behalf of that corporation to sign and execute such Agreement.

  
Secretary

Subscribed and sworn to before me this 23rd day of February, 1956.

(SEAL)

  
Notary Public for Idaho  
Residing at Boise, Idaho

CERTIFICATE

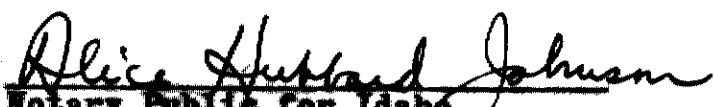
STATE OF IDAHO        )  
County of Ada        ) ss.

L. E. HAIGHT, the duly elected, qualified and acting Secretary of J. R. SIMPLOT COMPANY, a Nevada corporation, does hereby certify:

That at a special meeting of the shareholders of J. R. SIMPLOT COMPANY, a Nevada corporation held on the 23rd day of February, 1956, entirely separate from any meeting of the shareholders of J. R. SIMPLOT COMPANY, an Idaho corporation, and called in the manner provided in the Corporation Law of the State of Nevada, at which all of the issued capital stock of J. R. SIMPLOT COMPANY, a Nevada corporation, was represented in person by the owners and holders thereof of record, the foregoing Agreement for Merger as originally executed by the members of the Board of Directors of J. R. Simplot Company, a Nevada corporation, was, by ballot, unanimously approved and adopted; and the President and Secretary of J. R. Simplot Company, a Nevada corporation, were authorized in the name of and on behalf of that corporation to sign and execute such agreement.

  
\_\_\_\_\_  
Secretary

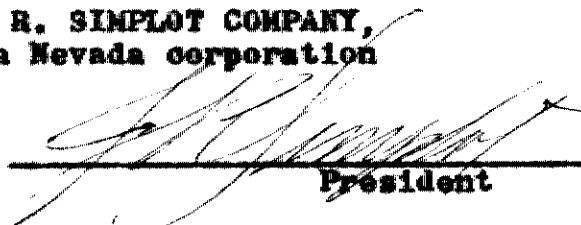
Subscribed and sworn to before me this 23rd day of  
February, 1956.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho

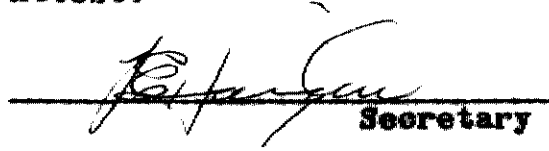
IN WITNESS WHEREOF Pursuant to due authorization by the shareholders of each, J. R. SIMPLOT COMPANY, a Nevada corporation, and J. R. SIMPLOT COMPANY, an Idaho corporation, at separate meetings thereof referred to in the foregoing certificates by the respective secretaries of those corporations, the foregoing Agreement for Merger so adopted and approved by the shareholders of each of said corporations is hereby executed and signed by the President and Secretary respectively of each, J. R. SIMPLOT COMPANY, a Nevada corporation and J. R. SIMPLOT COMPANY, an Idaho corporation, this 23rd day of February, 1956.

J. R. SIMPLOT COMPANY,  
a Nevada corporation

By

  
President

Attest:

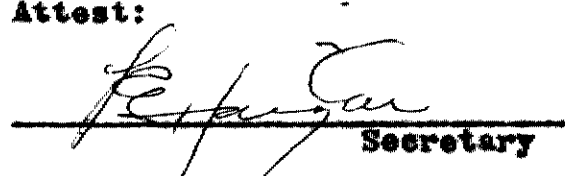
  
Secretary

J. R. SIMPLOT COMPANY,  
an Idaho corporation

By

  
President

Attest:

  
Secretary

STATE OF IDAHO

County of Ada

} ss.

On this 23rd day of February, 1956, personally appeared before me, Alice Hubbard Johnson, a Notary public in and for the State of Idaho, J. R. SIMPLOT and L. E. HAIGHT, known to me to be the President and Secretary respectively of J. R. Simplot Company, a Nevada corporation, and upon oath, did depose that they are such officers of said corporation as above designated; that they are acquainted with the seal of said corporation and that the seal affixed to said instrument is the corporate seal of said corporation; that the signatures to said instrument were made by officers of said corporation as indicated after said signatures; and that the said corporation executed the said instrument freely and voluntarily and for the purposes therein mentioned.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal at my office in the State of Idaho, at Boise, the day and year in this certificate first above written.

*Alice Hubbard Johnson*  
Notary Public for Idaho  
Residence: Boise, Idaho

STATE OF IDAHO

County of Ada

} ss.

On this 23rd day of February, 1956, before me, Alice Hubbard Johnson, a Notary Public in and for the State of Idaho, personally appeared J. R. SIMPLOT and L. E. HAIGHT, known to me to be the President and Secretary, respectively of J. R. Simplot Company, an Idaho corporation, and upon oath, did depose that they are such officers of said corporation as above designated; that they are acquainted with the seal of said corporation and that the seal affixed to said instrument is the corporate seal of said corporation; that the signatures to said instrument were made by officers of said corporation as indicated after said signatures; and that the said corporation executed the said instrument freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal at my office in the State of Idaho, at Boise, the day and year in this certificate first above written.

*Alice Hubbard Johnson*  
Notary Public for Idaho  
Residence: Boise, Idaho