

State of Idaho

Department of State

CERTIFICATE OF DISSOLUTION OF

SIMPLOT EMPLOYEE STOCK PURCHASE ASSOCIATION, INC.

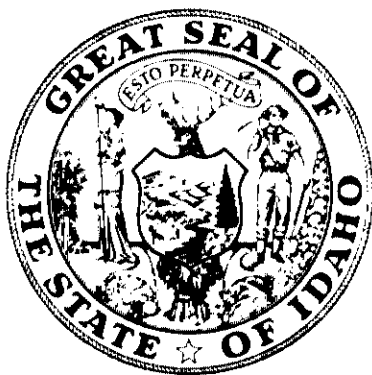
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of _____

SIMPLOT EMPLOYEE STOCK PURCHASE ASSOCIATION, INC.

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 Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated April 4, 19 91



Pete T. Cenarrusa

SECRETARY OF STATE

Richards

Corporation Clerk

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 30-1-92
IDAHO BUSINESS CORPORATION ACT

REC:
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OF

SIMPLOT EMPLOYEE STOCK PURCHASE ASSOCIATION, INC.

Pursuant to the provisions of Section 30-1-92 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

FIRST: The name and post office address of the corporation is:

Simplot Employee Stock Purchase Association, Inc.
999 Main Street
P.O. Box 27
Boise, Idaho 83707

SECOND: The names and addresses of the last Officers and Directors of the corporation and their respective offices are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Ted E. Roper	999 Main Street Boise, Idaho 83702	Chairman and Director
Ronald N. Graves	999 Main Street Boise, Idaho 83702	Vice-Chairman and Director
James D. Crawford	999 Main Street Boise, Idaho 83702	Treasurer
Paul Mark Thompson	999 Main Street Boise, Idaho 83702	Secretary
Gary E. Wallis	3026 White Post Way Eagle, Idaho 83616	Director

THIRD: There are no actual or known potential creditors to whom notice of this dissolution must be sent not less than thirty (30) days prior to filing the Articles of Dissolution as required by Section 30-1-87 of the Idaho Business Corporation Act.

FOURTH: All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.

FIFTH: All remaining property and assets of the corporation have been distributed among its shareholders, in accordance with their respective rights and interest.

SIXTH: There are no suits pending against the corporation in any court with respect to which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

SEVENTH: The dissolution of Simplot Employee Stock Purchase Association, Inc. has received the unanimous consent of the shareholders pursuant to Idaho Code, Section 30-1-83.

DATED this 28 day of March, 1991.

**SIMPLOT EMPLOYEE STOCK PURCHASE
ASSOCIATION, INC.**

By Ted E. Roper
TED E. ROPER - Chairman

ATTEST:

By P. Mark Thompson
P. Mark Thompson
Secretary

STATE OF IDAHO)
) ss.
County of Ada)

I, KELLINE EASON, a Notary Public, do hereby certify on this 3rd day of April, 1991, personally appeared before me, P. MARK THOMPSON, who being by me being first duly sworn declared that he is the **Secretary of SIMPLOT EMPLOYEE STOCK PURCHASE ASSOCIATION, INC.**, that he signed the foregoing document as Secretary, and the statements contained therein are true.

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



NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho
My Commission Expires: 10-13-92

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STANDARD
NOTARY