



I, Wm. D. Swackhamer, the duly elected Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of

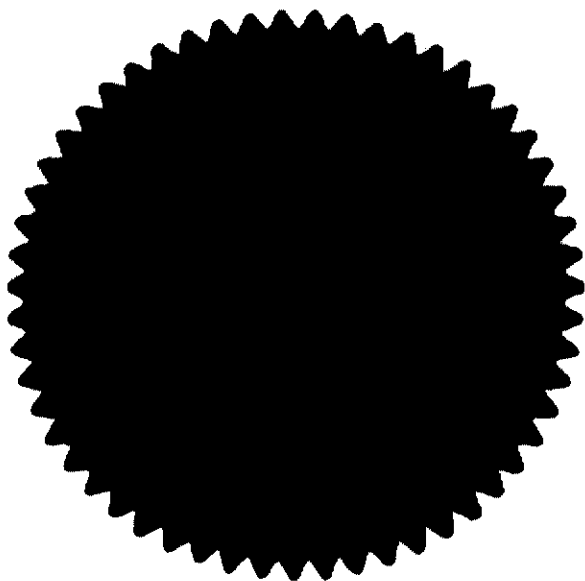
AGREEMENT OF MERGER
MERGING

BELL RAPIDS STORAGE CO.
(An Idaho Corporation)

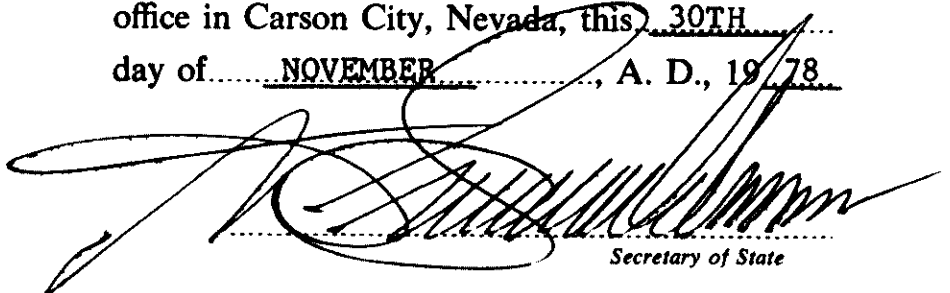
Into

J. R. SIMPLOT COMPANY
(A Nevada Corporation)

as the same appears on file and of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 30TH day of NOVEMBER, A. D., 19 78



Secretary of State

By _____
Deputy

NOV 30 1978

WM. SWACKHAMER - SECRETARY OF STATE

PLAN AND AGREEMENT FOR MERGER


No. 876-55

THIS AGREEMENT, Entered into this 15th day of November, 1978, by and between J. R. SIMPLOT COMPANY, a Nevada corporation, and all of the members of the Board of Directors of that company, and BELL RAPIDS STORAGE CO., an Idaho 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, J. R. SIMPLOT COMPANY is a corporation duly organized and existing under the laws of the State of Nevada, having its principal place of business at Reno, in the County of Washoe, State of Nevada; and BELL RAPIDS STORAGE CO. is a corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business at Boise, in the County of Ada, State of Idaho; and

WHEREAS, J. R. SIMPLOT COMPANY is authorized by its Articles of Incorporation to issue 100 shares of Class A Capital Stock, and 249,900 shares of Class B Capital Stock, having an aggregate par value of \$2,500,000.00, of which 76.445 shares of Class A Capital Stock and 161,310.269 shares of Class B Capital Stock, having an aggregate par value of \$1,613,867.14, are now issued and outstanding; and

WHEREAS, BELL RAPIDS STORAGE CO. is authorized by its Articles of Incorporation to issue 4,000 shares of common capital stock having an aggregate par value of \$400,000.00, of which only 10 shares are issued and outstanding, all of which are owned and held by J. R. SIMPLOT COMPANY, the other party to this Agreement; 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 BELL RAPIDS STORAGE CO. is merged into J. R. SIMPLOT 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 ONE. It is agreed that effective as of the close of business on the 30th day of November, 1978, BELL RAPIDS STORAGE CO. shall be and it is hereby merged into J. R. SIMPLOT COMPANY, with the effect and result that the existence of BELL RAPIDS STORAGE CO. shall cease and J. R. SIMPLOT COMPANY shall continue in existence as the surviving or merging corporation.

SECTION TWO. 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 shall remain in force and effect and shall not be deemed altered or amended hereby, and that the laws of the State of Nevada shall continue to govern the surviving corporation.

SECTION THREE. It is agreed that the present members of the Board of Directors of J. R. SIMPLOT 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 FOUR. It is agreed that upon said merger becoming effective, all of the property, real, personal or mixed, and all of the assets of BELL RAPIDS STORAGE CO., wherever located, shall be deemed automatically transferred to and become vested in J. R. SIMPLOT COMPANY as the surviving corporation, without any further act or deed or instrument of transfer or conveyance for the accomplishment

thereof; and whereupon, further, J. R. SIMPLOT COMPANY shall assume and become liable for payment of all of the existing indebtedness and obligations of BELL RAPIDS STORAGE CO., including the obligation to perform existing leases and contracts without any special act or assumption of liability for those obligations.

SECTION FIVE. Inasmuch as this agreement contemplates a merger of a wholly-owned subsidiary corporation, BELL RAPIDS STORAGE CO., into its parent corporation, J. R. SIMPLOT COMPANY, no additional capital stock of J. R. SIMPLOT COMPANY will be issued upon or as a part of said merger.

SECTION SIX. 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 Idaho and of the State of Nevada, and the provisions of the By-Laws of each corporation for calling shareholders' meetings; and this Agreement shall 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 SEVEN. It is agreed that as the surviving corporation is to be governed by Nevada law, J. R. SIMPLOT COMPANY hereby agrees that it may be served with process in the State of Idaho in any proceeding for enforcement of any obligation of BELL RAPIDS STORAGE CO. prior to this merger, and J. R. SIMPLOT COMPANY hereby appoints the Secretary of State of the State of Idaho as its agent to accept such service of process as aforesaid, to be served on J. R. SIMPLOT COMPANY by Certified mail, return receipt requested, at P. O. Box 27, Boise, Idaho 83707.

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

J. R. SIMPLOT COMPANY

By 

J. R. Simplot - Director

By 

John M. Dahl - Director

By 

A. Dale Dunn - Director

By 

Scott R. Simplot - Director

By 

Don J. Simplot - Director

By 

Richard R. Simplot - Director

By 

E. L. Otter - Director

BELL RAPIDS STORAGE CO.

By 

J. R. Simplot - Director

By 

John M. Dahl - Director

By 

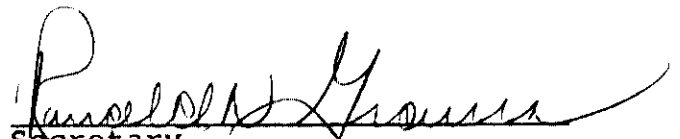
Scott R. Simplot - Director

C E R T I F I C A T E

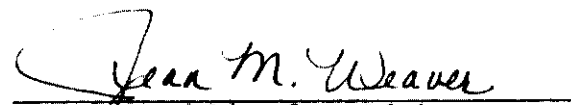
STATE OF IDAHO)
) ss.
County of Ada)

Ronald N. Graves, the duly elected, qualified and acting Secretary of J. R. SIMPLOT COMPANY, does hereby certify:

That at a special meeting of the shareholders of J. R. SIMPLOT COMPANY held on the 15th day of November, 1978, entirely separate from any meeting of the shareholders of BELL RAPIDS STORAGE CO., and called in the manner provided by law, at which all of the issued capital stock of J. R. SIMPLOT COMPANY was represented in person by the owners and holders thereof of record, or by their proxy, by resolution unanimously adopted, the foregoing Plan and Agreement for Merger as originally executed by the authorized members of the Board of Directors of J. R. SIMPLOT COMPANY, was approved and adopted; and the President and Secretary of J. R. SIMPLOT COMPANY 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 15th day of November, 1978.

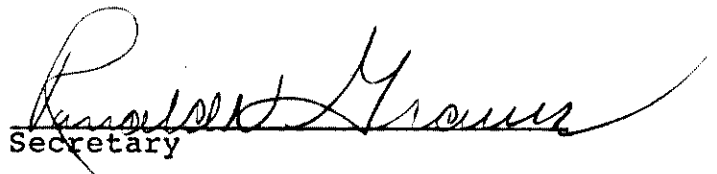

Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 5-29-79

C E R T I F I C A T E

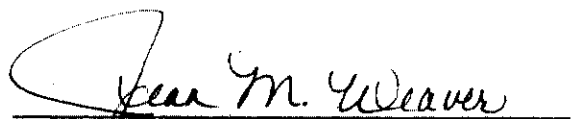
STATE OF IDAHO)
) ss.
County of Ada)

Ronald N. Graves, the duly elected, qualified and acting Secretary of BELL RAPIDS STORAGE CO., does hereby certify:

That at a special meeting of the shareholders of BELL RAPIDS STORAGE CO., held on the 15th day of November, 1978, entirely separate from any meeting of the shareholders of J. R. SIMPLOT COMPANY, and called in the manner provided by law, at which all of the issued capital stock of BELL RAPIDS STORAGE CO. was represented by the owners and holders thereof in person or by proxy of the owners and holders thereof, of record, by resolution unanimously adopted, the foregoing Plan and Agreement for Merger as originally executed by the authorized members of the Board of Directors of BELL RAPIDS STORAGE CO., was approved and adopted; and the President and Secretary of BELL RAPIDS STORAGE CO. 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 15th day of November, 1978.


Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 5-29-79

IN WITNESS WHEREOF, pursuant to the due authorization by the shareholders of each, J. R. SIMPLOT COMPANY, a Nevada corporation, and BELL RAPIDS STORAGE CO., an Idaho corporation, at separate meetings thereof referred to in the foregoing certificate by the respective Secretaries of those corporations, the foregoing Plan and 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 J. R. SIMPLOT COMPANY, and the President and Secretary of BELL RAPIDS STORAGE CO., this 15th day of November, 1978.

(CORPORATE SEAL)

J. R. SIMPLOT COMPANY

Attest:

Russell G. Grouse
Secretary

By

Arthur J. Grouse
Its President

(CORPORATE SEAL)

BELL RAPIDS STORAGE CO.

Attest:

Russell G. Grouse
Secretary

By

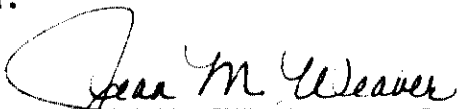
Arthur J. Grouse
Its President

STATE OF IDAHO)
) ss.
County of Ada)

On the 15th day of November, 1978, personally appeared before me A. DALE DUNN, who, being by me duly sworn, did say that he is the President of J. R. SIMPLOT COMPANY, and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said A. DALE DUNN 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)

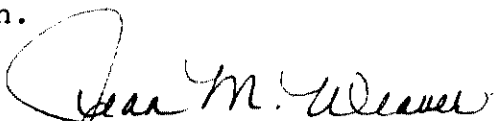

Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 5-29-79

STATE OF IDAHO)
) ss.
County of Ada)

On the 15th day of November, 1978, personally appeared before me J. R. SIMPLOT, who, being by me duly sworn did say that he is the President of BELL RAPIDS STORAGE CO., 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
My commission expires 5-29-79