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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 KYLE ENTERPRISES, INC., an Idaho corporation, into VALLEY FOOD SERVICE, INC., 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: January 1y, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

RECEIVED
SEC. OF STATE **ARTICLES OF MERGER**

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Pursuant to the provisions of Idaho Code Section 30-1-71, the undersigned corporations have adopted the following articles of merger for the purpose of merging them into one of such corporations:

I.

The names of the undersigned corporations and the states under the laws of which each is organized are:

<u>Name of Corporation</u>	<u>State</u>
Kyle Enterprises, Inc.	Idaho
Valley Food Service, Inc.	Idaho

II.

The laws of the State of Idaho permit such merger.

III.

The name of the surviving corporation is Valley Food Service, Inc., and it is to be governed by the laws of the State of Idaho.

IV.

A plan of merger was approved by the directors of the undersigned corporations effective January 1, 1995. A copy of said plan of merger is attached hereto as Exhibit "A" and by this reference made a part hereof.

V.

As to each corporation, the number of shares outstanding and entitled to vote on the plan of merger are as follows:

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<u>Name of Corporation</u>	<u>No. of Shares Outstanding</u>	<u>No. of Shares Voted in Favor</u>
Kyle Enterprises, Inc.	50	50
Valley Food Service, Inc.	500	500

VI.

All of the outstanding stock of the merging corporation, Kyle Enterprises, Inc., and the surviving corporation, Valley Food Service, Inc., voted in favor of the merger after proper notice and at a special meeting called for the purpose of approving the plan of merger.

VII.

The effective date of this merger is January 1, 1995.

VALLEY FOOD SERVICE, INC.

By William D. Kyle
William D. Kyle President

ATTEST:

Donna F. Kyle
Donna F. Kyle, Secretary

KYLE ENTERPRISES, INC.

By William D. Kyle
William D. Kyle

ATTEST:

Donna F. Kyle
Donna F. Kyle, Secretary

STATE OF IDAHO)
 : SS.
County of Twin Falls)

I, Denise Green, a Notary Public, do hereby
certify that on this 12th day of January, 1995, personally
appeared before me WILLIAM D. KYLE, who, being by me first duly
sworn, declared that he is the President of VALLEY FOOD SERVICE,
INC., that he signed the foregoing document as President of the
corporation and that the statements therein contained are true.

Denise Green
Notary Public for Idaho
Residing at Twin Falls
Commission Expires: 1-2-97

STATE OF IDAHO)
 : SS.
County of Twin Falls)

I, Denise Green, a Notary Public, do hereby
certify that on this 12th day of January, 1995, personally
appeared before me DONNA F. KYLE, who, being by me first duly
sworn, declared that she is the Secretary of VALLEY FOOD SERVICE,
INC., that she signed the foregoing document as Secretary of the
corporation and that the statements therein contained are true.

Denise Green
Notary Public for Idaho
Residing at Twin Falls
Commission Expires: 1-2-97

STATE OF IDAHO)
 : SS.
County of Twin Falls)

I, Denise Green, a Notary Public, do hereby
certify that on this 12th day of January, 1995, personally
appeared before me WILLIAM D. KYLE, who, being by me first duly
sworn, declared that he is the President of KYLE ENTERPRISES, INC.,
that he signed the foregoing document as President of the
corporation and that the statements therein contained are true.

Denise Green
Notary Public for Idaho
Residing at Twin Falls
Commission Expires: 1-2-97

STATE OF IDAHO)
 : SS.
County of Twin Falls)

I, Denise Green, a Notary Public, do hereby
certify that on this 12th day of January, 1995, personally
appeared before me DONNA F. KYLE, who, being by me first duly
sworn, declared that she is the Secretary of KYLE ENTERPRISES,
INC., that she signed the foregoing document as Secretary of the
corporation and that the statements therein contained are true.

Denise Green
Notary Public for Idaho
Residing at Twin Falls
Commission Expires: 1-2-97

(RGK4732AOM.009)

PLAN AND AGREEMENT OF MERGER

OF

VALLEY FOOD SERVICE, INC.

(surviving corporation)

and

KYLE ENTERPRISES, INC.

(merging corporation)

COPY

AGREEMENT OF MERGER, effective January 1, 1995, pursuant to Section 30-1-71 of the General Corporation Law of the State of Idaho, between **VALLEY FOOD SERVICE, INC.**, an Idaho corporation, and **KYLE ENTERPRISES, INC.**, an Idaho corporation.

WITNESSETH that:

WHEREAS, Kyle Enterprises, Inc. and Valley Food Service, Inc. desire to merge.

NOW, THEREFORE, the corporations, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Kyle Enterprises, Inc., an Idaho corporation, hereby merges itself into Valley Food Service, Inc., an Idaho corporation, and Valley Food Service, Inc. shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Valley Food

Service, Inc., as in effect at the date of the merger provided for in this agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of Kyle Enterprises, Inc. into cash or other property shall be by transfer of all of the assets and liabilities of Kyle Enterprises, Inc. which assets and liabilities shall be placed on the books and records of Valley Food Service, Inc. and the outstanding stock of Kyle Enterprises, Inc. shall be cancelled. Additional shares of stock in Valley Food Service, Inc. shall be issued to the shareholders in Kyle Enterprises, Inc. in proportion to the net value of the assets being transferred from Kyle Enterprises, Inc. to Valley Food Service, Inc.

FOURTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation, as they shall exist on the effective date of this agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of the stockholders and until their successors have been elected and qualified.

(c) The effective date of this merger for all purposes shall be as of the close of business on the 31st day of

December, 1994.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolved upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

(e) All corporate acts, plans, policies, contracts, approvals and authorizations of the merged corporation, its shareholders, board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid

and effective immediately prior to the effective date of the merger shall be taken for all purposes of the acts, plans, policies, contracts, approvals and authorizations of the surviving corporation and shall become the employees of the merged corporation and continue to be entitled to the same rights and benefits which they enjoyed as employees of the merged corporation. Any employee plan or agreement of the merged corporation shall be adopted, effective and binding on the surviving corporation as the same were with respect to the merged corporation.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by the resolution adopted by the Board of Directors of Valley Food Service, Inc., have caused their presents to be executed by the President and attested by the Secretary of each party hereto.

VALLEY FOOD SERVICE, INC.

By William D. Kyle
William D. Kyle, President

ATTEST:

Donna F. Kyle
Donna F. Kyle, Secretary

KYLE ENTERPRISES, INC.

By William D. Kyle
William D. Kyle, President

ATTEST:

Donna F. Kyle
Donna F. Kyle, Secretary