

**FILED EFFECTIVE**

**ARTICLES OF MERGER**

2004 APR -7 AM 9:51

Dry-Pak Potato & Seed Co., Inc., an Idaho Corporation, hereby files and presents to the Secretary of State pursuant to Section 30-1105 Idaho Code, these Articles of Merger and represents and sets forth the following:

**I.**

Dry-Pak Potato & Seed Co., Inc., an Idaho Corporation, merged with Gutierrez Farms, Inc., an Idaho Corporation. Gutierrez Farms, Inc. will not continue as a business entity, but will continue in the farming business under the corporate name Dry-Pack Potato Co., Inc. This plan of merger was adopted by the directors and the shareholders of both corporations. The directors and shareholders of both corporations are as follows:

- a. Agustin Gutierrez and Candida Gutierrez, husband and wife; Director and shareholders of Dry-Pak Potato & Seed Co., Inc; Shareholder of Gutierrez Farms, Inc.
- b. Jared Gutierrez; Director Dry-Pak Potato & Seed Co., Inc; Director and shareholder of Gutierrez Farms, Inc.

**II.**

Shareholder approval was given by both Agustin Gutierrez, his wife Candida Gutierrez, and Jared Gutierrez, who are the only shareholders of all outstanding shares of both corporations. The plan allows for the continuation of Dry-Pak Potato & Seed Co., Inc. and further allows for the issuance of stock in Dry-Pak Potato & Seed Co., Inc. in the same shares as issued under Gutierrez Farms, Inc. to the above-named shareholders.

**III.**

Agustin Gutierrez owned 500 shares of stock in Gutierrez Farms, Inc. Jared Gutierrez owned 500 shares of stock in Gutierrez Farms, Inc. Under the plan of merger, Dry-Pak Potato & Seed Co., Inc. will issue to Agustin Gutierrez 500 shares in Dry Pak Potato & Seed Co., Inc. in exchange for the shares he previously held in Gutierrez Farms, Inc. Dry-Pak Potato & Seed Co., Inc. will issue to Jared Gutierrez 500 shares in Dry-Pak Potato & Seed Co., Inc. in exchange for the shares he previously held in Gutierrez Farms, Inc.

**IV.**

IDAHO SECRETARY OF STATE  
04/07/2004 05:00  
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All the above named shareholders voted to merge as the Articles of Incorporation of both Dry-Pak Potato & Seed Co., Inc. and Gutierrez Farms, Inc. The Articles of Incorporation of both corporations provide for only one class of stock, common shares of stock, held by shareholders Agustin Gutierrez, Candida Gutierrez, and Jared Gutierrez.

V.

Agustin Gutierrez voted all of his shares of Gutierrez Farms, Inc., totaling 500, for the plan. Jared Gutierrez votes all of his shares totaling 500, for the plan of Gutierrez Farms Inc. for the plan Agustin Gutierrez and Candida Gutierrez voted all their 1000 shares in Dry-Pak Potato & Seed Co., Inc. for the plan.

VI.


All officers and directors currently serving for Dry-Pak Potato & Seed Co, Inc. shall remain. There shall be no amendment of Dry-Pak Potato & Seed Co., Inc. Articles of Incorporation as a result of this merger until further action may be taken, as desired, by the Board of Directors of Dry-Pak Potato & Seed Co., Inc.

DATED this 31 day of March, 2004.

Dry-Pak Potato & Seed Co., Inc.

  
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President

Attest

  
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Secretary