

# State of Idaho

## Department of State

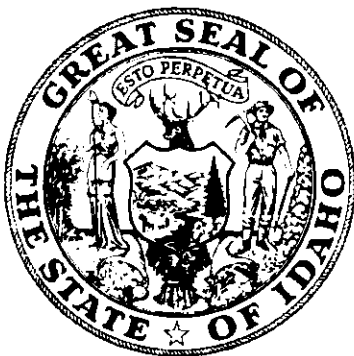
### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that  
duplicate originals of Articles of Merge of  
IDAHO SUPREME POTATOES, INC., an Idaho corporation,

into B/J INDUSTRIES, 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  
merge, and attach hereto a duplicate original of the Articles of  
Merge.

Dated August 31, 19 90.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

AUG 31 11 41 AM '90  
SECRETARY OF STATE

**ARTICLES OF MERGER**  
**IDAHO SUPREME POTATOES, INC.**  
**INTO**  
**B/J INDUSTRIES, INC.**

Pursuant to the provisions of Idaho Code §30-1-74, B/J Industries, Inc. adopts the following Articles of Merger for the purpose of merging its subsidiary, Idaho Supreme Potatoes, Inc. into B/J Industries, Inc., the surviving corporation.

**ARTICLE I.**

**PLAN OF MERGER**

The following Joint Agreement and Plan of Merger attached hereto as **Exhibit "A"** and incorporated herein by reference was approved by the board of directors of B/J Industries, Inc. in the manner prescribed by the Idaho Business Corporation Act.

**ARTICLE II.**

**CLASSES OF STOCK**

B/J Industries, Inc. has only one class of shares, common shares. The number of issued and outstanding shares of B/J Industries, Inc. is 424.

The subsidiary corporation has only one class of shares, common shares. The number of outstanding shares of Idaho Supreme Potatoes, Inc. is 5,270.25, all of which are owned by B/J Industries, Inc.

### ARTICLE III.

#### WAIVER OF MAILING OF NOTICE

B/J Industries, Inc., being the sole shareholder of the subsidiary corporation, waives notice of mailing of a copy of this Joint Agreement and Plan of Merger and requests immediate filing and issuance of a Certificate of Merger by the Idaho Secretary of State.

DATED this 28 day of August, 1990.

(Seal)

ATTEST

By [Signature]  
Its: Secretary

B/J INDUSTRIES INC.

By [Signature]  
Its: President

IDAHO SUPREME POTATOES, INC.

(Seal)

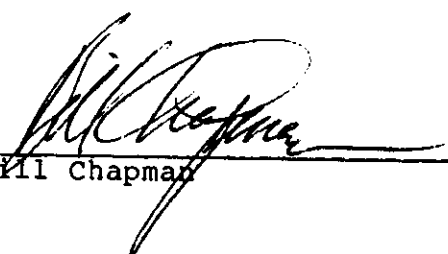
By   
Its: President

ATTEST

By   
Its: Secretary

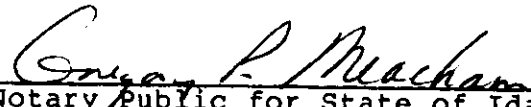
STATE OF IDAHO )  
County of Bonneville ) ss.  
Bingham )

Bill Chapman, being first duly sworn, on his oath deposes and says that he is the president of B/J Industries, Inc., an Idaho corporation and that he has read the foregoing Articles of Merger, executed pursuant to the document, knows the contents thereof, and the same is true and correct to the best of his knowledge and belief.

  
Bill Chapman

SUBSCRIBED AND SWORN to before me this 28<sup>th</sup> day of August, 1990.

(SEAL)

  
Notary Public for State of Idaho  
Residing at: Idaho Falls  
My Commission Expires: 2-23-93

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ARTICLES OF MERGER

## **JOINT AGREEMENT AND PLAN OF MERGER**

THIS JOINT AGREEMENT AND PLAN OF MERGER merging Idaho Supreme Potatoes, Inc. into B/J Industries, Inc. and changing the name of B/J Industries, Inc. to Idaho Supreme Potatoes, Inc. is made August 31, 1990, between B/J Industries, Inc., an Idaho corporation organized and existing under the laws of the State of Idaho, having its principal office at 614 E. 800 N., City of Firth, County of Bingham, State of Idaho and Idaho Supreme Potatoes, Inc., a corporation organized and existing under the laws of the State of Idaho, having its principal office and place of business at 614 E. 800 N., City of Firth, County of Bingham, State of Idaho.

### **I.**

#### **NAME OF SUBSIDIARY AND SURVIVING CORPORATION**

1.1 Idaho Supreme Potatoes, Inc. shall be the subsidiary corporation, and all references in this Plan of Merger to "Idaho Supreme" or "subsidiary corporation" shall be to Idaho Supreme Potatoes, Inc.

1.2 B/J Industries, Inc. shall be the surviving corporation, and all references in this Plan of Merger to "B/J" or "surviving corporation" shall be to B/J Industries, Inc.

1.3 All the 5,270.25 issued and outstanding shares of Idaho Supreme Potatoes, Inc. are owned by B/J Industries, Inc. In 1973, prior to B/J's acquisition of Idaho Supreme, Idaho Supreme had entered into a long-term installment sale contract to purchase 281.25 shares from Sterling Hone. These shares are treated by Idaho Supreme as treasury shares.

1.4 The stock of B/J Industries, Inc. is owned as follows:

<u>NAME</u>	<u>SHARES</u>	
Wayne E. Allen	18	
Lynn Bradshaw	36	
James Kontes	37	
John Chapman	54	
Wilford ("Bill") Chapman	225	
	<u>424</u>	TOTAL

1.5 The officers and board of directors of the two corporations are identical people.

1.6 These two corporations are sometimes collectively herein called the "constituent corporations".

1.7 It is the intent and desire of the constituent corporations and the respective board of directors and stockholders that Idaho Supreme Potatoes, Inc. terminate doing business as a separate corporation effective midnight, August 31, 1990. In order that the surviving corporation may take over the consolidated affairs of the two corporations immediately thereafter, the effective date of this merger shall be midnight, August 31, 1990.

1.8 It is the intention that this merger be considered a statutory merger under §368(a)(1)(A) of the Internal Revenue Code of 1954, as amended, and under the statutes of the State of Idaho, specifically, Idaho Code §30-1-75 providing for merger of subsidiary corporations.

1.9 In consideration of the declarations and of the mutual agreements and covenants herein contained, it is agreed that Idaho Supreme Potatoes, Inc. shall be and is hereby merged into B/J Industries, Inc. which shall be the surviving corporation, and the terms and conditions of such merger and the plan for carrying it into effect are and shall be as set forth herein.

## II.

### MANAGEMENT

2.1 The Articles of Incorporation of B/J shall continue to be its articles of incorporation following the effective date of merger, until the same shall be altered or amended.

2.2 The bylaws of B/J shall be and remain the bylaws of the surviving corporation until altered, amended, or repealed.

2.3 The officers and directors of B/J in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of the surviving corporation for the term elected until their respective successors shall be elected or appointed and qualified.

### III.

#### EFFECTIVE DATE OF MERGER

3.1 The effective date of this merger for all purposes shall be as of midnight, August 31, 1990, and Idaho Supreme shall cease doing business as of midnight of said day as a separate entity. The Articles of Merger incorporating this Plan of Merger shall have been filed in the Office of the Secretary of State of the State of Idaho; and B/J, the surviving corporation, may thereafter be served with process in any proceedings for the enforcement of any obligation of Idaho Supreme or in any proceeding for the enforcement of the rights of dissenting shareholders of Idaho Supreme.

3.2 The corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of B/J shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of Idaho Supreme shall be continued in and merged into B/J which shall be fully vested therewith.

3.3 On the effective date of the merger, the surviving corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of the subsidiary corporation; and all of the property, real,



personal or mixed, and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to the subsidiary corporation shall be deemed to be transferred to and vested in the surviving corporation without further act or deed, and the title to any property or any interest therein, vested in the subsidiary corporation shall not revert or be in any way impaired by reason of the merger.

3.4 On the effective date of the merger, the surviving corporation shall be deemed responsible and liable for all the liabilities and obligations of the subsidiary corporation; and any claims existing by or against the subsidiary corporation may be prosecuted to judgment as if the merger had not taken place, or the surviving corporation may be substituted in place of the subsidiary corporation. The rights of the creditors shall not be impaired by this merger. The surviving corporation shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the subsidiary corporation.

#### IV.

##### NAME AND PURPOSE OF SURVIVING CORPORATION

The name of B/J, the surviving corporation, shall be changed to Idaho Supreme Potatoes, Inc. The purposes for which the surviving corporation has been formed and the nature of the

business to be transacted by it are and shall continue to be as set forth in its Articles of Incorporation, as the same has been heretofore amended, and may hereafter be amended.

V.

**EMPLOYEE PLAN**

Unless and until otherwise determined by the Board of Directors of the surviving corporation, the profit sharing plan and all other employee plans, agreements or arrangements relating to its employees or any of them in force on the effective date of the merger, shall be effective with respect to the surviving corporation in the same manner as if adopted, or made by it and shall be applicable to the persons who would be covered thereby in accordance with its terms. Provided, however, for purposes of the profit sharing plan and trust agreement of the surviving corporation an employee of any constituent corporation merged into the surviving corporation shall be deemed to have commenced his employment with the surviving corporation as of the date he commenced his employment with the constituent corporation. This shall be effective, however, only as to those employees of constituent corporations who continue in the employ of the surviving corporation from and after the effective date of the merger.

**VI.**

**CONVERSION OF SHARES**

B/J presently owns all of the outstanding shares of stock of the subsidiary corporation, Idaho Supreme. Upon the effective date of the merger, all the outstanding shares of stock of the subsidiary corporation shall be surrendered and cancelled. The shares of common stock of B/J whether authorized or issued on the effective date of the merger shall not be converted, exchanged or otherwise affected as a result of the merger, and no new shares of stock shall be issued by reason of this merger.

**VII.**

**NEW SHARE CERTIFICATE**

As soon as Articles of Merger are filed with the Idaho Secretary of State, each holder of certificate of shares of the common stock of B/J Industries, Inc. shall surrender them to the secretary of the surviving corporation which shall thereafter be known as Idaho Supreme Potatoes, Inc. On receipt of such share certificate, the surviving corporation shall issue in exchange therefor, a certificate or certificates representing the number of shares of common stock of the surviving corporation, Idaho Supreme Potatoes, Inc. representing the same number of shares of stock as the holder previously held.

## **VIII.**

### **EXPENSES OF MERGER**

The surviving corporation shall pay all expenses of accomplishing the merger.

## **IX.**

### **SUBSEQUENT ACTS**

If at any time the surviving corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in the surviving corporation, the title to any property or rights of the subsidiary corporation or to otherwise carry out the provisions hereof, the proper officers and directors of the subsidiary corporation as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in the surviving corporation and to otherwise carry out the provisions hereof.

## **X.**

### **ABANDONMENT OF MERGER**

At any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Idaho, the proposed merger may be abandoned by B/J pursuant to this provision.

IN WITNESS WHEREOF, the directors of B/J Industries, Inc., or a majority thereof, pursuant to a resolution at a duly noticed meeting of the board of directors held August 22, 1990, have executed this Plan of Merger under the corporate seal on the day and year first above written.

(Seal)

B/J INDUSTRIES, INC.

By   
Its: President

ATTEST

By   
Its: Secretary

(Seal)

IDAHO SUPREME POTATOES, INC.

By   
Its: President

ATTEST

By   
Its: Secretary

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