

**ARTICLES OF MERGER
OF
SULLIVAN HILL FARMS, INC.
An Idaho Corporation
INTO
R & K MEACHAM, INC.
An Idaho Corporation**

FILED EFFECTIV

2007 JAN 31 AM 8:41

SECRETARY OF STATE
STATE OF IDAHO

PURSUANT TO R.C.W. 23B.11.050, the corporations described herein, desiring to effect a merger set forth the following facts:

ARTICLE I

The name of the corporation surviving the merger is R & K MEACHAM, INC., an Idaho corporation, whose principal office is located at 2091 Brannan Rd., Nezperce, Idaho, 83543.

ARTICLE II

The name of the nonsurviving corporation is: SULLIVAN HILL FARMS, INC., an Idaho Corporation.

ARTICLE III

The Plan of Merger containing information required by R.C.W. 23B.11.010, is set forth in Exhibit "A", which is attached hereto and made a part hereof.

ARTICLE IV

The Plan of Merger was duly adopted by the Shareholders of the surviving corporation pursuant to R.C.W. 23B.11.030. The Plan of Merger was duly approved by shareholder action by consent in writing signed by all shareholders entitled to vote on the Plan of Merger.

ARTICLE V

This Merger was duly adopted by the Shareholders of the nonsurviving corporation pursuant to R.C.W. 23B.11.030. The Plan of Merger duly approved by shareholder action in writing signed by all shareholders entitled to vote on the Plan of Merger.

ARTICLE VI

These Articles of Merger will be effective as of December 15, 2006.

IDAHO SECRETARY OF STATE
01/31/2007 05:00
CK: 35921 CT: 73733 BH: 1029843
1 @ 30.00 = 30.00 MERGER # 2

C123439

DATED this 15th day of December, 2006.

"R & K MEACHAM, INC."

An Idaho Corporation

By: Karen Meacham
Karen Meacham, President

ATTEST:

Karen Meacham
Karen Meacham, Secretary

"SULLIVAN HILL FARMS, INC."

An Idaho Corporation

By: Karen Meacham
Karen Meacham, President

ATTEST:

Karen Meacham
Karen Meacham, Secretary

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into this 15th day of December, 2006, by and between SULLIVAN HILL FARMS, INC., an Idaho corporation, and R & K MEACHAM, INC., an Idaho corporation:

WHEREAS, the parties hereto do now desire to merge and set forth herein their Plan of Merger in accordance with the applicable provisions of Idaho State Law:

NOW, THEREFORE, in consideration of the mutual benefits to be derived from such merger the parties do hereby covenant and agree to the following terms and conditions of this Plan of Merger.

1. Names of Parties Planning to Merge. The two parties to this Merger are:
SULLIVAN HILL FARMS, INC.
R & K MEACHAM, INC.
2. Name of Surviving Party. The name of the surviving party to this merger is:
R & K MEACHAM, INC.
3. Manner of Converting Respective Interests. On or before the effective date of merger, as set forth herein, all the Shareholders of SULLIVAN HILL FARMS, INC., shall receive one (1) share of R & K MEACHAM, INC., for each share owned in SULLIVAN HILL FARMS, INC. Upon conversion, any fractional share shall be rounded down to the nearest share without compensation for such fractional share.
4. Effect of Merger. On the effective date of merger:
 - (a) The separate existence of SULLIVAN HILL FARMS, INC. shall cease and R & K MEACHAM, INC. shall survive.
 - (b) The title to all real estate and other property owned by SULLIVAN HILL FARMS, INC. shall vest in the R & K MEACHAM, INC. without reversion or impairment.
 - (c) R & K MEACHAM, INC. shall assume all liabilities of SULLIVAN HILL FARMS, INC.
 - (d) Any proceeding pending against SULLIVAN HILL FARMS, INC. may be continued as if the merger did not occur or R & K MEACHAM, INC. may be substituted in the proceeding for SULLIVAN HILL FARMS, INC. whose existence ceased.

5. Effective Date of Merger. This Plan of Merger shall be effective as of December 15, 2006.

IN WITNESS WHEREOF, the parties have signed this Plan of Merger on the date first above written.

"R & K MEACHAM, INC."

An Idaho Corporation

By: Karen Meacham
Karen Meacham, President

ATTEST:

Karen Meacham
Karen Meacham, Secretary

"SULLIVAN HILL FARMS, INC."

An Idaho Corporation

By: Karen Meacham
Karen Meacham, President

ATTEST:

Karen Meacham
Karen Meacham, Secretary