

# 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 TRAM FARMS, INC., an Idaho corporation,

into MART GRAIN COMPANY, 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 November 26, 19 91



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*[Signature]*  
Corporation Clerk



1           1.5. Each holder of any outstanding certificate of  
2 certificates representing common shares of Tram Farms, Inc.,  
3 both voting and non-voting, may surrender the same to Mart Grain  
4 Company and such holder shall be entitled upon surrender to  
5 receive a certificate representing one share of full common  
6 shares of Mart Grain Company and to which the common shares of  
7 Tram Farms, Inc., represented by certificates shall have been  
8 converted. Until so surrendered each outstanding certificate  
9 which, prior to the effective date of the merger, represented  
10 common shares of Tram Farms, Inc. shall be deemed for all  
11 corporate purposes other than payment of dividends to evidence  
12 ownership of a common share of Mart Grain Company and to which  
13 shares have been converted. No dividends payable to holders of  
14 record of common shares of Mart Grain Company as of any date  
15 subsequent to the effective date of the merger shall be paid to  
16 the holder of any outstanding certificate representing common  
17 shares of Tram Farms, Inc. until such certificate shall be so  
18 surrendered; but upon such surrender of any such outstanding  
19 certificate, there shall be paid to the record holder of the  
20 certificate or certificates for common shares of Mart Grain  
21 Company issued upon such surrender the amount of dividends which  
22 theretofore became payable with respect to such common shares of  
23 Mart Grain Company.

24           1.6. On the effective date of the merger, all of the  
25 estate, property, rights, privileges, powers, franchises and  
26 interests of each corporation and all of their property, real,

1 personal, and mixed and all the debts due on account of either  
2 of them, as well as all choses in action belonging to either of  
3 them, shall be vested in Mart Grain Company as the surviving  
4 corporation, without further act or deed; and all claims,  
5 demands, property and every other interest shall be effectively  
6 the property of Mart Grain Company as the surviving corporation  
7 as they were of the constituent corporations and the title to  
8 all real estate vested in either of the constituent corporations  
9 shall not be deemed to revert to or in any way be impaired by  
10 reason of the merger, but shall be vested in Mart Grain Company  
11 as the surviving corporation.

12 1.7. Such further documents shall be executed by  
13 either corporation as may be necessary to accomplish the merger.

14 1.8. The effective date of the merger shall be  
15 December 28, 1989.

16 2. As to each of the undersigned corporations, the  
17 number of shares outstanding, and the designation and the number  
18 of outstanding shares of each class entitled to vote as a class  
19 on such plan are as follows:

<u>NAME OF CORPORATION</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class Designation of Class</u>	<u>Number of Shares</u>
TRAM FARMS, INC.	400 Voting 2000 Non-Voting	None None	None None
MART GRAIN COMPANY	6,580 Voting 65,800 Non-Voting	None	None

26 3. As to each of the undersigned corporations, the

PARSONS, SMITH, STONE & FLETCHER  
LAWYERS  
BURLEY, IDAHO

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total number of shares voted for and against each plan,  
respectively, and, as to each class entitled to vote thereon as  
a class, the number of shares of such class voted for and  
against such plan, respectively are as follows:

<u>NAME OF CORPORATION</u>	<u>Total Voted For</u>	<u>Number of Shares Entitled to vote as a Class</u>	
		<u>Voted Against Class</u>	<u>Voted For Against</u>
Tram Farms Inc.	400	None	N/A
Mart Grain Company	6580	None	N/A

4. All notices were given as required by the Idaho Business Corporation Act.

DATED December 28, 1989.

TRAM FARMS, INC.  
BY Jack F. Hansen  
President

ATTEST:  
Daniel C. Walton  
Secretary

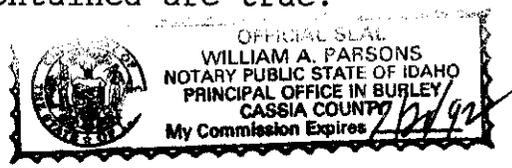
MART GRAIN COMPANY  
BY Daniel C. Walton  
President

ATTEST:  
Jack F. Hansen  
Secretary

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STATE OF IDAHO )  
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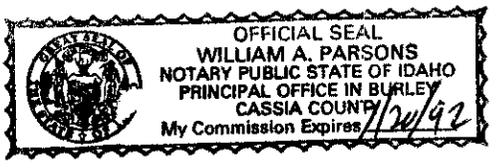
I, William A. Parsons, a Notary Public, do hereby certify that on the 28th day of December, 1989, personally appeared before me, JACK F. DUNCAN, who, being by me first duly sworn, declared that he is the President of TRAM FARMS, INC., that he signed the foregoing document as President of the corporation, and the statements therein contained are true.



*William A. Parsons*  
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Notary Public for Idaho  
Residing at Burley, Idaho

STATE OF IDAHO )  
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County of Cassia )

I, William A. Parsons, a Notary Public, do hereby certify that on the 28th day of December, 1989, personally appeared before me, DANIEL C. WALTON, who, being by me first duly sworn, declare that he is the President of Mart Grain Company, that he signed the foregoing document as President of the corporation, and the statements therein contained are true.



*William A. Parsons*  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Burley, Idaho

PARSONS, SMITH, STONE & FLETCHER  
LAWYERS  
BURLEY, IDAHO