

State of Idaho



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 _____
L.C. BOOTS INC.

into L.C. BOOTS FARMS CORP.,
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 December 30, 19 83.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

DEC 30 10 43 AM '83
CLERK OF DISTRICT COURT

DEC 30 1983

ARTICLES OF MERGER

Pursuant to the provisions of Idaho Code § 30-1-71, the undersigned corporations have adopted the following articles of merger for the purpose of combining the undersigned corporations:

The following plan of merger was approved by the stockholders of each of the undersigned corporations in the manner as prescribed by statute. A copy of such merger agreement is attached hereto.

As to each of the undersigned corporations, the number of voting shares outstanding are as follows:

Name of Corporation	Number of Shares Outstanding	Class
L. C. Boots Inc.	200	A
L. C. Boots Farms Corp.	30	A

As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against
L. C. Boots Inc.	200	0
L. C. Boots Farms Corp.	30	0

DATED this 20 day of December, 1983.

L. C. BOOTS INC.

By Leslie C. Boots

ATTEST:

Dorothy A. Boots

L. C. BOOTS FARMS CORP.

By Leslie C. Boots

ATTEST:

Dorothy A. Boots

CERTIFICATE

I, Dorothy A. Boots, certify that I am the Secretary of L. C. Boots Inc., named herein; that Leslie C. Boots, who signed the above merger on behalf of L. C. Boots Inc., was then its President; that said articles of merger were duly signed for and in behalf of said Corporation by authority of its governing body and upon approval of the majority of the shareholders. This verification is made under oath pursuant to Idaho Code Section 30-1-74.

Dorothy A. Boots
Dorothy A. Boots
Secretary, L. C. Boots Inc.

CERTIFICATE

I, Dorothy A. Boots, certify that I am the Secretary of L. C. Boots Farms Corp., named herein; that Leslie C. Boots, who signed the above merger on behalf of L. C. Boots Farms Corp., was then its President; that said articles of merger were duly signed for and in behalf of said Corporation by authority of its governing body and upon approval of the majority of the shareholders. This verification is made under oath pursuant to Idaho Code Section 30-1-74.

Dorothy A. Boots
Dorothy A. Boots
Secretary, L. C. Boots Farms Corp.

MERGER AGREEMENT

Agreement made this 20 day of December, 1983, between L. C. Boots Inc., a corporation organized and existing under the laws of the State of Idaho, having its principal office at Route #5 Box 42, Rupert, County of Minidoka, State of Idaho and L. C. Boots Farms, Corp., a corporation organized and existing under the laws of the State of Idaho, having its principal office and place of business at Route #5 Box 42, Rupert, County of Minidoka, State of Idaho.

RECITALS

1. The total number of stock which L. C. Boots Farms, Corp. is authorized to issue is 22,500 shares, divided into classes and assigned par value as follows:

(a) The total number of shares which the corporation is authorized to issue is 22,500 shares, consisting of 2,500 shares of Class A common stock, of a par value of \$10.00 per share, and a total par value of \$25,000.00, and 20,000 shares of Class B common stock without par value. The total par value of all shares having a par value is \$25,000.00.

(b) The rights, privileges and limitations of the Class A common stock and the Class B common stock shall be the same in all respects except that the Class A common stock shall be voting stock, and the Class B common stock shall be non-voting stock.

(c) All of the issued stock of all classes shall be subject to the following restrictions on transfer:

1. Each stockholder shall offer to the corporation or to other stockholders of the corporation on a sixty (60) day "first refusal" option to purchase his stock should he elect to sell his stock.

2. The corporation shall make no offering of any of its stock of any class which would constitute a "public offering".

2. The total number of stock which L. C. Boots Inc. is authorized to issue is 22,500 shares, divided into classes and assigned par value as follows:

(a) The total number of shares which the corporation is authorized to issue is 22,500 shares,

consisting of 2,500 shares of Class A common stock, of a par value of \$10.00 per share, and a total par value of \$25,000.00, and 20,000 shares of Class B common stock without par value. The total par value of all shares having a par value is \$25,000.00.

(b) The rights, privileges and limitations of the Class A common stock and the Class B common stock shall be the same in all respects except that the Class A common stock shall be voting stock, and the Class B common stock shall be non-voting stock.

(c) All of the issued stock of all classes shall be subject to the following restrictions on transfer:

1. Each stockholder shall offer to the corporation or to other stockholders of the corporation on a sixty (60) day "first refusal" option to purchase his stock should he elect to sell his stock.

2. The corporation shall make no offering of any of its stock of any class which would constitute a "public offering".

3. The boards of directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that L. C. Boots, Inc. be merged into L. C. Boots Farms, Corp.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Idaho Code § 30-1-71 that L. C. Boots, Inc., shall be merged into L. C. Boots Farms, Corp. as a single corporation; and the parties hereto hereby agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of L. C. Boots Inc. into shares or other securities of L. C. Boots Farms Corp., as follows:

Each outstanding share of Class A stock in L. C. Boots Inc. shall be exchanged for one share of Class A stock and 50 shares of Class B stock in L. C. Boots Farms Corp. No Class B stock has been issued by L. C. Boots Inc.

SECTION ONE

L. C. BOOTS FARMS CORP. TO BE SURVIVING CORPORATION

L. C. Boots, Inc. shall be merged into L. C. Boots Farms Corp. and the corporate existence of L. C. Boots, Inc. shall cease and the corporate existence of L. C. Boots Farms Corp. shall continue under the name, L. C. Boots Farms Corp., and L. C. Boots Farms Corp. shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and L. C. Boots Farms Corp shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if L. C. Boots Farms Corp. had itself incurred them.

SECTION TWO

PRINCIPAL OFFICE

The prinical office of L. C. Boots Farms Corp. shall remain the principal office of the corporation following this merger.

SECTION THREE

OBJECTS AND PURPOSES

The nature of the business and the objects and purposes to be transacted, promoted and carried on by the corporation following the merger, are as follows:

- (a) Primarily to engage in the specific business of farming and marketing all types of agricultural products.
- (b) To engage in any or all lawful businesses for which corporations may be incorporated under this act whether they be related or unrelated to that described in Clause (a) and from time to time authorized or approved by the board of directors of this corporation.
- (c) To act as partner or joint venturer in any other legal capacity in any transaction.
- (d) To do business anywhere in the world; and
- (e) To have and exercise all rights and powers from time to time granted to a corporation by law.

The above purpose clauses shall not be limited by reference to or inference from one another, but each such clause shall be construed as a separate statement conferring independent purposes and powers upon the corporation.

SECTION FOUR

BYLAWS

The present bylaws of L. C. Boots Farms Corp. insofar as not inconsistent with this agreement of merger, shall be the bylaws of the corporation following this merger until altered, amended or repealed as therein provided.

SECTION FIVE

NAMES AND ADDRESSES OF DIRECTORS

The names and address of the persons who shall constitute the board of directors of L. C. Boots Farms Corp., following merger, and who shall hold office until the first annual meeting of the shareholders of L. C. Boots Farms Corp. following merger are as follows:

LESLIE CHARLES BOOTS	Route 5 Box 42 Rupert, Idaho 83350
DOROTHY AGNES BOOTS	Route 5 Box 42 Rupert, Idaho 83350
LARRY CHARLES BOOTS	Route 2 Box 2468 Paul, Idaho 83347

SECTION SIX

METHOD OF CONVERTING SHARES

Immediately upon this agreement of merger becoming effective, the shares of constituent corporations shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock of L. C. Boots Farms Corp., as follows: The accountant retained for this purpose shall make all physical and accounting conversions required to effect the exchange.

SECTION SEVEN

DIVIDENDS PRIOR TO MERGER

Until this agreement of merger becomes effect or is abandoned the constituent corporations may pay dividends on their shares of preferred or common stock of any class series at their respective regular times and rates.

SECTION EIGHT

EXTRAORDINARY TRANSACTIONS

Neither corporation shall, prior to the effective date of the merger, engage in any activity or transaction

other than in the ordinary course of business, except as contemplated by this agreement.

SECTION NINE

SUBMISSION TO STOCKHOLDERS: EFFECT DATE

This agreement shall be submitted to the stockholders of the constituent corporations in the manner by statute, and if the votes of stockholders of each such corporation representing fifty per cent (50%) of the total number of shares of its capital stock shall be in favor of the adoption of this agreement, it shall, subject to the provisions of Section Ten of this agreement, take effect as the agreement of merger of the constituent corporations on the date on which it is filed in the office of the Secretary of State of the State of Idaho together with evidence of its adoption as required by law.

SECTION TEN

ABANDONMENT OF MERGER

Anything to the contrary herein notwithstanding, if the board of directors of L. C. Boots Farms Corp., or the board of directors of L. C. Boots Inc., should determine, either before or after the meeting of the stockholders of the respective corporations called to vote on the adoption or rejection of this agreement or merger, that for any legal, financial, economic or business reason deemed sufficient by such board it is not in the interest of the corporation it represents, or the stockholders of such corporation, or is otherwise inadvisable or impracticable to consummate the merger, such board of directors may abandon the merger by directing the officers of the corporations to refrain from executing or filing this agreement of merger, and thereupon this agreement shall be void and of no effect.

IN WITNESS WHEREOF, the directors, or a majority thereof, of L. C. Boots Farms Corp., and the directors, or a majority thereof, of L. C. Boots Inc., have executed this agreement under their respective corporate seals on the day and year first above written.

L. C. BOOTS INC.

By Leslie C. Boots

ATTEST:

Norothy A. Boots

L. C. BOOTS FARMS CORP.

By Leslie C. Boots

ATTEST:

Dorothy A. Boots

CERTIFICATE

I, Dorothy A. Boots, certify that I am the Secretary of L. C. Boots Inc. named herein; that Leslie C. Boots, who signed the above agreement on behalf of L. C. Boots Inc., was then its President; that said agreement was duly signed for and in behalf of said Corporation by authority of its governing body, upon approval of the majority of the shareholders and is within the scope of its corporate powers. This verification is made under oath pursuant to Idaho Code Section 30-1-74.

Dorothy A. Boots
Dorothy A. Boots
Secretary

CERTIFICATE

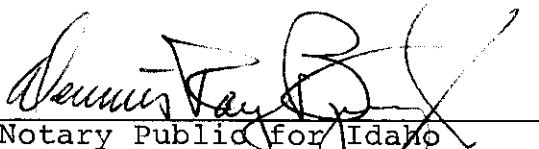
I Dorothy A. Boots, certify that I am the Secretary of L. C. Boots Farms Corp. named herein; that Leslie C. Boots, who signed the above agreement on behalf of L. C. Boots Farms Corp. was then its President; that said agreement was duly signed for and in behalf of said Corporation by authority of its governing body, upon approval of the majority of the shareholders and is within the scope of its corporate powers. This verification is made under oath pursuant to Idaho Code Section 30-1-74.

Dorothy A. Boots
Dorothy A. Boots
Secretary

STATE OF IDAHO)
) ss.
County of Cassia)

I, DENNIS RAY BYINGTON, a notary public, do hereby certify that on this 20th day of December, 1983, personally appeared before me, LESLIE C. BOOTS, who, being by me first duly sworn, declared that he is the President of L. C. Boots, Inc, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(SEAL)

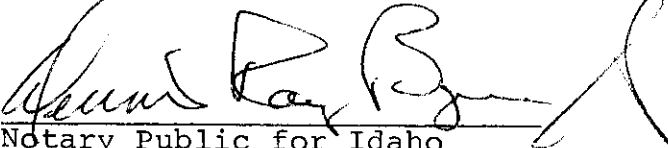


Notary Public for Idaho
Residing at Burley, Idaho
My commission Expires: 7-27-86

STATE OF IDAHO)
) ss.
County of Cassia)

I, DENNIS RAY BYINGTON, a notary public, do hereby certify that on this 20th day of December, 1983, personally appeared before me, LESLIE C. BOOTS, who, being by me first duly sworn, declared that he is the President of L. C. Boots Farms Corp., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(SEAL)



Notary Public for Idaho
Residing at Burley, Idaho
My commission Expires: 7-27-86