

CERTIFICATE OF MERGER

STATE OF IDAHO)
County of Canyon) ss

Pursuant to the provisions of statutes of the State of Idaho, the undersigned corporations have adopted the following Merger Agreement for the purpose of combining the undersigned corporations.

That said Merger Agreement is attached hereto and marked Exhibit "A".

That said Merger Agreement was approved by the requisite number of shareholders of said corporation at meetings thereof, duly called separately, as provided by Idaho Code §30-133, by the holders of two-thirds of the voting power of all shareholders of each corporation.

Dated this 29th day of September, 1977.

ATLAS HOP COMPANY, INC.

ATTEST:

By George L. Batt
President

Laurie A. Batt
Secretary

GOLDEN GATE FARMS, INC.

ATTEST:

By George L. Batt
President

Laurie A. Batt
Secretary

GIGRAY, MILLER, DOWNEN & WESTON
ATTORNEYS AT LAW
DEARBORN BUILDING
9TH AND DEARBORN STS. - P.O. Box 640
TELEPHONE 208-459-0081
CALDWELL, IDAHO 83605

MERGER AGREEMENT

THIS AGREEMENT, Made and entered into this 31st day of August, 1977, between ATLAS HOP COMPANY, INC., an Idaho corporation, organized and existing under the laws of the State of Idaho, having its principal place of business at Caldwell, Idaho, and GOLDEN GATE FARMS, INC., an Idaho corporation, organized and existing under the laws of the State of Idaho, having its principal office and place of business at Caldwell, Canyon County, Idaho.

WITNESSETH:

1. For the purpose of this agreement, ATLAS HOP COMPANY, INC. shall be known as the surviving corporation, or "Atlas", and GOLDEN GATE FARMS, INC. shall be called the non-surviving corporation, or "Golden Gate".

2. The total number of shares of stock which Atlas is authorized to issue is 250 shares divided into one class of \$100.00 par value common stock, and Golden Gate is authorized to issue 2,500 shares of \$100.00 par value common stock.

3. The Boards of Directors of the respective corporations deem it desirable and in the best interests of the corporations and their shareholders that Golden Gate be merged into Atlas.

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 30-151 to 30-155 inclusive, Golden Gate shall be merged into Atlas 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 Golden Gate into shares or other securities of Atlas as follows:

I

Atlas To Be Surviving Corporation

Golden Gate shall merge into Atlas and the corporate existence of Golden Gate Farms, Inc. shall cease and the corporate

1 existence of Atlas Hop Company shall continue under the name of
2 ATLAS FARMS, INC., and ATLAS FARMS, INC. shall become the owner
3 without other transfer of all the rights and property of the
4 constituent corporations and ATLAS FARMS, INC. shall become subject
5 to all the debts and liabilities of the constituent corporations in
6 the same manner as if ATLAS FARMS, INC. had itself incurred them.

7 II

8 Principal Office

9 The principal office of ATLAS FARMS, INC. shall remain
10 the principal office of the corporation following this merger.

11 III

12 Objects and Purposes

13 The nature of the business and the objects and purposes
14 proposed to be transacted and carried on by the corporation following
15 the merger shall be the same as those objects and purposes authorized
16 under the Articles of Incorporation of Atlas Hop Company, Inc.

17 IV

18 Articles of Incorporation

19 The Articles of Incorporation of Atlas Hop Company, Inc.,
20 as amended, shall on the effective date of merger be amended to
21 read as follows:

22 1. The name of this corporation shall be

23 ATLAS FARMS, INC.

24 2. This corporation is authorized to issue one class of
25 capital stock which shall be designated as common stock. The total
26 number of shares this corporation shall be authorized to issue is
27 3,500 shares. The par value of the common stock shall be \$100.00 per
28 share. The aggregate par value of the common stock shall be
29 \$350,000.00.

30 V

31 By-Laws

32 The present By-Laws of Atlas, insofar as not inconsistent
MERGER AGREEMENT - 2

1 with this merger agreement, shall be the By-laws of the corporation
2 following the merger until altered, amended or repealed, as therein
3 provided.

4 VI

5 Names and Addresses of Directors

6 The names and addresses of the persons who shall constitute
7 the Board of Directors of ATLAS FARMS, INC., following merger, and
8 who shall hold office until the First Annual Meeting of the Shareholders
9 of ATLAS FARMS, INC., following merger, are as follows:

10 George L. Batt
11 Launie Batt.

12 VII

13 Method of Converting Shares

14 Immediately upon this agreement of merger becoming effective,
15 the shares of the constituent corporation shall, without any other
16 action on the part of the holders thereof, become and be converted
17 into shares of stock of ATLAS FARMS, INC., as follows:

18 A. The shareholders of Golden Gate shall receive for
19 each share of Golden Gate Farms, Inc. common \$100.00 par stock 1.50
20 shares of ATLAS FARMS, INC.

21 B. The shareholders of Atlas Hop Company, Inc. shall re-
22 ceive 1.54 shares of the common \$100.00 par stock of ATLAS FARMS, INC.

23 VIII

24 Dividends Prior To Merger

25 Until this agreement of merger becomes effective or is
26 abandoned, the constituent corporations shall not pay dividends on
27 their shares of common stock at their respective regular times and
28 rates.

29 IX

30 Extraordinary Transactions

31 Neither corporation shall, prior to the effective date of
32 the merger, engage in any activity or transaction, other than in
the ordinary course of business, except as contemplated by this

agreement.

X

Submission To Stockholders Effective Date

This agreement shall be submitted to the stockholders of the constituent corporations in the manner provided by Idaho Code 30-152(2), and if the votes of the stockholders of each such corporation representing 62-2/3 per cent of the voting power of all shareholders shall be in favor of the adoption of this agreement, it shall 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.

IN WITNESS WHEREOF, The directors or the majority thereof of Atlas Hop Company, Inc. and the directors or the majority thereof of Golden Gate Farms, Inc., have executed this agreement.

ATLAS HOP COMPANY, INC.

By George L. Batt
President

ATTEST TO:

Laurie A. Batt
Secretary

GOLDEN GATE FARMS, INC.

By George L. Batt
President

ATTEST TO:

Laurie A. Batt
Secretary

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TELEPHONE 208-459-0091
CALDWELL, IDAHO 83605

CERTIFICATE

STATE OF IDAHO)
) ss
County of Canyon)

Launie A. Batt, Being the Secretary of
Atlas Hop Company, Inc., does hereby certify that at a meeting
of the shareholders of the above corporation, duly called and
held, as provided by law, on the 29th day of September, 1977,
the holders of more than two-thirds (2/3) of the voting power
of all shareholders of such corporation, voted for the adoption
of the above and foregoing agreement.

Dated this 29 day of September 1977.

Launie A. Batt
Secretary

Subscribed and sworn to before me this 29 day of
September 1977.

Dean E. Miller
Notary Public for Idaho
Residing at Caldwell, Idaho

CERTIFICATE

STATE OF IDAHO)
) ss
County of Canyon)

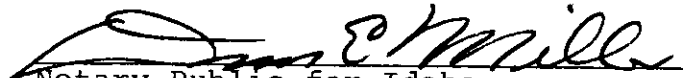
Launie A. Batt, Being the Secretary of
Golden Gate Farms, Inc., does hereby certify that at a meeting
of the shareholders of the above corporation, duly called and
held, as provided by law, on the 29th day of September, 1977,
the holders of more than two-thirds (2/3) of the voting power
of all shareholders of such corporation, voted for the adoption
of the above and foregoing agreement.

Dated this 29 day of September 1977.

Launie A. Batt
Secretary

Subscribed and sworn to before me this 29 day of

1 September, 1977.

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4 Notary Public for Idaho
5 Residing at Caldwell, Idaho
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