

# 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 ROCKY MOUNTAIN MERCHANDISING AND FEED TECHNOLOGIES, L.L.C., an Idaho limited liability company, into ROCKY MOUNTAIN MERCHANDISING AND FEED TECHNOLOGIES, 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: April 11, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sally J. Clark*

ARTICLES OF MERGER

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1. The business entities to be merged are identified as follows:

- a. Rocky Mountain Merchandising and Feed Technologies, L.L.C.

Jurisdiction - Idaho

Date of Formation - February 17, 1994

- b. Rocky Mountain Merchandising and Feed Technologies, Inc.

Jurisdiction - Idaho

Date of Formation - September 12, 1994

2. An Agreement of Merger has been approved and executed by each business entity.

3. The surviving business entity shall be Rocky Mountain Merchandising and Feed Technologies, Inc.

4. The merger shall be effective immediately.

5. The Agreement of Merger is on file at the registered office of Rocky Mountain Merchandising and Feed Technologies, Inc., located at 101 West Main, Jerome, Idaho 83338.

6. A copy of the Agreement of Merger will be furnished by the surviving business entity on request and without cost, to any person holding an interest in any business entity which is to merge or consolidate.

7. A Plan of Merger has been approved by the Board of Directors of Rocky Mountain Merchandising and Feed Technologies, Inc.

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Inc., the surviving corporation, pursuant to Idaho Code § 30-1-71 and has received the affirmative vote of all issued shares of the Corporation pursuant to Idaho Code § 30-1-73 and has also been approved by the members of Rocky Mountain Merchandising and Feed Technologies, L.L.C., pursuant to Idaho Code § 53-662 and received the affirmative vote of all members of said Rocky Mountain Merchandising and Feed Technologies, L.L.C. A true and correct copy of the Plan of Merger is attached to these Articles as Exhibit A.

8. Rocky Mountain Merchandising and Feed Technologies, Inc., has four hundred (400) shares of common stock currently outstanding which is the only class of stock issued by the corporation.

9. Four hundred (400) shares of the common stock of Rocky Mountain Merchandising and Feed Technologies, Inc., voted for the Plan of Merger attached as Exhibit A and none voted against such Plan.

DATED this 21 day of March, 1995.

ROCKY MOUNTAIN MERCHANDISING  
AND FEED TECHNOLOGIES, INC.

By: Randy Curtis  
Randy Curtis, President

which is to merge or consolidate.

By: Rodney Curtis  
Rodney Curtis, Secretary

ROCKY MOUNTAIN MERCHANDISING  
AND FEED TECHNOLOGIES, L.L.C.

By: Randy Curtis  
Randy Curtis, Manager

STATE OF IDAHO           )  
                                  ) ss  
County of Cassia        )

I, Jeanne M. Ruffing, a Notary Public, do hereby certify that on this 21<sup>st</sup> day of March, 1995, personally appeared before me RANDY CURTIS, who, being by me first duly sworn, declared that he is the President of ROCKY MOUNTAIN MERCHANDISING AND FEED TECHNOLOGIES, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Jeanne M. Ruffing  
Notary Public for Idaho  
Residing at Wendell  
My commission expires on 5-29-96

STATE OF IDAHO           )  
                                  ) ss  
County of Cassia        )

I, Jeanne M. Ruffing, a Notary Public, do hereby certify that on this 14<sup>th</sup> day of April, 1995, personally appeared before me RODNEY CURTIS, who, being by me first duly sworn, declared that he is the Secretary of ROCKY MOUNTAIN MERCHANDISING AND FEED TECHNOLOGIES, INC., that he signed the foregoing document as Secretary of the corporation, and that the statements herein contained are true.

Jeanne M. Ruffing  
Notary Public for Idaho  
Residing at Wendell  
My commission expires on 5-29-96

STATE OF IDAHO            )  
                                  ) ss  
County of Cassia        )

I, Jeanne M. Ruffing, a Notary Public, do hereby certify that on this 21<sup>ST</sup> day of March, 1995, personally appeared before me RANDY CURTIS, who, being by me first duly sworn, declared that he is the Manager of ROCKY MOUNTAIN MERCHANDISING AND FEED TECHNOLOGIES, L.L.C., that he signed the foregoing document as Manager of the corporation, and that the statements herein contained are true.

Jeanne M. Ruffing  
Notary Public for Idaho  
Residing at Wendell  
My commission expires on 5-29-96

## PLAN OF MERGER

This Plan sets forth the procedures for merging Rocky Mountain Merchandising and Feed Technologies, L.L.C., which has its principal office at 101 West Main, Jerome, Idaho 83338 and Rocky Mountain Merchandising and Feed Technologies, Inc., which has its principal office at 101 West Main, Jerome, Idaho 83338, the surviving entity, who hereby set forth:

1. The names of the entities proposing to merge are Rocky Mountain Merchandising and Feed Technologies, L.L.C., and Rocky Mountain Merchandising and Feed Technologies, Inc.. The name of the entity into which they propose to merge is Rocky Mountain Merchandising and Feed Technologies, Inc., which shall be the surviving entity.

2. Upon merger all assets of Rocky Mountain Merchandising and Feed Technologies, L.L.C., shall vest in Rocky Mountain Merchandising and Feed Technologies, Inc., and all liabilities of Rocky Mountain Merchandising and Feed Technologies, L.L.C., shall become the liabilities of Rocky Mountain Merchandising and Feed Technologies, Inc. Thereafter, Rocky Mountain Merchandising and Feed Technologies, L.L.C., having been divested of all assets and liabilities, shall cease doing business and shall cease to exist. Rocky Mountain Merchandising and Feed Technologies, Inc., will undertake and perform all preexisting contractual obligations of Rocky Mountain Merchandising and Feed Technologies, L.L.C., in its place and

stead as the surviving corporation.

3. In consideration of the receipt of the assets of Rocky Mountain Merchandising and Feed Technologies, L.L.C., Rocky Mountain Merchandising and Feed Technologies, Inc., shall issue two hundred (200) shares of common stock to Cache Commodities, Inc., one hundred and twenty shares (120) shares of common stock to Randy Curtis and eighty (80) shares of common stock to Kendall Jones

4. There will be no changes in the Articles of Incorporation of the surviving entity.

DATED this 29 day of March, 1995.

ROCKY MOUNTAIN MERCHANDISING  
AND FEED TECHNOLOGIES, L.L.C.

By: Randy Curtis  
Randy Curtis, Manager

ROCKY MOUNTAIN MERCHANDISING  
AND FEED TECHNOLOGIES, INC.

By: Randy Curtis  
Randy Curtis, President

STATE OF IDAHO           )  
                          Jerome        ) ss  
County of ~~Blaine~~        )

On this 30<sup>th</sup> day of March, in the year 1995, before me, the undersigned, a Notary Public in and for said State, personally appeared RANDY CURTIS, known or identified to me to be a manager of ROCKY MOUNTAIN MERCHANDISING AND FEED TECHNOLOGIES, L.L.C., the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

Kathy Pauley  
Notary Public for Idaho  
Residing at Jerome  
My commission expires on 2/6/99

STATE OF IDAHO )  
County of Jerome ) ss  
~~Cassia~~ )

On this 30<sup>th</sup> day of March, in the year 1995,  
before me, the undersigned, a Notary Public in and for said  
State, personally appeared RANDY CURTIS, known or identified to  
me to be the President of ROCKY MOUNTAIN MERCHANDISING AND FEED  
TECHNOLOGIES, INC., the corporation that executed the instrument  
or the person who executed the instrument on behalf of said  
corporation, and acknowledged to me that such corporation  
executed the same.

Kathy Pauley  
Notary Public for Idaho  
Residing at Jerome, ID  
My commission expires on 2/6/99

He is to be a manager of the corporation that executed the instrument.