

97 JUL 17 AM 8:50

ARTICLES OF MERGER
FOR
COOK'S HEGLAR RANCH, INC.

STATE OF IDAHO

THE UNDERSIGNED, hereby execute these Article of Merger, pursuant to Idaho Code Section 30-1-1105, and related Sections, and state as follows:

1. These articles are executed in duplicate by each corporation through its president and secretary identified below.
2. The corporations which are a part of these Articles of Merger and plan of merger are Cook's Heglar Ranch, Inc., Cook's Consulting, Inc., and D. & D. Farming, Inc.
3. The plan of merger, consolidation, or exchange between the corporations shall be that as set forth the the plan attached hereto as Exhibit A and incorporated herein by reference.
4. The number of shares issued and outstanding with respect to each corporation are as identified in said plan of merger. Said shares constitute all issued and outstanding shares of common stock of each corporation. There are no other classes or designations of stock authorized by any corporation signatore hereto.
5. The approval of the plan, in the form attached, received the unanimous written consent of all directors of each corporation and the unanimous consent of all stockholders of each corporation. All issued and outstanding shares of each corporation voted in favor of the plan.

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6. The surviving corporation shall be known as COOK'S HEGLAR RANCH, INC.

7. No classification or change was made in the authorized capital of COOK'S HEGLAR RANCH, INC. as the surviving corporation.

8. The effective date of the merger for all corporations is July 1, 1997.

DATED this 1st day of July, 1997.

COOK'S HEGLAR RANCH, INC.

By Darrell L. Cook
President

Attest:

By Afton C. Cook
Secretary

COOK'S CONSULTING, INC.

By Darrell L. Cook
President

Attest:

By Afton C. Cook
Secretary

ARTICLES OF MERGER

D. & D. FARMING, INC.

By Danell L. Cook
President

Attest:

By Afton C. Cook
Secretary

VERIFICATION

STATE OF IDAHO)

ss.

County of Bingham)

THE UNDERSIGNED officer of the corporations executing the foregoing Articles of Merger does hereby, pursuant to Idaho Code Section 30-1-1105, state as follows:

1. That he is a shareholder and director, and that he holds the undersigned capacity as an officer of each corporation.

2. That he has read the foregoing Articles of Merger; knows the contents thereof, and does hereby verify that the statements contained therein are true, correct, and complete to the best of his knowledge.

Dated this 1st day of July, 1997.

Danell L. Cook
President

ARTICLES OF MERGER

SUBSCRIBED AND SWORN TO before me this 1st day of July, 1997.

Alia W. Lewis

Notary Public for Idaho
Residing at Shelley, Idaho
My Comm. expires: 12-16-98

VERIFICATION

STATE OF IDAHO)
 ss.
County of Bingham)

THE UNDERSIGNED officer of the corporations executing the foregoing Articles of Merger does hereby, pursuant to Idaho Code Section 30-1-1105, state as follows:

1. That she is a shareholder and director, and that she holds the undersigned capacity as an officer of each corporation.

2. That she has read the foregoing Articles of Merger; knows the contents thereof, and does hereby verify that the statements contained therein are true, correct, and complete to the best of her knowledge.

Dated this 1st day of July, 1997.

Afton C. Cook

Secretary

SUBSCRIBED AND SWORN TO before me this 1st day of July, 1997.

Alia W. Lewis

Notary Public for Idaho
Residing at Shelley, Idaho
My Comm. expires: 12-16-98

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SECRETARY OF STATE
STATE OF IDAHO

**AGREEMENT AND PLAN OF MERGER
FOR
COOK'S HEGLAR RANCH, INC.**

THIS AGREEMENT is made this 30th day of June, 1997, between the following corporations:

1. COOK'S HEGLAR RANCH, INC., an Idaho corporation.
2. COOK'S CONSULTING, INC., an Idaho corporation.
3. D. & D. FARMING, INC., an Idaho corporation.

STATEMENTS AND RECITALS OF FACT:

A. The issued and outstanding shares of common stock and the ownership thereof, in COOK'S HEGLAR RANCH, INC., are as follows:

Darrell L. Cook----	shares---750
Afton C. Cook-----	shares---750

B. The issued and outstanding shares of common stock and the ownership thereof, in COOK'S CONSULTING, INC., are as follows:

Darrell L. Cook----	shares---5
Afton C. Cook-----	shares---5

C. The issued and outstanding shares of common stock and the ownership thereof, in D. & D. FARMING, INC., are as follows:

Darrell L. Cook----	shares---5
Afton C. Cook-----	shares---5

D. The shares identified above with respect to all three corporations constitute all of the issued and outstanding shares of each corporation.

IDAHO SECRETARY OF STATE
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E. The owners of said corporations now desire that COOK'S CONSULTING, INC. and D. & D. FARMING, INC. shall be merged into COOK'S HEGLAR RANCH, INC., which shall thereafter be the surviving corporation.

NOW, THEREFORE, it is mutually covenanted and agreed as follows:

1. It is hereby agreed that pursuant to Idaho Code Section 30-1-1105 and pursuant to Section 368 (a) (1) (A) of the Internal Revenue Code of the United States and related statutes of the State of Idaho, that Cook's Consulting, Inc. and D. & D. Farming, Inc., shall be and hereby are merged into and become a part of Cook's Heglar Ranch, Inc..

2. The name of the surviving corporation shall be COOK'S HEGLAR RANCH, INC.. Said surviving corporation shall remain unchanged.

3. The effective date of the merger shall be July 1, 1997.

4. On the effective date of the merger the by-laws of Cook's Heglar Ranch, Inc., as previously amended, if any, shall become the by-laws of the surviving corporation until the same shall be altered, amended, or repealed.

5. The board of directors and officers of Cook's Heglar Ranch, Inc., shall continue unchanged, in full force and effect, until they are otherwise changed as provided in the articles, or by-laws of said corporation, or by law.

Said directors shall be:

Darrell L. Cook
Vaughn D. Cook
Afton C. Cook

Said officers shall be:

President---Darrell L. Cook
Vice-President---Vaughn D. Cook
Secretary/Treasurer---Afton C. Cook

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The registered agent of Cook's Heglar Ranch, Inc. shall be :

Darrell L. Cook
831 N. 1100 E.
Shelley, Idaho 83274.

6. On the effective date of the merger, the shareholders of Cook's Consulting, Inc. and D. & D. Farming, Inc. shall surrender all shares of stock held by them in either of said corporations to the treasurer of Cook's Heglar Ranch, Inc.. The treasurer shall then cancel the same by marking them on their face--Cancelled. Following the effective date of the merger, the issued and outstanding shares of stock of Cook's Heglar Ranch, Inc., and the ownership thereof shall be as follows:

Darrell L. Cook---750 shares
Afton C. Cook ---750 shares.

7. There shall be no change made in the number of authorized shares which Cook's Heglar Ranch, Inc. shall be authorized to issue nor any other change in the capitalization of said corporation.

8. There shall be no changes made to the Articles of Incorporation of Cook's Heglar Ranch, Inc., nor to its by-laws.

9. Effective as of the date of the merger, new certificates for shares of stock in Cook's Heglar Ranch, Inc. shall be issued to the parties identified above, reflecting the shares which shall be owned by them after the date of merger.

10. On the effective date of the merger, Cook's Consulting, Inc. and D. & D. Farming, Inc., shall cease to exist separately, and Cook's Heglar Ranch, Inc. shall succeed to all right, title and interest in and to the assets of both of said merging corporations and Cook's Heglar Ranch, Inc. shall further succeed to, assume, and be responsible for all the liabilities of said corporations whether now existing or which may hereafter arise. Cook's Heglar Ranch, Inc., as the surviving corporation, shall possess all of the rights, privileges, powers, franchises, fiduciary duties, powers and

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obligations, of a public or private nature, subject to all restrictions, disabilities, responsibilities and duties of Cook's Consulting, Inc. and D. & D. Farming, Inc..

11. The corporations, which are a part of this Plan, and the stockholders thereof, agree to execute and deliver all such deeds, conveyances, or other instruments, as may be necessary, or take all other action necessary, to carry out the terms and intent of this Plan.

12. This agreement may be terminated and the merger provided hereby abandoned by a vote of the board of directors of all of the corporations hereto.

13. Cook's Heglar Ranch, Inc., as the surviving corporation, hereby reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation or its By-laws.

IN WITNESS WHEREOF, the parties have executed this agreement as of the date stated above.

COOK'S HEGLAR RANCH, INC.

By *Danell L. Cook*
President

Attest:

By *Afton A. Cook*
Secretary

ARTICLES OF MERGER

COOK'S CONSULTING, INC.

By Darrell L. Cook
President

Attest:

By Afton C. Cook
Secretary

D. & D. FARMING, INC.

By Darrell L. Cook
President

Attest:

By Afton C. Cook
Secretary

APPROVED AND UNANIMOUSLY AGREED TO by all the Stockholders of the above named corporations.

Darrell L. Cook
Darrell L. Cook

Afton C. Cook
Afton C. Cook