

## ARTICLES OF MERGER

Pursuant to the provisions of Section 30-1-1101, et sec, Idaho Code, the undersigned domestic and foreign corporations have adopted the following Articles of Merger for the purpose of merging them into the Idaho corporation:

1. The names of the undersigned corporations and the states under the laws of which each is organized are:

NAME OF CORPORATION	STATE
Chemical Supply Co., Inc.	Idaho
Agri-Stor Company (Formerly Custom Chemical Co., Inc.)	Washington

2. The laws of Washington, the state under which such foreign corporation is organized, permit such merger.

3. The name of the surviving corporation is Chemical Supply Co., Inc., and it is to be governed by the laws of the State of Idaho.

4. The attached Plan and Agreement of Merger was approved by the Directors of the undersigned domestic corporations on the 30<sup>th</sup> day of August, 1998, in the manner prescribed by statute and was approved by the undersigned foreign corporation on the 30<sup>th</sup> day of August, 1998, in the manner prescribed by the laws of the state of Washington, which it is organized.

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SECRETARY OF STATE  
STATE OF IDAHO

FILED

5. Mac Evans, being the sole shareholder of Agri-Stor Company, a Washington corporation, and holding all of the issued shares of stock approved the Plan and Agreement of Merger on the 30<sup>th</sup> day of August, 1998. Following the merger, the same shareholders shall be the shareholders of Chemical Supply Co., Inc., an Idaho corporation, holding the same number of issued shares of stock, being a total of 547 shares.

6. Mac Evans, being the sole shareholder of Chemical Supply Co., Inc., an Idaho corporation, and holding all of the issued shares of stock approved the Plan and Agreement of Merger on the 30<sup>th</sup> day of August, 1998.

7. Chemical Supply Co., Inc., an Idaho corporation, the surviving corporation agrees that it may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting stockholder of any such domestic corporation against the surviving corporation. The surviving corporation irrevocably appoints the Secretary of State of the State of Idaho as its agent to accept process in any such proceeding.

8. Chemical Supply Co., Inc., an Idaho corporation, the surviving corporation, further agrees that it will promptly pay to any dissenting stockholders of any domestic corporation which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of Idaho Corporations Code Sections 30-1-1301 through

30-1-1331 with respect to the rights of dissenting stockholders.

1. The effective date of the merger is the 31<sup>st</sup> day of August, 1998.

DATED this 26 day of Feb, 1999.

Chemical Supply Co., Inc.  
an Idaho corporation

By Mac Friane  
President

ATTEST:

Janice Evans  
Secretary

STATE OF IDAHO )  
County of Twin Falls ) SS.

Mac Evans, being first duly sworn upon oath, deposes and  
says:

That I have read the above, know the contents thereof, and believe the same to  
be true.

DATED this 26 day of February, 1999

SUBSCRIBED AND SWORN to before me this 26 day of February, 1999.

Bonnie J. Harpster  
NOTARY PUBLIC  
Residing at: Twin Falls  
My commission expires: 11-21-02

Agri-Stor Company

By Mac Evans  
President

ATTEST:

Janice Wang  
Secretary

STATE OF IDAHO )  
 ) SS.  
County of Twin Falls )

Mac Evans, being first duly sworn upon oath, deposes and says:

That I have read the above, know the contents thereof, and believe the same to be true.

DATED this 26 day of February, 1999.

SUBSCRIBED AND SWORN to before me this 26 day of February, 1999

Bernice J. Harpster  
NOTARY PUBLIC  
Residing at: Twin Falls  
My commission expires: 11-27-02

CHEMICAL SUPPLY CO., INC.

and

AGRI-STOR COMPANY (FORMERLY CUSTOM CHEMICAL CO., INC.)

Directors' Resolution  
Approving Corporate Merger

RESOLVED, that in the judgment of the Boards of Directors it is desirable for business reasons to merge the business of AGRI-STOR COMPANY (FORMERLY CUSTOM CHEMICAL CO., INC.) into CHEMICAL SUPPLY CO., INC.; and further

RESOLVED, that such transaction be effected by transferring said assets and related liabilities, as described in Exhibits A and B hereto, to CHEMICAL SUPPLY CO., INC., and by immediately thereafter delivering stock of said CHEMICAL SUPPLY CO., INC. to certain holders of the common stock of AGRI-STOR COMPANY in exchange for all of their stock in AGRI-STOR COMPANY; and further

RESOLVED, that the form, terms, and provisions of the proposed Plan and Agreement of Corporate Merger between AGRI-STOR COMPANY and CHEMICAL SUPPLY CO., INC. be, and the same hereby are, in all respects approved and ratified, substantially in the form set forth in the accompanying Agreement hereto; and further

RESOLVED, that the Presidents be, and hereby are, authorized and directed to execute and deliver the Agreement in the name of the Corporations substantially in the form as attached, with such changes or additions to any of the terms and provisions thereof, or exhibits thereto, as the Officer or Officers executing the same shall approve; and further

RESOLVED, that the Officers of the Corporations be, and they hereby are, authorized, empowered, and directed to do and perform all such further acts and things, to execute and deliver in the name of the Corporations, and where necessary or appropriate, to file with the appropriate governmental authorities, all such further certificates, instruments, or other documents, as in their judgment shall be necessary or advisable in order to effectuate the Agreement, the intent and purpose of the foregoing resolutions, and any or all of the transactions contemplated therein.

ADOPTED, this 30th day of August, 1998, in Twin Falls, Idaho.

Directors:

Mac Evans  
Mac Evans

CHEMICAL SUPPLY CO., INC.

and

AGRI-STOR COMPANY (FORMERLY CUSTOM CHEMICAL CO., INC.)

Stockholders' Resolution  
Approving Corporate Merger

RESOLVED, that it is desirable that the business of AGRI-STOR COMPANY (FORMERLY CUSTOM CHEMICAL CO., INC.) be merged into CHEMICAL SUPPLY CO., INC.; and further

RESOLVED, that the execution and delivery of the Plan and Agreement of Corporate Merger between this AGRI-STOR COMPANY and CHEMICAL SUPPLY CO., INC. substantially in the form approved by the Boards of Directors, and the performance of said Agreement and the taking of all necessary actions to consummate the reorganization and merger contemplated therein, be and the same hereby are approved, ratified, and confirmed in all respects.

ADOPTED, this 30th day of August, 1998, in Twin Falls, Idaho.

Shareholders:

  
Mac Evans

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CHEMICAL SUPPLY CO., INC.

and

AGRI-STOR COMPANY (FORMERLY CUSTOM CHEMICAL CO., INC.)

Plan and Agreement of Corporate Merger

AGREEMENT, made this 31st day of August, 1998, between AGRI-STOR COMPANY (FORMERLY CUSTOM CHEMICAL CO., INC.), hereafter referred to as "CUSTOM", a Washington corporation, and CHEMICAL SUPPLY CO., INC., hereafter referred to as "CHEMICAL", an Idaho corporation.

WHEREAS, it is the desire of CUSTOM to merge the business of CUSTOM into the business of CHEMICAL;

NOW THEREFORE, in consideration of the mutual covenants herein set forth, the parties agree as follows:

1. CUSTOM, a Washington corporation, hereby merges itself into an Idaho corporation, and CHEMICAL, an Idaho corporation, shall be the surviving corporation,

2. The Certificate of Incorporation of CHEMICAL, an Idaho corporation, as in effect at the date of the merger provided for in this Agreement shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

3. Transfer of Properties and Assumption of Liabilities

CUSTOM will sell, assign, transfer and deliver to CHEMICAL all the properties, assets, goodwill and business of every kind and description, both real and personal, tangible and intangible, as set forth in Exhibit A hereto. CHEMICAL agrees to pay, perform, or discharge all debts, liabilities, contracts and obligations of CUSTOM, whether accrued, contingent, or otherwise, as set forth in Exhibit B hereto.

4. Distribution of CHEMICAL Stock

Immediately after the transfer of assets and liabilities set forth in Section 3 hereto, CHEMICAL will issue common stock to the stockholders of CUSTOM common stock, as listed on Exhibit C.

5. Closing

The closing shall take place at Twin Falls, Idaho, on August 31st, 1998.

6. Tax Consequence

It is the intent of CUSTOM and CHEMICAL that this transaction qualify as a tax-free reorganization under Internal Revenue Code sections 368(a)(1)(A).

7. Additional terms and conditions of the merger are as follows:

- (a) The Bylaws of the merging corporation as they shall exist on the effective date of this Agreement shall be and remain the Bylaws of the surviving corporation until the same shall be altered, amended and repealed as there in provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of the stockholders or until their successor shall have been elected and qualified.
- (c) The effective date of this merger for all purposes shall be as of the close of business on the 31<sup>st</sup> day of August, 1998.
- (d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merging corporation shall be transferred to, vested in, and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merging corporation shall be effectively the property of the surviving corporation as they were of the surviving corporation and the merging corporation respectively. The merging corporation hereby agrees, from time to time, as and when required by the surviving corporation, or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merging corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merging corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merging corporation or otherwise to take any and all such action.
- (e) All corporate acts, plans, policies, contracts, approvals and authorizations of the merging corporation, its shareholders, board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the effective date of the merger shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the surviving corporation and shall be as



effective and binding thereon as the same were with respect to the merging corporation. The employees of the merging corporation shall become the employees of the surviving corporation and continue to be entitled to the same rights and benefits which they enjoyed as employees of the merging corporation. Any employee plan or agreement of the merging corporation shall be adopted, effective and binding on the surviving corporation as the same were with respect to the merging corporation.

8. Miscellaneous

This Agreement constitutes the entire agreement and understanding between the parties and supersedes all prior agreements and understandings related hereto. This Agreement shall be governed by the laws of the State of Idaho.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by the resolution adopted by the Board of Directors of CUSTOM, a Washington corporation, have caused their presence to be executed individually or by the President and attested by the Secretary of each corporation hereto.

CHEMICAL SUPPLY CO., INC.  
an Idaho Corporation

By Mac Trans  
President

AGRI-STOR COMPANY  
a Washington Corporation

By Mac Trans  
President

EXHIBIT A

Assets Transferred from  
AGRI-STOR COMPANY (FORMERLY CUSTOM CHEMICAL CO., INC.)

to

CHEMICAL SUPPLY CO., INC.

Cash and Cash Equivalents	\$ 570,147
Accounts Receivable	91,557
Inventory	661,391
Equipment and other depreciable assets, net of accumulated depreciation	<u>32,533</u>
Total assets	<u>\$1,355,628</u>

EXHIBIT B

Liabilities Transferred from

AGRI-STOR COMPANY (FORMERLY CUSTOM CHEMICAL CO., INC.)

to

CHEMICAL SUPPLY CO., INC.

Accounts Payable	\$845,236
Other current liabilities	<u>9,357</u>
Total liabilities	<u>\$854,593</u>

EXHIBIT C

Holders of AGRI-STOR COMPANY Stock

to receive

CHEMICAL SUPPLY CO., INC. Stock

<u>Stockholder</u>	<u>CUSTOM Shares Held</u>	<u>CHEMICAL Shares to receive</u>
Mac Evans	1,000	47

Attachment to Income Tax Returns  
August 31, 1998

Information required to be reported pursuant to Reg. Sec. 1.368-3 regarding the corporate reorganization of AGRI-STOR COMPANY (FORMERLY CUSTOM CHEMICAL CO., INC.) (P.O. Box 547, Moses Lake, WA 98837-0547) and CHEMICAL SUPPLY CO., INC. (P.O. Box 425, Twin Falls, ID 83303-0425).

Assets Transferred from  
AGRI-STOR COMPANY  
to  
CHEMICAL SUPPLY CO., INC.

<u>Description</u>	<u>Basis</u>
Cash and Cash Equivalents	\$ 570,147
Accounts Receivable	91,557
Inventory	661,391
Equipment and other depreciable assets, net of accumulated depreciation	<u>32,533</u>
Total assets	<u>\$1,355,628</u>

Liabilities Transferred from  
AGRI-STOR COMPANY (FORMERLY CUSTOM CHEMICAL CO., INC.)  
to  
CHEMICAL SUPPLY CO., INC.

<u>Description</u>	<u>Basis</u>
Accounts Payable	\$845,236
Other current liabilities	<u>9,357</u>
Total liabilities	<u>\$854,593</u>

Stock Received in the Reorganization Exchange

47 shares of voting common stock of CHEMICAL SUPPLY CO., INC. were received by Mac Evans, the stockholder of AGRI-STOR COMPANY, in exchange for the assets and liabilities transferred from AGRI-STOR to CHEMICAL SUPPLY CO., INC. The value of the 47 shares was equal to the value of the assets transferred less the liabilities transferred. All of the stock in CUSTOM was surrendered in the exchange.