

# Articles of Merger

Pursuant to the provisions of section 30-1-1105 of the Idaho Business Corporation Act, the parties execute the following Articles of Merger:

## 1. Name and jurisdiction of the parties:

Name	Jurisdiction
Blaine Larsen Processing, Inc.	Idaho
Agribusiness, Inc.	Idaho
Blaine Larsen Farms, Inc.	Idaho
Bart Larsen Farms, Inc.	Idaho
Brandon Larsen Farms, Inc.	Idaho
Idaho Freight Services, Inc.	Idaho
Idaho Produce Express, Inc.	Idaho
Larsen Farms Hay Terminal, Inc.	Idaho

## 2. Names of corporations

### 2.1. Surviving corporation

For purposes of these articles of merger, Blaine Larsen Processing, Inc. shall be referred to as the Surviving Corporation.

### 2.2. Merging corporation

For purposes of these articles of merger, Agribusiness, Inc., Blaine Larsen Farms, Inc., Bart Larsen Farms, Inc., Brandon Larsen Farms, Inc., Idaho Freight Services, Inc., Idaho Produce Express, Inc., and Larsen Farms Hay Terminal, Inc. shall be referred to as the Merging Corporations.

## 3. Authorized shares

The total authorized and outstanding shares of the corporations are as follows:

Entity	Authorized shares	#Outstanding shares	Shareholder
Blaine Larsen Processing, Inc.	1,000,000	7,693	Blaine Larsen
Agribusiness, Inc.	10,000,000	1,825	Blaine Larsen
Blaine Larsen Farms, Inc.	1000	100	Blaine Larsen
Bart Larsen Farms, Inc.	1000	100	Blaine Larsen
Brandon Larsen Farms, Inc.	1000	100	Brandon Larsen
Idaho Freight Services, Inc.	1000	100	Blaine Larsen

Idaho Produce Express, Inc.	1000	100	Blaine Larsen
Larsen Farms Hay Terminal, Inc.	10,000	100	Blaine Larsen

## 4. Plan of merger

### 4.1. Effective Date

The effective date of the merger is 12/31/01.

### 4.2. Type of reorganization

The plan for reorganization shall come within the provisions of section 368(a)(1)(A) or 368(a)(2)(D) of the Internal Revenue Code as amended.

On the effective date Merging Corporations shall merge into Surviving Corporation. After the merger, the separate corporate existence of Merging Corporations shall cease, and Surviving Corporation shall continue under the laws of the State of Idaho.

### 4.3. Exchange of stock

Immediately prior to the merger, each share of the common stock of Merging Corporations shall be canceled and converted into fully paid and nonassessable share of the common stock of Surviving Corporation as follows:

Entity	Outstanding Shares	Conversion Rate	# LPI Shares
Agribusiness, Inc.	1,825	100	18,250
Blaine Larsen Farms, Inc.	100	100	10,000
Bart Larsen Farms, Inc.	100	.01	1
Brandon Larsen Farms, Inc.	100	.01	1
Idaho Freight Services, Inc.	100	.01	1
Idaho Produce Express, Inc.	100	.01	1
Larsen Farms Hay Terminal, Inc.	100	17.46	10,000

### 4.4. Liabilities

As a result of the merger, all liabilities of Merging Corporations shall be assumed by Surviving Corporation.

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## 5. Shareholder approval

### 5.1. Merging corporations

The shareholders of each Merging Corporation unanimously approved of the merger.

### 5.2. Surviving corporation

The shareholder of Surviving Corporation unanimously approved of the merger.

## 6. Merger agreement

The merger agreement effecting the merger has been signed and is on file at the offices of the Surviving Corporation.

**Larsen Processing, Inc.**

By: Blaine Larsen Date 12-31-01  
Its Pres.

**Blaine Larsen Farms, Inc.**

By: Blaine Larsen Date 12-31-01  
Its Pres.

**Agribusiness, Inc.**

By: Blaine Larsen Date 12-31-01  
Its Pres.

**Bart Larsen Farms, Inc.**

By: Blaine Larsen Date 12-31-01  
Its Pres.

**Brandon Larsen Farms, Inc.**

By: Brandon Larsen Date 12-31-01  
Its President

**Idaho Freight Services, Inc.**

By: Blaine Larsen Date 12-31-01  
Its Pres.

**Idaho Produce Express, Inc.**

By: Blaine Larsen Date 12-31-01  
Its Pres.

**Larsen Farms Hay Terminal, Inc.**

By: Blaine Larsen Date 12-31-01  
Its Pres.