

AGREEMENT FOR MERGER

THIS AGREEMENT FOR MERGER entered into this 28TH day of July, 1975, by and between OPPENHEIMER COMPANIES, INC., an Idaho corporation; BONDED FROZEN FOODS CORPORATION, an Idaho corporation; IDAHO FOOD SALES CORPORATION, an Idaho corporation; and OPPENHEIMER-FALK REALTY COMPANY, an Idaho corporation; and the respective Boards of Directors of each of those corporations; WITNESSETH:

Section 1. Recognition. It is recognized by the parties hereto that:

1.1. Oppenheimer Companies, Inc. is an Idaho corporation. By its Amended Articles of Incorporation, it is authorized to issue 25,000 shares of capital stock - each share having a par value of \$10.00 and accordingly the aggregate par value of all authorized shares of the capital stock of that corporation is \$250,000.00. Nine thousand five hundred shares of the capital stock of that corporation are issued and are owned and held by Arthur Oppenheimer, Jr.

1.2. Bonded Frozen Foods Corporation is an Idaho corporation. It is authorized to issue fifty shares of capital stock - each share having a par value of \$100.00 and accordingly the aggregate par value of all authorized shares of the capital stock of that corporation is \$5,000.00. Fifty shares of the capital stock of that corporation are issued and are owned and held by Oppenheimer Companies, Inc.

1.3. Idaho Food Sales Corporation is an Idaho corporation.

It is authorized to issue fifty shares of the capital stock - each share having a par value of \$100.00 and accordingly the aggregate par value of all authorized shares of capital stock of that corporation is \$5,000.00. Fifty shares of the capital stock of that corporation are issued and are owned and held by Arthur Oppenheimer, Jr.

1.4. Oppenheimer-Falk Realty Company is an Idaho corporation.

It is authorized to issue 10,000 shares of capital stock - each share having a par value of \$10.00 and accordingly the aggregate par value of all authorized shares of the capital stock of that corporation is \$100,000.00.

All of the authorized shares of capital stock of that corporation are issued and are owned and held by the following shareholders:

<u>Shareholder</u>	<u>No. of Shares</u>
Jane Falk Oppenheimer	7,708
Arthur Falk Oppenheimer	573
Jane Alma Oppenheimer	573
Douglas Oppenheimer	573
Jane Falk Oppenheimer, as custodian for John Falk Oppenheimer under the Idaho Uniform Gifts to Minors Act	573

1.5. As used in this Agreement for Merger:

(a) The term "corporations" (plural) shall refer to all of the corporations identified in subsections 1.1, 1.2, 1.3 and

1.4.

(b) The term "corporation" (singular) shall refer to each of the corporations identified in subsections 1.1, 1.2, 1.3 and 1.4.

(c) The term "effective date of merger" shall refer to the close of business on the 31st day of July, 1975.

1.6. For good and sufficient business reasons and purposes, it is desirable that a merger be effected between the corporations out of which Oppenheimer Companies, Inc. will be the surviving corporation and Bonded Frozen Foods Corporation, Idaho Food Sales Corporation and Oppenheimer-Falk Realty Company will be merged into Oppenheimer Companies, Inc.

Section 2. Property Rights.

It is agreed that, as at the effective date of merger, each Bonded Frozen Foods Corporation, Idaho Food Sales Corporation and Oppenheimer-Falk Realty Company shall be merged into Oppenheimer Companies, Inc. with the result and effect that from and after that effective date of merger Oppenheimer Companies, Inc. shall own and possess all of the property, property rights, privileges and franchises theretofore owned, held and possessed by each Bonded Frozen Foods Corporation, Idaho Food Sales Corporation and Oppenheimer-Falk Realty Company (in addition to the property, property rights, privileges and franchises then owned and held by Oppenheimer Companies, Inc.); and all of the property, real, personal or mixed of every kind and nature whatever and wherever situated, of each of those corporations shall be deemed the property of and to have vested in Oppenheimer Companies,

Inc., as the surviving corporation; and shall be deemed to have been assigned, transferred and conveyed to Oppenheimer Companies, Inc. as at the effective date of merger without any special instrument of assignment, deed, conveyance or other form of transfer.

Section 3. Liabilities.

It is agreed that as at the effective date of merger Oppenheimer Companies, Inc. shall assume and become responsible and liable for the payment and performance of all of the liabilities, obligations and contracts of Bonded Frozen Foods Corporation, Idaho Food Sales Corporation and Oppenheimer-Falk Realty Company with the same effect as though Oppenheimer Companies, Inc. had itself incurred those liabilities, obligations and contractual responsibilities as at the effective date of merger; and Oppenheimer Companies, Inc. does assume and shall become responsible and liable for the payment of all indebtedness, liabilities and obligations of each Bonded Frozen Foods Corporation, Idaho Food Sales Corporation and Oppenheimer-Falk Realty Company, including the obligation of each of those corporations to carry out and perform agreements which were entered into by it and incumbent upon it to be kept and performed and which existed as at the effective date of merger.

By the merger with Oppenheimer Companies, Inc., as the surviving corporation, the rights of the creditors of each Bonded Frozen Foods Corporation, Idaho Food Sales Corporation and Oppenheimer-Falk Realty Company and the rights of persons dealing with each of those corporations shall not be impaired; and any claim existing or action or proceeding pending by or against either of those corporations may after the effective date of merger be prosecuted

to judgment against Oppenheimer Companies, Inc. as the surviving corporation. The assumption of liabilities and obligations by Oppenheimer Companies, Inc. as set forth in this Section shall be deemed to have taken place and occurred without the execution by Oppenheimer Companies, Inc. of any special instrument to that effect.

Section 4. Termination of Corporations.

As of the effective date of merger, the existence of each Bonded Frozen Foods Corporation, Idaho Food Sales Corporation and Oppenheimer-Falk Realty Company as a corporation shall automatically cease and terminate.

Section 5. Articles of Incorporation.

The Articles of Incorporation of Oppenheimer Companies, Inc., as amended on July 22, 1975, shall continue in full force and effect after the effective date of merger.

Section 6. Directors - Officers.

6.1. It is agreed that after the effective date of merger and subject to subsequent elections conducted as provided in the By-Laws, the members of the Board of Directors of Oppenheimer Companies, Inc. shall be:

Arthur Oppenheimer, Jr.
Jane F. Oppenheimer
Arthur F. Oppenheimer
Ernest J. Voigt
Robert I. Troxell

6.2. It is agreed that after the effective date of merger and subject to subsequent elections conducted as provided in the By-Laws, the officers of Oppenheimer Companies, Inc. shall be:

<u>Name</u>	<u>Office</u>
Arthur Oppenheimer, Jr.	President
Arthur F. Oppenheimer	Executive Vice President
Ernest J. Voigt	Executive Vice President - Bonded Frozen Foods Corporation Division
Jane F. Oppenheimer	Vice President
James F. Mann	Vice President - Finance
Gertrude M. Mackin	Secretary-Treasurer
James F. Mann	Assistant Secretary - Assistant Treasurer

Section 7. Stock Issue.

7.1 In view of the fact that Bonded Frozen Foods Corporation is a wholly-owned subsidiary of Oppenheimer Companies, Inc., no additional capital stock of Oppenheimer Companies, Inc. will be issued by reason of the merger of Bonded Frozen Foods Corporation into Oppenheimer Companies, Inc. as the surviving corporation.

7.2 By reason of the merger of Idaho Food Sales Corporation into Oppenheimer Companies, Inc., it is agreed that five hundred shares of the capital stock of Oppenheimer Companies, Inc. shall be issued to Arthur Oppenheimer, Jr. as the owner and holder of all of the issued capital stock of Idaho Food Sales Corporation.

7.3 By reason of the merger of Oppenheimer-Falk Realty Company into Oppenheimer Companies, Inc., it is agreed that there shall be issued to the following owners of all of the issued capital stock of Oppenheimer-Falk Realty Company the number of shares of the capital stock of Oppenheimer Companies, Inc. shown after each of their names, to-wit:

<u>Name</u>	<u>No. of Shares</u>
Jane Falk Oppenheimer	7,000.2052
Arthur F. Oppenheimer	520.3837
Jane Alma Oppenheimer	520.3837
Douglas Oppenheimer	520.3837
Jane Falk Oppenheimer, as custodian for John Falk Oppenheimer under the Idaho Uniform Gifts to Minors Act	<u>520.3837</u>
	9,081.7400

7.4. Promptly following the effective date of merger:

(a) Certificates evidencing the capital stock of Oppenheimer Companies, Inc. to be issued pursuant to subsections 7.2 and 7.3 shall be executed by the President of Oppenheimer Companies, Inc. and delivered to the persons entitled thereto.

(b) The certificate evidencing the fifty shares of capital stock of Bonded Frozen Foods Corporation issued to Interstate Potato Packers Corporation (formerly the name of Oppenheimer Companies, Inc.) shall be delivered to the Secretary of Bonded Frozen Foods Corporation for cancellation.

(c) Simultaneously with issuance to Arthur Oppenheimer, Jr. of a certificate evidencing his ownership of five hundred shares of the capital stock of Oppenheimer Companies, Inc. pursuant to subsection 7.2, Arthur Oppenheimer, Jr. shall deliver to the Secretary of Idaho Food Sales Corporation the certificate theretofore evidencing his ownership of fifty shares of the capital stock of that corporation for cancellation.

(d) Simultaneously with issuance to each shareholder named in subsection 7.3 of the certificate evidencing ownership by that shareholder of the number of shares of capital stock of Oppenheimer Companies, Inc. as provided in subsection 7.3, that shareholder shall deliver to the Secretary of Oppenheimer-Falk Realty Company the certificate theretofore evidencing his or her ownership of shares of the capital stock of Oppenheimer-Falk Realty Company for cancellation.

7.5. As a matter of record, following issuance of the shares of capital stock of Oppenheimer Companies, Inc. as contemplated in subsections 7.2 and 7.3 the issued capital stock of that corporation will be owned by the following persons in the number of shares as set after each of their names as follows:

<u>Shareholder</u>	<u>No. of Shares</u>
Arthur Oppenheimer, Jr.	10,000.0000
Jane Falk Oppenheimer	7,000.2052
Arthur F. Oppenheimer	520.3837
Jane Alma Oppenheimer	520.3837
Douglas Oppenheimer	520.3837
Jane Falk Oppenheimer, as custodian for John Falk Oppenheimer under the Idaho Uniform Gifts to Minors Act	<u>520.3837</u>
	19,081.7400

Section 8. Shareholder Approval.

It is agreed that this agreement shall be submitted to the shareholders of each of the following corporations:

Oppenheimer Companies, Inc.
Bonded Frozen Foods Corporation
Idaho Food Sales Corporation
Oppenheimer-Falk Realty Company

at a meeting of each duly called and to be held separate from that of the shareholders of each of the other corporations in the manner provided in Idaho Code Section 30-133.

At each such meeting, if the holders of two-thirds of the voting power of all shareholders of each corporation shall vote for the adoption of this Agreement for Merger that fact shall be certified on the Agreement by the Secretary of each corporation; and thereby the Agreement for Merger so adopted shall be signed by the President and the Secretary of each corporation and shall be acknowledged by the President of each corporation before a duly appointed and acting notary public of the State of Idaho.

If so adopted by the shareholders of each corporation, following certification, execution and acknowledgment the Agreement for Merger shall be delivered to the Secretary of State of the State of Idaho for filing and recordation in his office and a copy thereof, certified by the Secretary of State of the State of Idaho, shall be filed for record in the office of the Recorder of Ada County, State of Idaho, that being the county in which each corporation has its registered office.

IN WITNESS WHEREOF, this Agreement for Merger has been duly executed on behalf of each corporation by all of the members of the Board of

Directors of each corporation the day and year herein first above written.

OPPENHEIMER COMPANIES, INC.

By Arthur Oppenheimer, Jr.
Arthur Oppenheimer, Jr., Director

By Jane Falk Oppenheimer
Jane Falk Oppenheimer, Director

By Ernest J. Voigt
Ernest J. Voigt, Director

By Arthur Falk Oppenheimer
Arthur Falk Oppenheimer, Director

By Robert I. Troxell
Robert I. Troxell, Director

BONDED FROZEN FOODS CORPORATION

By Arthur Oppenheimer, Jr.
Arthur Oppenheimer, Jr., Director

By Ernest J. Voigt
Ernest J. Voigt, Director

By Jane Falk Oppenheimer
Jane Falk Oppenheimer, Director

By Arthur Falk Oppenheimer
Arthur Falk Oppenheimer, Director

IDAHO FOOD SALES CORPORATION

By Arthur Oppenheimer, Jr.
Arthur Oppenheimer, Jr., Director

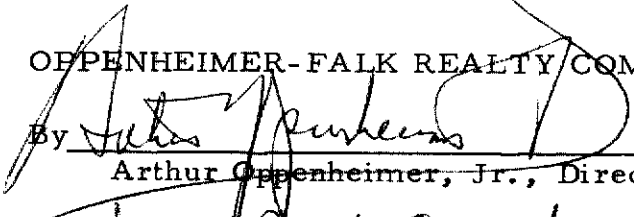
By Ernest J. Voigt
Ernest J. Voigt, Director

By Jane Falk Oppenheimer
Jane Falk Oppenheimer, Director

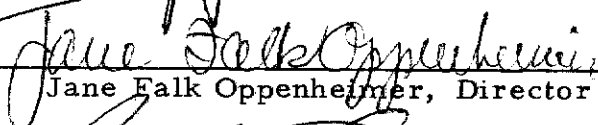
By Arthur Falk Oppenheimer
Arthur Falk Oppenheimer, Director

OPPENHEIMER-FALK REALTY COMPANY

By


Arthur Oppenheimer, Jr., Director

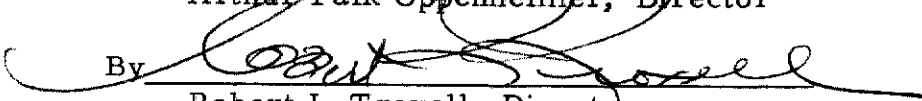
By


Jane Falk Oppenheimer, Director

By


Arthur Falk Oppenheimer, Director

By


Robert I. Troxell, Director

CERTIFICATE

STATE OF IDAHO)
) ss.
County of Ada)

GERTRUDE M. MACKIN, the duly elected, qualified and acting
Secretary of OPPENHEIMER COMPANIES, INC., an Idaho corporation,
does hereby certify:

A special meeting of the shareholder of that corporation was held on the 29th day of July 1975, which meeting was duly called and held in the manner provided in Idaho Code Section 30-133 entirely separate from any meeting of the shareholders of Bonded Frozen Foods Corporation, Idaho Food Sales Corporation and Oppenheimer-Falk Realty Company. At that meeting the owner of all of the shares of the issued capital stock of Oppenheimer Companies, Inc. was present in person and voted. By resolution unanimously adopted at said meeting, the foregoing Agreement for Merger, as executed by all of the members of the Boards of Directors of the corporations which are parties thereto, was ratified, approved and adopted. At said meeting further the President and Secretary of Oppenheimer Companies, Inc. was authorized and directed to execute that Agreement for Merger in the name of and on behalf of that corporation.

(Corporate Seal)

Arthur M. Mark
Secretary

SUBSCRIBED and SWORN to before me this 29 day of July, 1975.

(SEAL)

Michael J. Linder
Notary Public for Idaho
Residence: Boise, Idaho

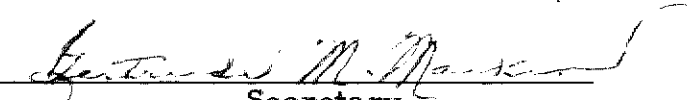
CERTIFICATE

STATE OF IDAHO)
) ss.
County of Ada)

GERTRUDE M. MACKIN, the duly elected, qualified and acting
Secretary of BONDED FROZEN FOODS CORPORATION, an Idaho corporation,
does hereby certify:

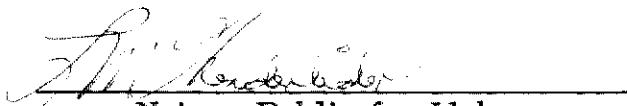
A special meeting of the shareholder of that corporation was held
on the 29th day of July 1975, which meeting was duly called and held in the
manner provided in Idaho Code Section 30-133 entirely separate from any
meeting of the shareholders of Oppenheimer Companies, Inc., Idaho Food
Sales Corporation and Oppenheimer-Falk Realty Company. At that meeting
the duly authorized proxy of the owner of all of the shares of the issued capital
stock of Bonded Frozen Foods Corporation was present in person and voted.
By resolution unanimously adopted at said meeting, the foregoing Agreement
for Merger, as executed by all of the members of the Boards of Directors of
the corporations which are parties thereto, was ratified, approved and adopted.
At said meeting further the President and Secretary of Bonded Frozen Foods
Corporation was authorized and directed to execute that Agreement for Merger
in the name of and on behalf of that corporation.

(Corporate Seal)


Secretary

SUBSCRIBED and SWORN to before me this 29 day of July, 1975.

(SEAL)


Notary Public for Idaho
Residence: Boise, Idaho

CERTIFICATE

STATE OF IDAHO)
) ss.
County of Ada)

GERTRUDE M. MACKIN, the duly elected, qualified and acting
Secretary of IDAHO FOOD SALES CORPORATION, an Idaho corporation,
does hereby certify:


A special meeting of the shareholder of that corporation was held on the 29th day of July 1975, which meeting was duly called and held in the manner provided in Idaho Code Section 30-133 entirely separate from any meeting of the shareholders of Oppenheimer Companies, Inc., Bonded Frozen Foods Corporation and Oppenheimer-Falk Realty Company. At that meeting the owner of all of the shares of the issued capital stock of Idaho Food Sales Corporation was present in person and voted. By resolution unanimously adopted at said meeting, the foregoing Agreement for Merger, as executed by all of the members of the Boards of Directors of the corporations which are parties thereto, was ratified, approved and adopted. At said meeting further the President and Secretary of Idaho Food Sales Corporation was authorized and directed to execute that Agreement for Merger in the name of and on behalf of that corporation.

(Corporate Seal)

Leontine M. Macken
Secretary

SUBSCRIBED and SWORN to before me this 29 day of July, 1975.

(SEAL)


Notary Public for Idaho
Residence: Boise, Idaho

CERTIFICATE

STATE OF IDAHO)
) ss.
County of Ada)

GERTRUDE M. MACKIN, the duly elected, qualified and acting
Secretary of OPPENHEIMER-FALK REALTY COMPANY, an Idaho corpora-
tion, does hereby certify:


A special meeting of the shareholder of that corporation was held on the 29th day of July 1975, which meeting was duly called and held in the manner provided in Idaho Code Section 30-133 entirely separate from any meeting of the shareholders of Oppenheimer Companies, Inc., Bonded Frozen Foods Corporation and Idaho Food Sales Corporation. At that meeting the owners of all of the shares of the issued capital stock of Oppenheimer Companies, Inc. was present in person or by proxy and voted. By resolution unanimously adopted at said meeting, the foregoing Agreement for Merger, as executed by all of the members of the Boards of Directors of the corporations which are parties thereto, was ratified, approved and adopted. At said meeting further the President and Secretary of Oppenheimer-Falk Realty Company was authorized and directed to execute that Agreement for Merger in the name of and on behalf of that corporation.

(Corporate Seal)

Edward M. Macken
Secretary

SUBSCRIBED AND SWORN to before me this 29 day of July, 1975.

(SEAL)


Notary Public for Idaho
Residence: Boise, Idaho

EXECUTION OF AGREEMENT FOR MERGER

IN WITNESS WHEREOF, pursuant to due authorization by the shareholder of OPPENHEIMER COMPANIES, INC., and by the shareholder of BONDED FROZEN FOODS CORPORATION, and by the shareholder of IDAHO FOOD SALES CORPORATION, and by the shareholders of OPPENHEIMER-FALK REALTY COMPANY at separate meetings thereof duly called and held as referred to in the foregoing certificates by the Secretaries of each of those corporations, the Agreement for Merger as executed originally by the members of the Boards of Directors of those corporations and ratified, approved and adopted by the shareholders of each of those corporations is hereby signed on behalf of each of those corporations by the President and the Secretary thereof whose signatures are attested by the Secretary thereof this 29th day of July, 1975.

(Corporate Seal)

OPPENHEIMER COMPANIES, INC.

Attest:

By *Julius Oppenheimer*
President

Gertrude M. Markson
Secretary

By *Gertrude M. Markson*
Secretary

(Corporate Seal)

BONDED FROZEN FOODS CORPORATION

Attest:

By *Julius Oppenheimer*
President

Gertrude M. Markson
Secretary

By *Gertrude M. Markson*
Secretary

(Corporate Seal)

IDAHO FOOD SALES CORPORATION

Attest:

By *Julius Oppenheimer*
President

Gertrude M. Markson
Secretary

By *Gertrude M. Markson*
Secretary

(Corporate Seal)

OPPENHEIMER-FALK REALTY COMPANY

Attest:

By *Julius Oppenheimer*
President

Gertrude M. Markson
Secretary

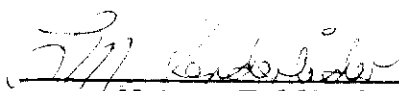
By *Gertrude M. Markson*
Secretary

STATE OF IDAHO)
) ss.
County of Ada)

On this 29 day of July, 1975, before me, a Notary Public in and for said State, personally appeared ARTHUR OPPENHEIMER, JR. and GERTRUDE M. MACKIN, known to me to be the President and the Secretary, respectively, of OPPENHEIMER COMPANIES, INC., the corporation that executed the foregoing instrument, or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)



Notary Public for Idaho
Residence: Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 29 day of July, 1975, before me, a Notary Public in and for said State, personally appeared ARTHUR OPPENHEIMER, JR. and GERTRUDE M. MACKIN, known to me to be the President and the Secretary, respectively, of BONDED FROZEN FOODS CORPORATION, the corporation that executed the foregoing instrument, or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)



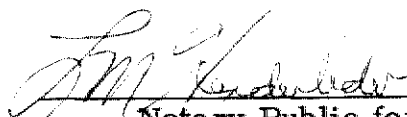
Notary Public for Idaho
Residence: Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 29 day of July, 1975, before me, a Notary Public in and for said State, personally appeared ARTHUR OPPENHEIMER, JR. and GERTRUDE M. MACKIN, known to me to be the President and the Secretary, respectively, of IDAHO FOOD SALES CORPORATION, the corporation that executed the foregoing instrument, or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)




Notary Public for Idaho
Residence: Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 29 day of July, 1975, before me, a Notary Public in and for said State, personally appeared ARTHUR OPPENHEIMER, JR. and GERTRUDE M. MACKIN, known to me to be the President and the Secretary, respectively, of OPPENHEIMER-FALK REALTY COMPANY, the corporation that executed the foregoing instrument, or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)



Notary Public for Idaho
Residence: Boise, Idaho