



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 _____

SAGE LAND & CATTLE COMPANY

into J. R. SINPLOT COMPANY,

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.

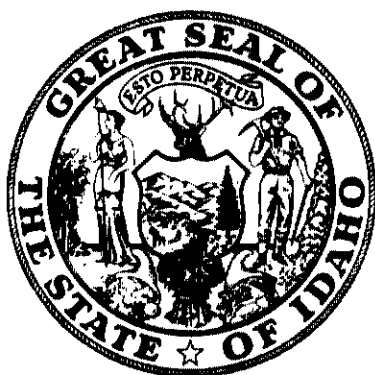
ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of

MERGER

, and attach hereto a duplicate original of the Articles of

MERGER

Dated August 27, 19 84.



Pete T. Cenarrusa

SECRETARY OF STATE

My J. Clark
Corporation Clerk

CERTIFICATE OF OWNERSHIP AND MERGER

INCLUDING ARTICLES OF MERGER AUG 24 8 31 AM '84

Merging

SECRETARY OF STATE

SAGE LAND & CATTLE COMPANY

into

J. R. SIMPLOT COMPANY

(Pursuant to Section 78.486 of the Nevada Revised Statutes
and 30-1-75 of the Idaho Business Corporation Act)

J. R. SIMPLOT COMPANY, a corporation organized and
existing under the laws of Nevada, the parent corporation, does
hereby certify:

FIRST: That this corporation was incorporated on the
28th day of June, 1955 pursuant to the laws of the State of
Nevada.

SECOND: The number of outstanding shares of each
class of SAGE LAND & CATTLE COMPANY, an Idaho corporation, and
the number of shares of each class owned by J. R. Simplot
Company are as follows:

<u>Names of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by J. R. Simplot Company</u>
Sage Land & Cattle Company	123,500	Common	123,500

THIRD: That this corporation, by resolution of its
board of directors, duly adopted the following Plan of Merger,
at a meeting held on the 22nd day of August, 1984, and
determined to merge into itself said Sage Land & Cattle
Company, at the Effective Time which resolution is in the
following words to-wit:

NOW, THEREFORE, be it resolved that J. R. SIMPLOT COMPANY
merge, and it hereby does merge into itself said SAGE LAND
& CATTLE COMPANY and assumes all of its obligations, at the
Effective Time; under the following terms and conditions:

A. BE IT RESOLVED that effective as of the close of
business on the 27th day of August, 1984, (the Effective
Time), SAGE LAND & CATTLE COMPANY, shall be and it is
hereby merged into J. R. SIMPLOT COMPANY, with the effect
and result that the existence of SAGE LAND & CATTLE COMPANY
shall cease and J. R. SIMPLOT COMPANY shall continue in
existence as the surviving corporation.

B. BE IT RESOLVED that all of the provisions contained in
the Articles of Incorporation, as amended, and the By-Laws
of J. R. SIMPLOT COMPANY shall remain in force and effect
and shall not be deemed altered or amended hereby, and that

the laws of the State of Nevada shall continue to govern the surviving corporation.

C. BE IT RESOLVED that the present members of the Board of Directors of J. R. SIMPLOT COMPANY shall continue to hold office during the remainder of the term to which they are elected and until their successors are elected and duly qualified.

D. BE IT RESOLVED that at the Effective Time, all of the property, real, personal or mixed, and all of the assets of SAGE LAND & CATTLE COMPANY, wherever located, shall be deemed automatically transferred to and become vested in J. R. SIMPLOT COMPANY as the surviving corporation, without any further act or deed or instrument of transfer or conveyance for the accomplishment thereof; and whereupon, further, J. R. SIMPLOT COMPANY shall assume and become liable for payment of all of the existing indebtedness and obligations of SAGE LAND & CATTLE COMPANY, including the obligation to perform existing agreements without any special act or assumption of liability for those obligations.

E. BE IT RESOLVED that in as much as SAGE LAND & CATTLE COMPANY is a wholly-owned subsidiary of J. R. SIMPLOT COMPANY and is being merged into its parent corporation, no additional capital stock of J. R. SIMPLOT COMPANY will be issued upon or as a part of said merger; and after the Effective Time each certificate or certificates theretofore representing issued and outstanding shares of the Capital Stock of SAGE LAND & CATTLE COMPANY shall be deemed cancelled.

F. BE IT RESOLVED that notwithstanding any action taken with respect to the merger by the Directors of J. R. SIMPLOT COMPANY or SAGE LAND & CATTLE COMPANY or both, and notwithstanding anything herein or elsewhere to the contrary, the merger may be abandoned at any time prior to the filing thereof by the adoption of a resolution providing for such abandonment by the Board of Directors of J. R. SIMPLOT COMPANY.

G. BE IT RESOLVED that the President and Secretary of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a certificate of ownership and merger setting forth a copy of the resolution to merge said SAGE LAND & CATTLE COMPANY and assume its liabilities and obligations, and to file the same in the offices of the Secretary of State of Nevada and the Secretary of State of Idaho; and

H. BE IT FURTHER RESOLVED that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the States of Nevada and Idaho which may be in anywise necessary or proper to effect said merger.

FOURTH: That this corporation survives the merger and may be served with process in the States of Nevada and Idaho in any proceeding for enforcement of any obligation of SAGE LAND & CATTLE COMPANY, as well as for enforcement of any obligation of the surviving corporation arising from the merger.

FIFTH: The undersigned corporation hereby (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of the rights of a dissenting

shareholder of the above-mentioned subsidiary corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

SIXTH: The mailing of Notice of said Plan and Agreement of Merger was waived by the shareholders of SAGE LAND & CATTLE COMPANY on August 22, 1984.

IN WITNESS WHEREOF, said J. R. SIMPLOT COMPANY has caused its corporate seal to be affixed and this certificate to be signed by A. Dale Dunn, its President and Ronald N. Graves, its Secretary this 23rd day of August, 1984.

J. R. SIMPLOT COMPANY

By A. Dale Dunn
Its President

ATTEST:

Ronald N. Graves
Secretary

STATE OF IDAHO)
) ss
County of Ada)

I, Laurel J. Walker, a notary public, do hereby certify that on this 23rd day of August, 1984, personally appeared before me A. Dale Dunn, who, being by me first duly sworn, declared that he is the President of J. R. Simplot Company, that he signed the foregoing document as President of the Corporation, and that the statements therein contained are true.

Laurel J. Walker
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: Lifetime