

AGREEMENT FOR MERGER

THIS AGREEMENT FOR MERGER entered into this 29th day of November, 1976, by and between OPPENHEIMER COMPANIES, INC., an Idaho corporation, and OPPENHEIMER CORPORATION, an Idaho corporation; and the respective Boards of Directors of each of these 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. The capital stock of OPPENHEIMER COMPANIES, INC., is issued and owned and held by the following persons:

<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
John Falk Oppenheimer	520.3837

1.2. OPPENHEIMER CORPORATION is an Idaho corporation. It is authorized to issue 10,000 shares of capital stock - each share having a par value of \$1.00 and accordingly the aggregate par value of all authorized shares of the capital stock of that

corporation is \$10,000.00. Two thousand shares of the capital stock of that corporation are issued and are owned and held by the following persons:

<u>Shareholder</u>	<u>No. of Shares</u>
Arthur F. Oppenheimer	1,020
Arthur Oppenheimer, Jr.	980

1.3. As used in this Agreement for Merger:

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

(b) The term "effective date of merger" shall refer to the close of business on the 30th day of November, 1976.

1.4. 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 Oppenheimer Corporation will be merged into Oppenheimer Companies, Inc.

Section 2. Property Rights.

It is agreed that, as at the effective date of merger, Oppenheimer Corporation 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 Oppenheimer Corporation (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 Oppenheimer Corporation 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 Oppenheimer Corporation 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 Oppenheimer Corporation, including the obligation of that corporation 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 Oppenheimer Corporation and the rights of persons dealing with that corporation

shall not be impaired; and any claim existing or action or proceeding pending by or against that corporation 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 Corporation.

As of the effective date of merger, the existence of Oppenheimer Corporation 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
Douglas 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
Douglas Oppenheimer	Secretary-Assistant Treasurer
Robert E. Hildeman	Assistant Secretary-Treasurer

Section 7. Stock Issue

7.1. By reason of the merger of OPPENHEIMER CORPORATION 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 CORPORATION 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>
Arthur Oppenheimer, Jr.	197.90
Arthur F. Oppenheimer	<u>205.98</u>
	403.88

7.2. Promptly following the effective date of merger;

(a) Certificates evidencing the capital stock of OPPENHEIMER COMPANIES, INC. to be issued pursuant to subsection 7.1 shall be executed by the President of OPPENHEIMER COMPANIES, INC. and delivered to the persons entitled thereto.

(b) Simultaneously with issuance to Arthur Oppenheimer, Jr. of the certificate evidencing his ownership of 197.90 shares of

the capital stock of OPPENHEIMER COMPANIES, INC. pursuant to subsection 7.1, Arthur Oppenheimer, Jr. shall deliver to the Secretary of OPPENHEIMER CORPORATION the certificate theretofore evidencing his ownership of 980 shares of the capital stock of that Corporation for cancellation.

(c) Simultaneously with issuance to Arthur F. Oppenheimer of the certificate evidencing his ownership of 205.98 shares of the capital stock of OPPENHEIMER COMPANIES, INC., pursuant to subsection 7.1, Arthur F. Oppenheimer shall deliver to the Secretary of OPPENHEIMER CORPORATION the certificate theretofore evidencing his ownership of 1,020 shares of the capital stock of that corporation for cancellation.

7.3. As a matter of record, following issuance of the shares of capital stock of OPPENHEIMER COMPANIES, INC. as contemplated in subsection 7.1 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.	10,197.9000
Jane Falk Oppenheimer	7,000.2052
Arthur F. Oppenheimer	726.3637
Jane Alma Oppenheimer	520.3837
Douglas Oppenheimer	520.3837
John Falk Oppenheimer	520.3837

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.
Oppenheimer Corporation

at a meeting of each duly called and to be held separate from that of the shareholders of the other corporation 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, and in each county of the State of Idaho in which either corporation owns real property, and in the office of the Secretary of State of each state in which either corporation is authorized to do business as a foreign corporation.

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. - Director

By Jane Falk Oppenheimer - Director

By Ernest J. Voigt - Director

By Arthur F. Oppenheimer - Director

By Douglas Oppenheimer - Director

By Robert I. Troxell - Director

OPPENHEIMER CORPORATION

By Arthur Oppenheimer, Jr. - Director

By Jane Falk Oppenheimer - Director

By Arthur F. Oppenheimer - Director

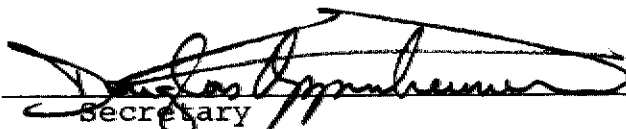
CERTIFICATE

STATE OF IDAHO)
) ss.
County of Ada)

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

A special meeting of the shareholders of that corporation was held on the 29th day of November, 1976, 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 Corporation. At that meeting the owners of all of the shares of the issued capital stock of Oppenheimer Companies, Inc. were 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 Board of Directors of Oppenheimer Companies, Inc. and all of the members of the Board of Directors of Oppenheimer Corporation, 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)


Secretary

SUBSCRIBED AND SWORN to before me this 30th day of November, 1976.

(SEAL)

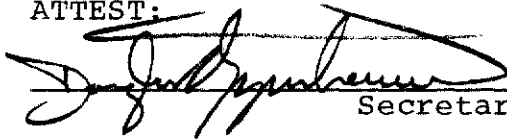

Notary Public for Idaho
Residence: Boise, Idaho

EXECUTION OF AGREEMENT FOR MERGER

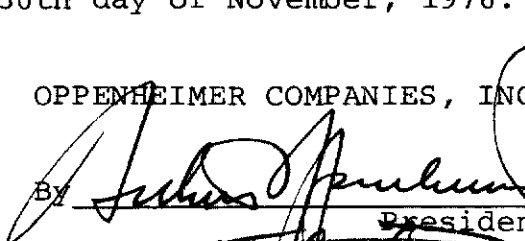

IN WITNESS WHEREOF, pursuant to due authorization by the shareholders of OPPENHEIMER COMPANIES, INC. and by the shareholders of OPPENHEIMER CORPORATION, at separate meetings thereof duly called and held as referred to in the foregoing certificates by the Secretaries of each of those corporations, the Agreement for Merger, as executed originally by all of 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 30th day of November, 1976.

(Corporate Seal)

ATTEST:

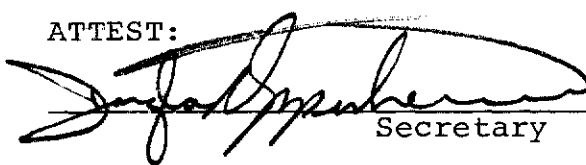

Secretary

OPPENHEIMER COMPANIES, INC.


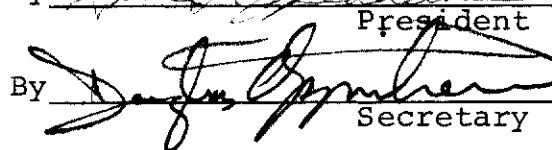
By 
President
By 
Secretary

(Corporate Seal)

ATTEST:


Secretary

OPPENHEIMER CORPORATION

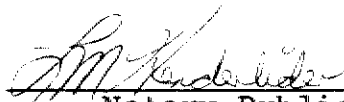
By 
President
By 
Secretary

STATE OF IDAHO)
) ss.
County of Ada)

On this 30th day of November, 1976, before me, a Notary Public in and for said State, personally appeared ARTHUR OPPENHEIMER, JR. and DOUGLAS OPPENHEIMER, known to me to be the President and the Secretary, respectively, of OPPENHEIMER COMPANIES, INC., the corporation that executed the foregoing instrument, or the persons 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)



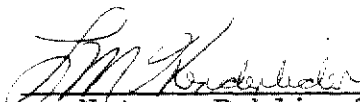
Notary Public for Idaho
Residence: Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 30th day of November, 1976, before me, a notary public in and for said State, personally appeared ARTHUR F. OPPENHEIMER and DOUGLAS OPPENHEIMER, known to me to be the President and the Secretary, respectively, of OPPENHEIMER CORPORATION, the corporation that executed the foregoing instrument, or the persons 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

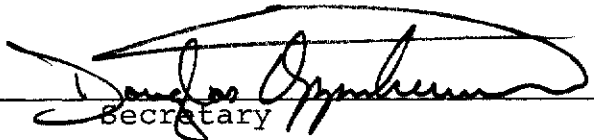
CERTIFICATE

STATE OF IDAHO)
) ss.
County of Ada)

DOUGLAS OPPENHEIMER, the duly elected, qualified and acting Secretary of OPPENHEIMER CORPORATION, an Idaho corporation, does hereby certify:

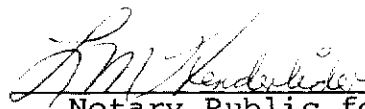
A special meeting of the shareholders of that corporation was held on the 29th day of November, 1976, which meeting was duly called and held in the manner provided in Idaho Code Section 30-133 entirely separate from any meeting of the shareholders of Oppenheimer Companies, Inc. At that meeting the owners of all of the shares of the issued capital stock of Oppenheimer Corporation were 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 Board of Directors of Oppenheimer Corporation and by all of the members of the Board of Directors of Oppenheimer Companies, Inc., was ratified, approved and adopted. At said meeting further, the President and Secretary of Oppenheimer 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 30th day of November, 1976.

(SEAL)


Notary Public for Idaho
Residence: Boise, Idaho