



Office of Lt. Governor/Secretary of State

I DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Merger of a Foreign Corporation WESTERN STOCKMEN'S SUPPLY CO. (Idaho) into a Utah corporation SIMPLOT INDUSTRIES, INC.

AS APPEARS.....of record.....IN MY OFFICE.

IN WITNESS WHEREOF, I have  
hereunto set my hand and affixed the  
Great Seal of the State of Utah at Salt  
Lake City, this.....30th..... day of  
June..... A.D. 19<sup>78</sup>..

David S. Monson  
LT. GOVERNOR/SECRETARY OF STATE

\_\_\_\_\_  
AUTHORIZED PERSON

ARTICLES OF MERGER  
Of A Foreign Corporation Into  
SIMPLOT INDUSTRIES, INC.

Pursuant to the provisions of Section 16-10-70 of the Utah Business Corporation Act, SIMPLOT INDUSTRIES, INC., the undersigned domestic corporation, and WESTERN STOCKMEN'S SUPPLY CO., a foreign corporation, adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the corporations and the State under the laws of which they are respectively organized are:

SIMPLOT INDUSTRIES, INC.	Utah
WESTERN STOCKMEN'S SUPPLY CO.	Idaho

SECOND: The laws of the State under which such foreign corporation is organized permits such merger.

THIRD: The name of the surviving corporation is SIMPLOT INDUSTRIES, INC., and it is to be governed by the laws of the State of Utah.

FOURTH: The attached Plan and Agreement for Merger was approved by the Board of Directors and shareholders of the undersigned domestic corporation in the manner prescribed by the Utah Business Corporation Act, and was approved by the aforesaid foreign corporation in the manner prescribed by the laws of the State under which it is organized.

FIFTH: SIMPLOT INDUSTRIES, INC. is authorized by its Articles of Incorporation to issue 1,000 shares of Capital Stock having an aggregate par value of \$100,000, of which 10 shares, having an aggregate par value of \$1,000 are now issued and outstanding; and WESTERN STOCKMEN'S SUPPLY CO. is authorized by its Articles of Incorporation to

SIXTH: The shareholders of WESTERN STOCKMEN'S SUPPLY CO. were delivered copies of the Plan and Agreement for Merger on June 19th, 1978.

DATED THIS 19th day of June, 1978.

*Ronald S. Graves*  
Secretary

BY *Mr. J. J. Smith*  
its President


STATE OF IDAHO )  
                  ) ss.  
County of Ada )

DON J. SIMPLOT, being first duly sworn on oath, says that he is the President of the above-named corporation; that he makes this affidavit for and on behalf of said corporation for the reason that affiant is the President thereof; that he has read the above and foregoing Articles of Merger of a Foreign Corporation into SIMPLOT INDUSTRIES, INC., knows the contents thereof, and that the same is true as affiant verily believes.

  
DON J. SIMPLOT

SUBSCRIBED AND SWORN TO Before me this 19th day

of June, 1978.

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires 3/3-79

PLAN AND AGREEMENT FOR MERGER

THIS AGREEMENT, Entered into this 19th day of June, 1978, by and between SIMPLOT INDUSTRIES, INC., a Utah corporation, and all of the members of the Board of Directors of that company, and WESTERN STOCKMEN'S SUPPLY CO., an Idaho corporation, and all of the members of the Board of Directors of that company;

W I T N E S S E T H :

WHEREAS, SIMPLOT INDUSTRIES, INC. is a corporation duly organized and existing under the laws of the State of Utah, having its principal place of business at Salt Lake City, in the County of Salt Lake, State of Utah; and WESTERN STOCKMEN'S SUPPLY CO. is a corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business at Boise, in the County of Ada, State of Idaho; and

WHEREAS, SIMPLOT INDUSTRIES, INC. is authorized by its Articles of Incorporation to issue 1,000 shares of capital stock, having a par value of \$100.00, of which 10 shares, having an aggregate par value of \$1,000.00 are now issued and outstanding; and

WHEREAS, WESTERN STOCKMEN'S SUPPLY CO. is authorized by its Articles of Incorporation to issue 5,000 shares of common capital stock having an aggregate par value of \$50,000.00, of which only 2,134 shares are issued and outstanding, all of which are owned and held by SIMPLOT INDUSTRIES, INC., the other party to this Agreement; and

WHEREAS, for adequate business reasons, it is considered desirable by the parties hereto that a merger be effected between the said corporations by which WESTERN

STOCKMEN'S SUPPLY CO. is merged into SIMPLOT INDUSTRIES, INC. as the surviving corporation;

NOW, THEREFORE, in consideration of the premises and the terms and conditions herein set forth, the parties hereto have mutually agreed to effect a merger between the said two corporations upon the following terms and conditions:

SECTION ONE. It is agreed that effective as of the close of business on the 30th day of June, 1978, WESTERN STOCKMEN'S SUPPLY CO. shall be and it is hereby merged into SIMPLOT INDUSTRIES, INC., with the effect and result that the existence of WESTERN STOCKMEN'S SUPPLY CO. shall cease and SIMPLOT INDUSTRIES, INC. shall continue in existence as the surviving or merging corporation.

SECTION TWO. It is agreed that all of the provisions contained in the Articles of Incorporation, as amended, and the By-Laws of SIMPLOT INDUSTRIES, INC. shall remain in force and effect and shall not be deemed altered or amended hereby, and that the laws of the State of Utah shall continue to govern the surviving corporation.

SECTION THREE. It is agreed that the present members of the Board of Directors of SIMPLOT INDUSTRIES, INC. shall continue to hold office during the remainder of the term to which they are each elected and until their successors are elected and duly qualified.

SECTION FOUR. It is agreed that upon said merger becoming effective, all of the property, real, personal or mixed, and all of the assets of WESTERN STOCKMEN'S SUPPLY CO., wherever located, shall be deemed automatically transferred to and become vested in SIMPLOT INDUSTRIES, INC. as the surviving corporation, without any further act or deed or instrument of transfer or conveyance for the accomplishment thereof; and whereupon, further, SIMPLOT INDUSTRIES, INC. shall assume and become liable for payment of all of the existing indebtedness and obligations of WESTERN STOCKMEN'S

SUPPLY CO., including the obligation to perform existing leases and contracts without any special act or assumption of liability for those obligations.

SECTION FIVE. Inasmuch as this agreement contemplates a merger of a wholly-owned subsidiary corporation, WESTERN STOCKMEN'S SUPPLY CO., into its parent corporation, SIMPLOT INDUSTRIES, INC., no additional capital stock of SIMPLOT INDUSTRIES, INC. will be issued upon or as a part of said merger.

SECTION SIX. It is agreed that this Agreement for Merger of said corporations shall be submitted to the shareholders of each of those corporations at meetings duly called and separately held as required by the applicable laws of the State of Idaho and of the State of Utah, and the provisions of the By-Laws of each corporation for calling shareholders' meetings; and this Agreement shall become effective and binding upon the two corporations if and when adopted, approved and ratified by the affirmative vote of at least two-thirds of the voting power of all of the shareholders of each corporation at the meeting of shareholders so held.

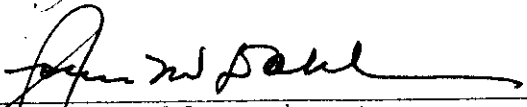
SECTION SEVEN. It is agreed that as the surviving corporation is to be governed by Utah law, SIMPLOT INDUSTRIES, INC. hereby agrees that it may be served with process in the State of Idaho in any proceeding for enforcement of any obligation prior to this merger, and SIMPLOT INDUSTRIES, INC. hereby appoints the Secretary of State of the State of Idaho as its agent to accept such service of process as aforesaid, to be served on SIMPLOT INDUSTRIES, INC. by Certified mail, return receipt requested, at P. O. Box 27, Boise, Idaho 83707.

IN WITNESS WHEREOF, This Agreement has been approved on behalf of the corporate parties hereto by all of the members of the Board of Directors of each corporation,

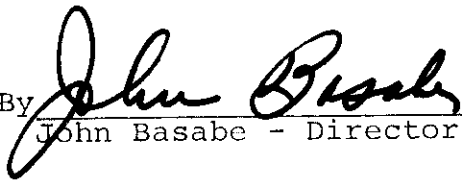
and executed by a majority of the Board of Directors of each corporation, the day and year herein first above written.

SIMPLOT INDUSTRIES, INC.

By   
J. R. Simplot - Director


By   
John M. Dahl - Director

By   
Scott R. Simplot - Director

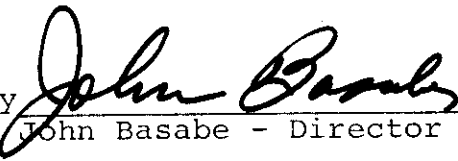
By   
John Basabe - Director

By   
A. Dale Dunn - Director

By   
Don J. Simplot - Director

By   
Jack E. Morgan - Director

WESTERN STOCKMEN'S SUPPLY CO.

By   
John Basabe - Director

By   
James F. Oakes - Director

By   
John M. Dahl - Director

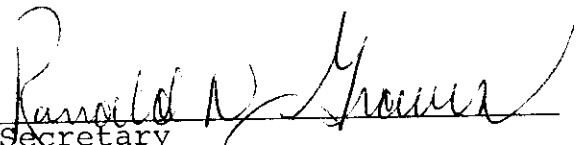


C E R T I F I C A T E


STATE OF IDAHO )  
                  ) ss.  
County of Ada )

Ronald N. Graves, the duly elected, qualified and acting Secretary of SIMPLOT INDUSTRIES, INC. does hereby certify:

That at a special meeting of the shareholders of SIMPLOT INDUSTRIES, INC. held on the 19th day of June, 1978, entirely separate from any meeting of the shareholders of WESTERN STOCKMEN'S SUPPLY CO., and called in the manner provided by law, at which all of the issued capital stock of SIMPLOT INDUSTRIES, INC. was represented in person by the owners and holders thereof of record, or by their proxy, by resolution unanimously adopted, the foregoing Plan and Agreement for Merger as originally executed by the authorized members of the Board of Directors of SIMPLOT INDUSTRIES, INC., was approved and adopted; and the President and Secretary of SIMPLOT INDUSTRIES, INC. were authorized in the name of and on behalf of that corporation to sign and execute such Agreement.

  
Secretary

SUBSCRIBED AND SWORN to before me this 19th day of June, 1978.

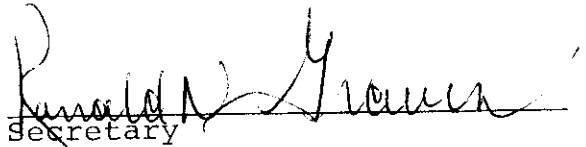
  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires 3-13-79

C E R T I F I C A T E


STATE OF IDAHO )  
                  ) ss.  
County of Ada )

Ronald N. Graves, the duly elected, qualified and acting Secretary of WESTERN STOCKMEN'S SUPPLY CO. does hereby certify:

That at a special meeting of the shareholders of WESTERN STOCKMEN'S SUPPLY CO. held on the 19th day of June, 1978, entirely separate from any meeting of the shareholders of SIMPLOT INDUSTRIES, INC., and called in the manner provided by law, at which all of the issued capital stock of WESTERN STOCKMEN'S SUPPLY CO. was represented by the owners and holders thereof in person or by proxy of the owners and holders thereof, of record, by resolution unanimously adopted, the foregoing Plan and Agreement for Merger as originally executed by the authorized members of the Board of Directors of WESTERN STOCKMEN'S SUPPLY CO., was approved and adopted; and the President and Secretary of WESTERN STOCKMEN'S SUPPLY CO. were authorized in the name of and on behalf of that corporation to sign and execute such Agreement.

  
Secretary

SUBSCRIBED AND SWORN to before me this 19th day of June, 1978.

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires 3-13-79

IN WITNESS WHEREOF, pursuant to the due authorization by the shareholders of each, SIMPLOT INDUSTRIES, INC., a Utah corporation, and WESTERN STOCKMEN'S SUPPLY CO., an Idaho corporation, at separate meetings thereof referred to in the foregoing certificate by the respective Secretaries of those corporations, the foregoing Plan and Agreement for Merger, so adopted, approved and ratified by the shareholders of each of those corporations, is hereby executed and signed by the authorized officers, to-wit: The President and Secretary of SIMPLOT INDUSTRIES, INC., and the President and Secretary of WESTERN STOCKMEN'S SUPPLY CO., this 19th day of June, 1978.

(CORPORATE SEAL)

SIMPLOT INDUSTRIES, INC.

Attest:

By [Signature]  
Its President

[Signature]  
Secretary

(CORPORATE SEAL)

WESTERN STOCKMEN'S SUPPLY CO.

Attest:

By [Signature]  
Its President


[Signature]  
Secretary

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On the 19th day of June, 1978, personally appeared before me Don J. Simplot, who, being by me duly sworn, did say that he is the President of SIMPLOT INDUSTRIES, INC., and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said Don J. Simplot acknowledged to me that said 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  
Residing at Boise, Idaho  
My commission expires 3-13-79

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On the 19th day of June, 1978, personally appeared before me John Basabe, who, being by me duly sworn did say that he is the President of WESTERN STOCKMEN'S SUPPLY CO., and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said John Basabe acknowledged to me that said 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  
Residing at Boise, Idaho  
My commission expires 3-13-79