

File No. 35316

CERTIFICATE

It is certified that the Resolutions attached hereto were executed by the corporations on the dates that appear therein, and that the resolutions were adopted on the 25th day of July, 1960, by the directors, and on the 8th day of August, 1960, by the shareholders.

All of the obligations of Gilcor, Inc. were assumed by this corporation on August 31, 1960.

It is further certified that no additional stock has been issued for said merger, all of the stock of Gilcor, Inc. having been owned by Crescent Valley Ranch & Farms. The assets of Gilcor, Inc. have all been transferred to Crescent Valley Ranch & Farms and all of the obligations of Gilcor, Inc. have been assumed by Crescent Valley Ranch & Farms, and there has been no amendment to the Articles of Incorporation nor additional change in the number of shares issued.

Dated: 8/31/60

(Corporate Seal)

CRESCENT VALLEY RANCH & FARMS

By A. Z. Seltzer

By) Houston A. Snidow

STATE OF CALIFORNIA,)
 (ss.
 County of Los Angeles.)

On August 31, 1960, before me, the undersigned, a Notary Public in and for said County and State, personally appeared A. Z. SELTZER and HOUSTON A. SNIDOW, known to me to be the President and Secretary, respectively, of the corporation that executed the within instrument, known to me to be the persons that executed the within instrument, on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

(Notarial Seal)

Barbara J. Hulse
 Notary Public in and for said
 County and State.
 BARBARA J. HULSE

RESOLUTION

RESOLVED, that CRESCENT VALLEY RANCH & FARMS consolidate with GILCOR, INC.

RESOLVED FURTHER, that all of the assets of GILCOR, INC. shall be accepted by CRESCENT VALLEY RANCH & FARMS, and that all of the liabilities of GILCOR, INC. shall be assumed by CRESCENT VALLEY RANCH & FARMS.

RESOLVED FURTHER, that the officers be and they are hereby authorized to execute any documents necessary to put into effect the foregoing resolution.

RESOLVED FURTHER, that the officers be and they are hereby directed to call a shareholders' meeting to approve this consolidation.

I hereby certify that I am the duly elected Secretary of CRESCENT VALLEY RANCH & FARMS, and that the foregoing is a true and correct copy of the Resolution adopted by the Board of Directors of CRESCENT VALLEY RANCH & FARMS at a meeting held July 25, 1960.

(Corporate Seal)

Houston A. Snidow
 Secretary

CERTIFICATE AND AGREEMENT TO CONSOLIDATE

WHEREAS, all the shares of stock of GILCOR, INC. are owned by CRESCENT VALLEY RANCH & FARMS; and

WHEREAS, it is to the best interests for both corporations that the two corporations be merged and consolidated into one corporation:

NOW, THEREFORE, pursuant to provisions of law, it is agreed by and between said corporations that the said corporations shall consolidate and that all of the assets of GILCOR, INC. shall be transferred to CRESCENT VALLEY RANCH & FARMS, and CRESCENT VALLEY RANCH & FARMS agrees to and does hereby assume and agree to pay all the liabilities of GILCOR, INC. That thereafter, GILCOR, INC. shall be dissolved pursuant to provisions of law made and provided for.

IT IS FURTHER AGREED that copies of this agreement, duly certified, shall be recorded in the office of the County Recorder of Los Angeles County, California, and Humboldt County, Nevada, and in any other county, if any, in which any real property is owned by either of said corporations.

THIS AGREEMENT is executed by the officers of said corporations pursuant to the authorization of the board of directors and shareholders of each of said corporations.

IN WITNESS WHEREOF, the parties hereto have set their hands this 31 day of August, 1960.

(Corporate Seal)

GILCOR, INC.

By A. Z. Seltzer

By Houston A. Snidow

(Corporate Seal)

CRESCENT VALLEY RANCH & FARMS

By A. Z. Seltzer

By Houston A. Snidow

RESOLUTION

RESOLVED, that GILCOR, INC. consolidate with CRESCENT VALLEY RANCH & FARMS.

RESOLVED FURTHER, that all of the assets of GILCOR, INC. be transferred to CRESCENT VALLEY RANCH & FARMS, and that all of the liabilities be assumed by CRESCENT VALLEY RANCH & FARMS.

RESOLVED FURTHER, that the officers be and they are hereby authorized to execute any documents necessary to put into effect the foregoing resolution.

I hereby certify that I am the duly elected Secretary of GILCOR, INC., and that the foregoing is a true and correct copy of the Resolution adopted by the Board of Directors of GILCOR, INC. at a meeting held July 25, 1960.

(Corporate Seal)

Houston A. Snidow
 Secretary

RESOLUTION

RESOLVED, That the assets of Gilcor, Inc. be tranferred to Crescent Valley Ranch & Farms, contingent upon the said Crescent Valley Ranch & FARMS accepting the same and assuming all the liabilities of this corporation.

RESOLVED FURTHER, That this corporation be dissolved and the officers and directors be and they are hereby authorized and directed to do any and all things necessary to effect such consolidation, and at such time as the assets of Gilcor, Inc. have been transferred to Crescent Valley Ranch & Farms and said Crescent Valley Ranch & Farms has accepted and assumed all the assets and liabilities of Gilcor, Inc., the officers and directors to do all things necessary to dissolve this corporation.

I hereby certify that I am the duly elected Secretary of GILCOR, INC., and that the foregoing is a true and correct copy of the Resolution adopted by the shareholders of GILCOR, INC., at a meeting held August 8, 1960.

(Corporate Seal)

Houston A. Snidow

**Recorded at the request of Nevada Title Guaranty Co., May 3, A.D., 1961 At 45 minutes past
11 A. M.**

Willis A. DePaoli - Recorder.