

AFFIDAVIT OF MERGER

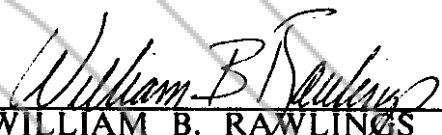
STATE OF IDAHO )  
                               :SS.  
 County of Ada     )

WILLIAM B. RAWLINGS, being first duly sworn, deposes and states as follows:

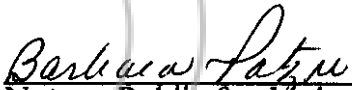
I am the duly elected Secretary of Agri Beef Co., an Idaho corporation, and on October 31, 1988 I was the duly elected Secretary of Snake River Cattle Trucking, Inc., an Idaho corporation, also known as Snake River Cattle Trucking Co. On October 31, 1988, Agri Beef Co. became the Surviving Corporation as the result of Articles of Merger between it and Snake River Cattle Trucking, Inc., and other corporations as Merging Companies.

A true and correct copy of the Certificate of Merger issued by the Secretary of State of the State of Idaho, certified as at December 19, 1990, is attached hereto and made a part hereof as if fully set forth herein.

The said Articles of Merger and Certificate of Merger remain in full force and effect and Agri Beef Co. is therefore the Successor by Merger and the Surviving Corporation to Snake River Cattle Trucking, Inc., also known as Snake River Cattle Trucking Co.

  
 WILLIAM B. RAWLINGS

SUBSCRIBED AND SWORN to before me on this 10<sup>th</sup> day of January, 1991.

  
 Notary Public for Idaho  
 Residing at: Boise, ID  
 My Commission Expires: 6-20-93



AFFIDAVIT OF MERGER

1/10/91/s

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# State of Idaho

## Department of State

### CERTIFICATE OF CORPORATE STATUS OF

AGRI BEEF CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation records of this State.

I FURTHER CERTIFY That the records of this office show that the above-named corporation was incorporated under the laws of Idaho and was issued a certificate of incorporation in Idaho on April 22, 1975

I FURTHER CERTIFY That the corporation's authority to do business has not been forfeited.

Dated December 19, 1990



*Pete T. Cenarrusa*  
SECRETARY OF STATE

by *Stacy J. Clark*

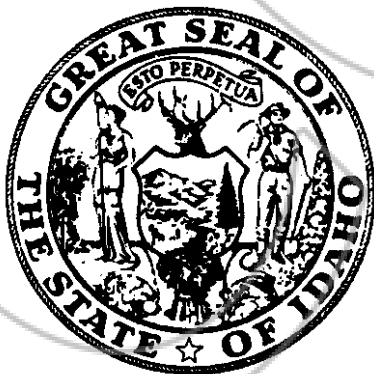
# State of Idaho

## Department of State.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation and limited partnership records of this State.

I FURTHER CERTIFY That the annexed is a full, true and complete transcript of articles and plan of merger of SNAKE RIVER CATTLE TRUCKING, INC., AGRI-BEEF CO., and SNAKE RIVER CATTLE CO., INC., all Idaho corporations, merging into EL ORO CATTLE COMPANY, INC., an Idaho corporation, received and filed in this office on the 31st day of October, 1988, as appears of record in this office as of this date.

Dated: December 19, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Lucy J. Clark*



**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 SNAKE RIVER CATTLE TRUCKING, INC., AGRI-BEEF CO., and SNAKE RIVER CATTLE CO., INC.

into EL ORO CATTLE COMPANY, INC., changing its name to AGRI BEEF CO., 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 October 31, 19 83.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

**CRD/NAV**

**ARTICLES AND PLAN OF MERGER  
OF  
SNAKE RIVER CATTLE TRUCKING, INC.,  
AGRI-BEEF CO.,  
AND  
SNAKE RIVER CATTLE CO., INC.,  
(The Merging Companies)**

**OCT 31 2 58 PM '88  
SECRETARY OF STATE**

**WITH AND INTO  
EL ORO CATTLE COMPANY, INC.  
(The Surviving Corporation)**

**Whose Name Shall be Changed to**

**AGRI BEEF CO.**

Pursuant to the provisions of §§30-1-71, 30-1-73 and 30-1-74 of the Idaho Business Corporation Act, as amended, the undersigned domestic corporations adopt the following Articles and Plan of Merger for the purpose of merging them into one of the such corporations:

**FIRST:** The following Plan of Merger was approved by the directors and shareholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act:

**PLAN OF MERGER**

(a) The names of the undersigned constituent corporations and the States under the laws of which they are respectively organized are:

| <u>Name of Merging Corporations</u> | <u>State</u> |
|-------------------------------------|--------------|
| Snake River Cattle Trucking, Inc.   | Idaho        |
| Agri-Beef Co.                       | Idaho        |
| Snake River Cattle Co, Inc.         | Idaho        |

The name of the Surviving Corporation is **EL ORO CATTLE COMPANY, INC.**

(b) The terms and conditions of the proposed merger are as follows:

(i) The directors and officers of the Surviving Corporation immediately prior to the effective date of the merger shall continue to be the directors and officers of the Surviving Corporation, to hold office for the terms specified in the Bylaws of the Surviving Corporation and until their respective successors are duly elected and qualified.

(ii) The Bylaws of the Surviving Corporation in effect immediately prior to the effective date of the merger shall continue to be the Bylaws of the

Surviving Corporation, until altered or repealed in the manner provided by law and such Bylaws.

(iii) When the merger becomes effective, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles, the assets and liabilities of the constituent corporations shall be recorded in the accounting records of the Surviving Corporation at the amounts at which they shall be carried at that time in the accounting records of the constituent corporations.

(iv) This Plan of Merger may be terminated and abandoned prior to the effective date of the merger upon the occurrence of any one of the following events:

(1) By mutual written consent of each of Constituent Corporations.

(2) By any such parties if the Closing has not occurred by November 5, 1988.

(v) The effective date of the merger provided for by this Plan of Merger shall be the date on which the last act required to complete the merger under the laws of the State of Idaho is performed.

(c) The manner and basis of converting the shares of each corporation into shares of the surviving corporation shall be as follows: All of the outstanding Common Stock of each of the Constituent Corporations shall be converted into a total of 10,000 shares of the Surviving Corporation, and such 10,000 shares shall constitute all of the issued and outstanding capital stock of the Surviving Corporation.

(d) The following changes in the Articles of Incorporation of the Surviving Corporation are to be effected by the merger: Article I of the Articles of Incorporation of the Surviving Corporation is hereby amended to read as follows:

"The name of this corporation shall be **AGRI BEEF CO.**"

Article VII of the Articles of Incorporation of the Surviving Corporation is hereby amended to read as follows:

"That the amount of total authorized capital stock is 15,000 shares, with No Par Value."

**SECOND:** As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:



| <u>Name of Corporation</u>                                 | <u>Number of<br/>Shares<br/>Outstanding</u> | <u>Entitled to Vote as a Class<br/>Designation<br/>of Class</u> | <u>Number of<br/>Shares</u> |
|--|---|---|-----------------------------|
| Snake River Cattle Trucking,<br>Inc., an Idaho corporation | 25 1/2                                      | Common Stock  | 25 1/2                      |
| Agri Beef Co., an Idaho<br>corporation                     | 6,250                                       | Common Stock  | 6,250                       |
| Snake River Cattle Co., Inc.,<br>an Idaho corporation      | 50  | Common Stock  | 50                          |
| El Oro Cattle Company, Inc.,<br>an Idaho corporation       | 1,425                                       | Common Stock  | 1,425                       |

**THIRD:** As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

| <u>Name of Corporation</u>           | <u>Number of Shares</u>        |                                    | <u>Entitled to Vote as a Class</u> |                      |                          |
|--------------------------------------|--------------------------------|------------------------------------|------------------------------------|----------------------|--------------------------|
|                                      | <u>Total<br/>Voted<br/>For</u> | <u>Total<br/>Voted<br/>Against</u> | <u>Class</u>                       | <u>Voted<br/>For</u> | <u>Voted<br/>Against</u> |
| Snake River Cattle<br>Trucking, Inc. | 25 1/2                         | 0                                  | Common                             | 25 1/2               | 0                        |
| Agri'Beef Co.                        | 6,250                          | 0                                  | Common                             | 6,250                | 0                        |
| Snake River Cattle Co.,<br>Inc.      | 50                             | 0                                  | Common                             | 50                   | 0                        |
| El Oro Cattle Company,<br>Inc.       | 1,425                          | 0                                  | Common                             | 1,425                | 0                        |

DATED: October 28, 1988.


SNAKE RIVER CATTLE TRUCKING, INC.  
an Idaho corporation

By   
Robert N. Rebholtz, President


By   
W. B. Rawlings, Secretary


AGRI BEEF CO.,  
an Idaho corporation

By   
Robert N. Rebholtz, President


By   
W. B. Rawlings, Secretary


SNAKE RIVER CATTLE CO., INC.  
an Idaho corporation

By   
Robert N. Rebholtz, President

By   
W. B. Rawlings, Secretary

EL ORO CATTLE COMPANY, INC.  
an Idaho corporation

By   
Robert N. Rebholtz, President

By   
W. B. Rawlings, Secretary



STATE OF IDAHO )

:SS.

County of Ada )

I, Debbie S. Ziehlster, a Notary Public, do hereby certify that on this 28th day of October, 1988, personally appeared before me ROBERT N. REBHOLTZ and W. B. RAWLINGS, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of SNAKE RIVER CATTLE TRUCKING, INC., an Idaho corporation, and that they signed the foregoing document as President and Secretary of the corporation, and that the statements contained therein are true.

Debbie S. Ziehlster  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: 12-1-94

STATE OF IDAHO )

:SS.

County of Ada )

I, Debbie S. Ziehlster, a Notary Public, do hereby certify that on this 28th day of October, 1988, personally appeared before me ROBERT N. REBHOLTZ and W. B. RAWLINGS, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of AGRI BEEF CO., an Idaho corporation, and that they signed the foregoing document as President and Secretary of the corporation, and that the statements contained therein are true.

Debbie S. Ziehlster  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: 12-1-94

STATE OF IDAHO )

County of Ada )

:SS.

I, Orville S. Zselster, a Notary Public, do hereby certify that on this 28th day of October, 1988, personally appeared before me ROBERT N. REBHOLTZ and W. B. RAWLINGS, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of SNAKE RIVER CATTLE CO., INC., an Idaho corporation, and that they signed the foregoing document as President and Secretary of the corporation, and that the statements contained therein are true.

Orville S. Zselster  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: 12-1-94

STATE OF IDAHO )

County of Ada )

:SS.

I, Orville S. Zselster, a Notary Public, do hereby certify that on this 28th day of October, 1988, personally appeared before me ROBERT N. REBHOLTZ and W. B. RAWLINGS, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of EL ORO COMPANY, INC., an Idaho corporation, and that they signed the foregoing document as President and Secretary of the corporation, and that the statements contained therein are true.

Orville S. Zselster  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: 12-1-94

No. 51261-b

Articles of Merger

EL ORO CATTLE COMPANY, INC.

Merger of SNAKE RIVER CATTLE TRUCKING, INC. (#46398), AGRI-BEEF CO. (#59864), and SNAKE RIVER CATTLE CO., INC. (#64195) into this corporation, changing its name to AGRI-BEEF CO., an increasing a c.s. to 15,000 shs. nov

STATE OF IDAHO

Department of State

Boise, Idaho

Approved, filed and admitted to the corporation records of the State of Idaho

Date: October 31, 1988

Time: 2:58 pm

www.idaho.gov

FEES PAID \$ 20.00

Pete T. Conarrusa

SECRETARY OF STATE

By:

*Diane Walker*

Invoice # 82965

CCR # 27015

Filing Party

Eberle, Berlin, Kading, et al

P.O. Box 1368

Boise, Idaho 83701

RECEIVED  
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COPY

BOOK 219 PAGE 479  
OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF  
*Bible, Hry. Sniller*  
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*etal*  
EUREKA COUNTY, NEVADA  
M.N. REBALEATI, RECORDER  
FILE NO. FEE \$ 16.00

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