ARTICLES OF MERGER OF FRED REED, INC.
AND REED SOIL SERVICE, LTD.
INTO REED BROTHERS, INC.

Pursuant to the provisions of Chapter 496A of the Code of Iowa, the undersigned corporation hereby adopts the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by Chapter 496A of the Code of Iowa. See plan of merger attached hereto and marked Exhibit "A".

SECOND: As to each of the undersigned corporations, the number of shares outstanding are as follows:

NAME OF CORPORATION	NUMBER OF SHARES OUTSTANDING	DESIGNATION OF CLASS	NUMBER OF SHARES
Reed Brothers, Inc.	660	Common	660
Fred Reed, Inc.	17	Common	17
Reed Soil Service, Ltd.	205	Common	205

No outstanding shares are entitled to vote as a class.

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, are as follows:

NAME OF CORPORATION	TOTAL VOTED FOR	TOTAL VOTED AGAINST
Reed Brothers, Inc.	660	0
Fred Reed, Inc.	17	0
Reed Soil Service, Ltd.	205	0

Dated this 31st day of August, 1981.

REED BROTHERS, INC.

By Fred Reed Jr.
Fred Reed, Jr. President

By Fred Reed Jr.
Fred Reed, Jr. Secretary

FRED REED, INC.

By Fred Reed Jr.
Fred Reed, Jr. President

By Fred Reed Jr.
Fred Reed, Jr. Secretary

REED SOIL SERVICE, LTD.

By Fred Reed Jr.
Fred Reed, Jr. President

By Fred Reed Jr.
Fred Reed, Jr. Secretary

FILED NO. 757
BOOK 34 PAGE 6

1981 NOV 17 AM 11:07

MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA

Fee $21.00

371

STATE OF IOWA :
: ss
COUNTY OF MADISON :

On this 31st day of August, 1981, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Fred Reed, Jr., to me personally known, who, being by me duly sworn, did say that he is the President and Secretary of Reed Brothers, Inc., executing the within and foregoing instrument to which this is attached, that no seal has been procured by Reed Brothers, Inc.; that said instrument was signed on behalf of [redacted]poration by authority of its Board of Directors; and that the said Fred Reed, Jr. as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by it and by him voluntarily executed.

TERRI WALKER Iowa NOTARIAL SEAL

Terri Walker
Notary Public in and for the State of Iowa

STATE OF IOWA :
: ss
COUNTY OF MADISON :

On this 31st day of August, 1981, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Fred Reed, Jr. to me personally known, who, being by me duly sworn, did say that he is the President and Secretary, respectively, of Fred Reed, Inc. executing the within and foregoing instrument to which this is attached, that no seal has been procured by Fred Reed, Inc.; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Fred Reed, Jr. as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

TERRI WALKER Iowa NOTARIAL SEAL

Terri Walker
Notary Public in and for the State of Iowa

STATE OF IOWA :
: ss
COUNTY OF MADISON :

On this 31st day of August, 1981, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Fred Reed, Jr., to me personally known, who, being by me duly sworn, did say that he is the President and Secretary, respectively, of Reed Soil Service, Ltd., executing the within and foregoing instrument to which this is attached, that no seal has been procured by Reed Soil Service, Ltd.; that said instrument was signed on behalf of said corporation by authority of its board of directors; and that the said Fred Reed, Jr. as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

SECRETARY OF STATE Iowa NOTARIAL SEAL

Notary Public in and for the State of Iowa

EXHIBIT "A"

PLAN OF MERGER OF FRED REED, INC.
AND REED SOIL SERVICE, LTD.
INTO REED BROTHERS, INC.

1. MERGER. Fred Reed, Inc. and Reed Soil Service, Ltd., Iowa corporations, shall be merged into Reed Brothers, Inc., an Iowa Corporation.

2. TERMS OF MERGER. The terms of merger are:

(a) Fred Reed, Inc. and Reed Soil Service, Ltd. shall be merged into Reed Brothers, Inc. in accordance with the statutory procedure set forth in Iowa Code Sections 496A.68 and 496A.71.

(b) Reed Brothers, Inc. shall be the surviving corporation and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Reed Brothers, Inc. shall continue unaffected and unimpaired by the merger. The Articles of Incorporation and the Bylaws of Reed Brothers, Inc. shall remain in effect unaltered as the Articles of Incorporation and the Bylaws of the surviving corporation.

(c) The corporate identity, existance, purposes, powers, franchises, rights, and immunities of Fred Reed, Inc. and Reed Soil Service, Ltd. shall be merged into Reed Brothers, Inc. and Reed Brothers, Inc. shall be fully vested therewith.

(d) The separate existence of Fred Reed, Inc. and Reed Soil Service, Ltd., except insofar as specifically otherwise provided by law, shall cease at the effective time, whereupon Fred Reed, Inc., Reed Soil Service, Ltd. and Reed Brothers, Inc. shall become a single corporation.

3. BASIS OF EXCHANGE. The manner and basis of converting the shares of Fred Reed, Inc. and Reed Soil Service, Ltd. into shares of Reed Brothers, Inc. shall be as follows:

(a) The outstanding shares of Reed Brothers, Inc. shall not be changed or converted as a result of the merger, and following the effective time all shares of Reed Brothers, Inc. heretofore authorized shall be authorized shares of the surviving corporation and all shares of Reed Brothers, Inc. then outstanding shall remain outstanding and shall be subject to all the provisions of this plan of merger.

(b) At the effective time, 17 shares of Fred Reed, Inc. being all of the outstanding stock of said corporation, shall be converted into 368 shares of Reed Brothers, Inc. and 205 shares of Reed Soil Service, Ltd., being all of the outstanding stock of the corporation, shall be converted into 22 shares of Reed Brothers, Inc.

4. SHAREHOLDER'S APPROVAL. Upon approving this plan of merger, the Board of Directors of Reed Brothers, Inc., Fred Reed, Inc. and Reed Soil Service, Ltd., respectively, shall by resolution, direct that this plan of merger be submitted to a vote at special meetings of shareholders of Fred Reed, Inc., Reed Soil Service, Ltd. and Reed Brothers, Inc., respectively, to be held on August 31, 1981.

5. EFFECTIVE TIME. This merger shall be effective on September 1, 1981.

Dated this 31st day of August, 1981.

REED BROTHERS, INC.

By _____
Fred Reed, Jr. President

By _____
Fred Reed, Jr. Secretary

FRED REED, INC.

By _____
Fred Reed, Jr. President

By _____
Fred Reed, Jr. Secretary

REED SOIL SERVICE, LTD.

By _____
Fred Reed, Jr. President

By _____
Fred Reed, Jr. Secretary

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STATE OF IOWA :
: ss
COUNTY OF MADISON :

On this 31st day of August, 1981, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Fred Reed, Jr., to me personally known, who, being by me duly sworn, did say that he is the President and Secretary of Reed Brothers, Inc., executing the within and foregoing instrument to which this is attached, that no seal has been procured by Reed Brothers, Inc.; that said instrument was signed on behalf of [redacted]orporation by authority of its Board of Directors; and that the said Fred Reed, Jr. as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by it and by him voluntarily executed.

CARRI WALKER Iowa NOTARIAL SEAL

Notary Public in and for the State of Iowa

STATE OF IOWA :
: ss
COUNTY OF MADISON :

On this 31st day of August, 1981, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Fred Reed, Jr. to me personally known, who, being by me duly sworn, did say that he is the President and Secretary, respectively, of Fred Reed, Inc. executing the within and foregoing instrument to which this is attached, that no seal has been procured by Fred Reed, Inc.; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Fred Reed, Jr. as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

CARRI WALKER Iowa NOTARIAL SEAL

Notary Public in and for the State of Iowa

STATE OF IOWA :
: ss
COUNTY OF MADISON :

On this 31st day of August, 1981, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Fred Reed, Jr., to me personally known, who, being by me duly sworn, did say that he is the President and Secretary, respectively, of Reed Soil Service, Ltd., executing the within and foregoing instrument to which this is attached, that no seal has been procured by Reed Soil Service, Ltd.; that said instrument was signed on behalf of said corporation by authority of its board of directors; and that the said Fred Reed, Jr. as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

TERR. IOWA NOTARIAL SEAL

Notary Public in and for the State of Iowa

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book W-38 Page 377 September 1 1981
Kind Perpetual Gen. No. 11674
Filed By Webster, Iowa, Clerk Walters Office Secretary of State, Iowa
Filing Fee 5.00 Recording Fee
Mary Jane Odell

377

eg, a Notary
Fred Reed,
that he
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tached,
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