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STATE of WASHINGTON SECRETARY of STATE

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I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF MERGER

of

TYSON ACQUISITION, INC.

a Washington Profit corporation,

was/were filed for record in this office on the date indicated below.

Merging ARCTIC ALASKA FISHERIES CORPORATION into TYSON ACQUISITION, INC.

Corporation Number: 601 390 974

Date: October 5, 1992

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

2-457625-8

ARTICLES OF MERGER  
TYSON ACQUISITION, INC.  
AND  
ARCTIC ALASKA FISHERIES CORPORATION

FILED  
STATE OF WASHINGTON

OCT 05 1992

RALPH MUNRO  
SECRETARY OF STATE

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Pursuant to the provisions of RCW 23B.11.050, the following Articles of Merger are executed for the purpose of merging Arctic Alaska Fisheries Corporation, a Washington corporation (the "Disappearing Corporation"), into Tyson Acquisition, Inc., a Washington corporation (the "Surviving Corporation").

1. The Plan of Merger approved by the shareholders of the Disappearing Corporation and by the sole shareholder of the Surviving Corporation is attached hereto as Exhibit A.

2. The Plan of Merger was duly approved by the sole shareholder of the Surviving Corporation and by the shareholders of the Disappearing Corporation pursuant to RCW 23B.11.030.

Dated: August 27, 1992.

TYSON ACQUISITION, INC.

By John H. Tyson  
John H. Tyson  
Its Vice President

OCT 05 1992

Exhibit RALPH MUNRO  
SECRETARY OF STATE

## PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is entered into as of August 27, 1992, between Arctic Alaska Fisheries Corporation, a Washington corporation ("Company" or the "Disappearing Corporation"), and Tyson Acquisition, Inc., a Washington corporation ("MergerCo"). Company and MergerCo are sometimes collectively referred to in this Plan as the "Constituent Corporations".

## RECITALS

A. Company is a corporation organized and existing under the laws of the State of Washington. The authorized capital stock of Company consists of 50,000,000 shares of Common Stock having a par value of \$.01 per share, of which 16,707,104 shares are duly issued and outstanding on the date hereof, and 10,000,000 shares of Preferred Stock having a par value of \$.01 per share, of which no shares are issued and outstanding on the date hereof.

B. MergerCo is a corporation organized and existing under the laws of the State of Washington. The authorized capital stock of MergerCo consists of 50,000 shares of Common Stock without par value, of which 100 shares are duly issued and outstanding on the date hereof.

C. Company and MergerCo have, together with Tyson Foods, Inc., a Delaware corporation ("Parent"), entered into a Plan of Reorganization and Merger dated June 15, 1992, as amended July 24, 1992 (the "Merger Agreement"), and have deemed it advisable and in the best interests of Company and MergerCo, respectively, and their respective shareholders, that Company be merged with and into MergerCo (the "Merger") as authorized by the laws of the State of Washington and pursuant to the terms and conditions of the Merger Agreement.

## PLAN

## 1. Merger; Effectiveness

Company shall be merged with and into MergerCo (hereinafter sometimes called the "Surviving Corporation") pursuant to the applicable provisions of the Washington Business Corporation Act, as amended, and in accordance with the terms and conditions of this Plan and the Merger Agreement. Upon the execution by the Surviving Corporation of Articles of Merger incorporating this Plan and the filing of such Articles

of Merger with the Secretary of State of the State of Washington, the Merger shall become effective at the close of business, Pacific Time, on October 5, 1992 (the "Effective Time of the Merger").

## **2. Articles of Incorporation**

The Articles of Incorporation of MergerCo shall, at the Effective Time of the Merger, be amended in their entirety to read as set forth on Exhibit A to this Plan, and such Articles of Incorporation shall be the Articles of Incorporation of the Surviving Corporation until the same shall be further altered, amended or repealed as therein provided.

## **3. Bylaws**

The Bylaws of MergerCo in effect at the Effective Time of the Merger shall, at the Effective Time of the Merger, become the Bylaws of the Surviving Corporation.

## **4. Directors and Officers**

The directors of the Surviving Corporation and the officers of the Disappearing Corporation in office at the Effective Time of the Merger shall, at the Effective Time of the Merger, become the directors and officers of the Surviving Corporation and shall hold such offices in accordance with and subject to the Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately after the Effective Time of the Merger.

## **5. Conversion of Shares**

At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder of any shares of stock of Company or of MergerCo:

(a) Subject to paragraph (c) below, each issued and outstanding share of capital stock of Company shall be converted into the right to receive a fractional share of the Class A Common Stock of Parent, par value \$.10 per share, computed by dividing \$10.52 by \$18.50 plus the payment of \$2.23 Dollars U.S. with cash paid in lieu of fractional shares, all as more specifically described in the Merger Agreement.

(b) There shall be no change in the issued and outstanding shares of capital stock of MergerCo and such shares shall be the issued and outstanding shares of capital stock of the Surviving Corporation.

(c) Any issued and outstanding shares of capital stock of Company held by persons who object to the Merger and comply

with all the provisions of the Washington Business Corporation Act as in effect at the Effective Time of the Merger concerning the right of holders of capital stock of Company to dissent from the Merger and demand payment of the fair value of their shares of capital stock of Company (the "Dissenting Shareholders") shall not be converted as described in paragraph (a) above but shall become the right to receive such consideration as may be determined to be due to such Dissenting Shareholder pursuant to Washington law; provided, however, that shares of capital stock of Company outstanding at the Effective Time of the Merger and held by a Dissenting Shareholder who shall, after the Effective Time of the Merger, withdraw his or her demand for payment or lose his or her right of demand for payment, as provided under Washington law, shall be deemed to be converted, as of the Effective Time of the Merger, into the right to receive a fractional share of the Class A Common Stock of Parent computed by dividing \$10.52 by \$18.50 plus the payment of \$2.23 Dollars U.S. with cash paid in lieu of fractional shares, all as more specifically described in the Merger Agreement.

#### 6. Rights, Duties, Powers, Liabilities, Etc.

At the Effective Time of the Merger, the separate existence of Company shall cease, and Company shall be merged in accordance with the provisions of this Plan and the Merger Agreement with and into the Surviving Corporation, which shall possess all the properties and assets, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, and shall be subject to all restrictions, disabilities, duties and liabilities of each of the Constituent Corporations; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or other property, or any interest therein, vested by deed or otherwise in either of the Constituent Corporations, shall be vested in the Surviving Corporation without reversion or impairment. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation, may be prosecuted to judgment or decree as if the Merger had not taken place, and the Surviving Corporation may be substituted in any such action or proceeding.

#### 7. Termination

This Plan may be terminated only to the extent permitted by Article VIII of the Merger Agreement at any time before the filing of Articles of Merger with the Secretary of State of the State of Washington (whether before or after approval by the shareholders of the Constituent Corporations, or either of

them) by resolution of the Board of Directors of both of the Constituent Corporations.

8. Amendment

This Plan may, to the extent permitted by law, be amended, supplemented or interpreted at any time by action taken by the Board of Directors of both of the Constituent Corporations; provided, however, that this Plan may not be amended or supplemented in any manner that would have a material adverse effect on the rights of shareholders of a Constituent Corporation after having been approved by such shareholders except by a vote or consent of shareholders in accordance with applicable law.

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this PLAN OF MERGER as of the date first set forth above.

ARCTIC ALASKA FISHERIES CORPORATION

By Francis L. Miller  
Francis L. Miller  
Its Chairman of the Board

TYSON ACQUISITION, INC.

By John H. Tyson  
John H. Tyson  
Its Vice President

**AMENDED ARTICLES OF INCORPORATION  
OF  
TYSON ACQUISITION, INC.**

Pursuant to RCW 23B.11.010, the following constitutes Articles of Incorporation, as amended in their entirety, of the undersigned, a Washington corporation.

**ARTICLE 1. NAME**

The name of this corporation is Arctic Alaska Fisheries Corporation.

**ARTICLE 2. DURATION**

This corporation has perpetual existence.

**ARTICLE 3. PURPOSE**

This corporation is organized for the purposes of transacting any and all lawful business for which corporation may be incorporated under Title 23B of the Revised Code of Washington, as amended.

**ARTICLE 4. REGISTERED OFFICE AND AGENT**

The address of the registered office of the corporation is Suite 200, Fisherman's Center, Fishermen's Terminal, Seattle, Washington 98119, and the name of the registered agent at such address is J. Brian Kelly.

**ARTICLE 5. CAPITAL STOCK**

The authorized capital stock of this corporation shall consist of 50,000 shares of common stock without par value.

**ARTICLE 6. PREEMPTIVE RIGHTS**

Shareholders of this corporation have no preemptive rights to acquire additional shares of stock or securities convertible into shares of stock issued by the corporation.

**ARTICLE 7. DIRECTORS**

The number of directors of this corporation shall be fixed in the manner specified by the bylaws of this corporation.

**ARTICLE 8. CUMULATIVE VOTING**

Shareholders of this corporation shall not have the right to cumulate votes in the election of directors.



## ARTICLE 9. LIMITATION OF DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation for or its shareholders for monetary damages for conduct as a director, except for:

- (a) Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director;
- (b) Conduct violating RCW 23B.08.310 (which involves certain distributions by the corporation);
- (c) Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

If the Washington Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Washington Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

## ARTICLE 10. INDEMNIFICATION OF DIRECTORS

10.1 The corporation shall indemnify its directors to the full extent permitted by the Washington Business Corporation Act now or hereafter in force. However, such indemnity shall not apply on account of:

- (a) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;
- (b) Conduct of the director finally adjudged to be in violation of RCW 23B.08.310; or
- (c) Any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

The corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

10.2 The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

10.3 No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

#### ARTICLE 11. FOREIGN OWNERSHIP

In accordance with the Shipping Act of 1916, as amended, the shipping laws of the United States, as partially revised, and regulations of the Coast Guard and Maritime Administration (collectively, the "Shipping Laws"), the Board of Directors may establish procedures and restrictions prohibiting or limiting the ownership, voting or transfer of any portion of its outstanding capital stock to the extent such ownership, voting or transfer would cause this corporation to violate or otherwise result in violation of any provision of the Shipping Laws including, but not limited to the following:

11.1 *Ownership and Voting Restrictions.* The Board of Directors may prohibit the record or beneficial ownership or voting control of this corporation's outstanding capital stock by or for the account of (i) non-United States citizens or their representatives, (ii) a foreign government or representative thereof, (iii) corporations whose president or other chief executive officer, or chairman of its board, is not a United States citizen, or whose noncitizen directors constitute a quorum or more of the board of directors, or of which more than 25% of its capital stock is owned of record or voted by non-United States citizens, (iv) an association, trust, joint venture or other entity whose members are not all United States citizens, or (v) a partnership whose general partners are not citizens of the United States or whose controlling interest is not owned by citizens of the United States, to the extent such voting or ownership would cause this corporation to violate or otherwise result in violation of any provision of the Shipping Laws.

11.2 *Transfer Restrictions.* The Board of Directors may prohibit any transfer of this corporation's stock if such transfer would cause this corporation's outstanding capital stock to be owned or voted by or for any person or entity designated in Section 11.1 and would cause this corporation to violate or otherwise result in violation of any provision of the Shipping Laws.

11.3 *Special Stock Certificates.* The Board of Directors may provide for the issuance of special stock certificates for all series of shares issued to non-United States citizens.

These Amended Articles of Incorporation are executed by said corporation by its duly authorized officer.

Dated: 8/27, 1992.

TYSON ACQUISITION, INC.

By: John H. Tyson  
Its: Vice-President

CONSENT TO SERVE AS REGISTERED AGENT

I, J. Brian Kelly, hereby consent to serve as registered agent in the State of Washington for Tyson Acquisition, Inc. I understand that as agent for the corporation, it will be my responsibility to accept Service of Process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Dated: April 1, 1992, 1992.

  
J. Brian Kelly

REGISTERED ADDRESS:

Suite 200, Fisherman's Center  
Fishermen's Terminal  
Seattle, Washington 98119

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RECORDED: 05/26/1998

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REEL: 1730 FRAME: 0770