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COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

DREXELL R. DAVIS
SECRETARY OF STATE

SECRETARY OF STATE (502) 564-3490
CORPORATE FILINGS (502) 564-2848
CORPORATION RECORDS (502) 564-7330

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

AUGUST 21, 1987

KIMBERLY GOOCH BRAM
SOUTHERN STATES COOPERATIVE INC.
6606 WEST BROAD ST.
P.O. BOX 26234
RICHMOND, VIRGINIA 32360

RE: SOUTHERN STATES FRANKLIN
PETROLEUM COOPERATIVE, INCORPORATED

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

- 1. () Articles of Amendment
- 2. () Restated Articles of Incorporation

3. (XXX) Articles of Merger SOUTHERN STATES FRANKLIN
PETROLEUM COOPERATIVE, INCORPORATED (QUAL.) INTO SOUTHERN STATES
SIMPSON COOPERATIVE - FRANKLIN SERVICE, INCORPORATED (NOT QUAL.)
WERE FILED IN KENTUCKY ON AUGUST 21, 1987.

- 4. () Other

If we may be of further assistance to you, please do not
hesitate to call us.

Sincerely yours,
Drexell R. Davis
Drexell R. Davis
Secretary of State

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS

SOUTHERN STATES FRANKLIN PETROLEUM COOPERATIVE, INCORPORATED
into
SOUTHERN STATES SIMPSON COOPERATIVE -
FRANKLIN SERVICE, INCORPORATED *NQ*

plat # 66903

Pursuant to the provisions of Section 13.1-339 of the Agricultural Cooperative Association Act and Section 13.1-720 of the Virginia Stock Corporation Act, the undersigned Virginia cooperative associations adopt the following Articles of Merger for the purpose of merging them into a single corporation:

ARTICLE ONE. The Agreement and Plan of Merger dated as of May 20, 1987 (the "Plan of Merger") by and among Southern States Simpson Cooperative, Incorporated ("Simpson"), Southern States Franklin Petroleum Cooperative, Incorporated ("Franklin"), and Southern States Simpson Cooperative - Franklin Service, Incorporated ("Franklin-Service"), a copy of which is attached hereto as Exhibit A and made a part hereof, providing for the **491320** merger of Franklin with and into Franklin-Service was duly approved by the undersigned cooperative associations in the manner prescribed by Section 13.1-339 of the Agricultural Cooperative Association Act.

ORIGINAL COPY FILED
SECRETARY OF STATE OF VIRGINIA
FRANKLIN, VIRGINIA

ARTICLE TWO. As to Franklin, the Plan of Merger was submitted to the stockholders of Franklin by the Board of Directors in accordance with the requirements of the Virginia Stock Corporation Act. Of the 2,547 stockholders holding voting common stock ("Members"), each of whom is entitled to one

200
D. J. Davis
SECRETARY OF STATE

AUG 21 1987

vote regardless of the number of shares held, 150 Members voted for the Plan of Merger which was sufficient for approval.

ARTICLE THREE. As to Franklin-Service, the Plan of Merger was adopted by the written consent of its sole stockholder, Simpson.

Dated: July 17, 1987

SOUTHERN STATES SIMPSON
COOPERATIVE, INCORPORATED

By: Robert Horner
President

and: Al Casaway Jr.
Secretary

SOUTHERN STATES FRANKLIN
PETROLEUM COOPERATIVE, INC.

By: K. R. Perry
President

and: Al Casaway Jr.
Secretary

SOUTHERN STATES SIMPSON
COOPERATIVE - FRANKLIN SERVICE,
INCORPORATED

By: [Signature]
President

and: Al Casaway Jr.
Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of May 28, 1987, by and among SOUTHERN STATES SIMPSON COOPERATIVE, INCORPORATED ("Simpson"), SOUTHERN STATES FRANKLIN PETROLEUM COOPERATIVE, INCORPORATED ("Franklin"), and SOUTHERN STATES SIMPSON COOPERATIVE - FRANKLIN SERVICE, INCORPORATED, a wholly-owned subsidiary of Simpson ("Simpson-Franklin Service"); said associations are each Virginia agricultural cooperative associations and shall herein be collectively referred to as the "Constituent Corporations".

W I T N E S S E T H:

The respective Boards of Directors of each of the Constituent Corporations deem it advisable and in the best interests of each of such association and the stockholder-members and patrons of Simpson and Franklin that the business and operations of Simpson and Franklin be combined through the merger of Franklin with and into Simpson-Franklin Service in the manner set forth in this Agreement. To that end, the Board of Directors of each of the Constituent Corporations has approved this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth in this Agreement, the Constituent Corporations agree as follows:

1. Effect of Merger. In accordance with the laws of the Commonwealth of Virginia, Franklin shall be merged with and into Simpson-Franklin Service, which shall be, and is herein sometimes referred to as, the "Surviving Corporation". The merger of Franklin and Simpson-Franklin Service (the "Merger") shall have the effect set forth in Section 13.1-721 of the Virginia Stock Corporation Act.

2. Effective Date. The Merger shall become effective upon the filing of executed Articles of Merger with the Virginia State Corporation Commission and the issuance of a Certificate of Merger by the Clerk of such Commission. The date when the Merger becomes effective shall be the "Effective Date" referred to in this Merger Agreement.

3. Basis of Exchange. The stockholder and patron interests of Franklin issued and outstanding on the Effective Date shall be exchanged for cash, converted into common stock of Simpson or assumed and honored by Simpson, as the case may be, in the following manner:

A. The stockholders of Franklin who are not eligible for membership in Simpson will receive a cash

payment in an amount equal to the par value (\$1.00) of each share of Franklin common stock they hold on the Effective Date.

B. The stockholders of Franklin who are eligible for membership in Simpson also will receive cash for their common stock of Franklin in an amount equal to the par value thereof, except that each such stockholder will receive one share of Simpson common stock, \$1.00 par value, in exchange for one share of Franklin common stock, and the remaining shares of Franklin common stock, if any, held by such Franklin stockholder will be exchanged for cash in the manner set forth above.

C. Simpson will honor and pay the patronage refund allocations and other patron interests of Franklin in accordance with their original terms, provided that such patronage refund allocations and other patron interests will be honored and paid pursuant to the policies of Simpson as such policies may be set and placed in effect by Simpson from time to time pursuant to its Bylaws; provided, further, that such patronage refund allocations and other patron interests will be treated in all respects as though they were issued by Simpson on the date they were in fact issued by Franklin and shall be treated on a parity with Simpson's outstanding patronage refund allocations and other patron interests.

D. Simpson will recognize and account for the interests of Franklin's members and patrons in and to Franklin's operating reserves, if any, that exist on the Effective Date and such members' and patrons' interests in such operating reserves, if any, shall at all times be readily ascertainable from the books of Simpson and shall be treated in the manner specified in the Bylaws of Simpson.

Until a stockholder of Franklin has surrendered his certificate or certificates evidencing his shares of Franklin (or provided indemnification satisfactory to Simpson in lieu thereof), Simpson shall not be obligated to issue a certificate for such shares or disburse any cash payment or pay any dividends of Simpson declared in respect to the shares of Simpson exchanged for Franklin membership common stock hereunder, and such stockholder shall not be entitled to vote. Upon the surrender of such certificates, Simpson shall tender the accumulated dividends, if any, and cash payment without interest, subject to the requirements of Section 4 hereof.

4. Unclaimed Property. Any money representing any cash payments due any stockholder of Franklin that remains unclaimed for

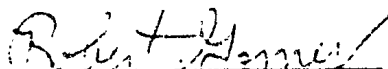
three (3) years after the Effective Date shall be brought back into the income of Simpson and handled, used, and governed under the Bylaws of Simpson covering net earnings, reserves and patronage refunds.

5. Articles of Incorporation and By-Laws. On the Effective Date, the Articles of Incorporation and By-Laws of Simpson-Franklin Service, as in effect immediately prior to the Effective Date, shall continue to be the Articles of Incorporation and By-Laws of the Surviving Corporation, until they shall thereafter be duly altered, amended, or repealed.

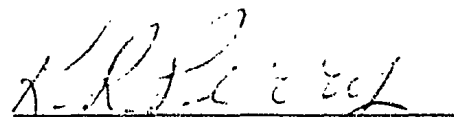
6. Termination. If for any reason the Merger shall not have been consummated on or before August 31, 1987, this Agreement shall terminate automatically as of that date unless such deadline is extended, in writing, prior to such date by mutual action of the Boards of Directors of Simpson and Franklin. Upon termination for any reason, this Agreement shall be void and of no further effect, and there shall be no liability by reason of this Agreement or the termination thereof on the part of either Simpson or Franklin, or any of their directors, officers, employees, agents or stockholders.

WITNESS, the following signatures and seals of the parties, each hereunto set by its duly authorized officer pursuant to a duly authorized resolution of their respective Boards of Directors.

SOUTHERN STATES SIMPSON
COOPERATIVE, INCORPORATED

By 
President

SOUTHERN STATES FRANKLIN
PETROLEUM COOPERATIVE,
INCORPORATED

By 
President

SOUTHERN STATES SIMPSON
COOPERATIVE - FRANKLIN
SERVICE, INCORPORATED

By 
President

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, July 20, 1987

The accompanying articles having been delivered to the State Corporation Commission on behalf of

SOUTHERN STATES FRANKLIN PETROLEUM COOPERATIVE, INCORPORATED

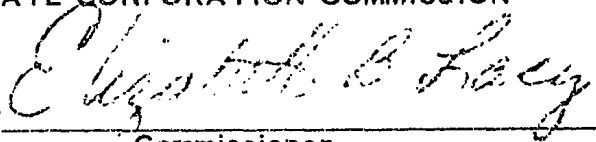
and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF MERGER

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that SOUTHERN STATES FRANKLIN PETROLEUM COOPERATIVE, INCORPORATED be merged into SOUTHERN STATES SIMPSON COOPERATIVE-FRANKLIN SERVICE, INCORPORATED the surviving corporation, which shall continue to be a corporation existing under the laws of the State of Virginia with the corporate name SOUTHERN STATES SIMPSON COOPERATIVE-FRANKLIN SERVICE, INCORPORATED and that the separate existence of the corporations parties to the plan of merger, except the surviving corporation, shall cease, effective July 20, 1987 .

STATE CORPORATION COMMISSION

BY



Commissioner

Commonwealth of Virginia



State Corporation Commission

I, George M. Bryant, Jr., Clerk of the State Corporation Commission, do hereby certify that

the foregoing is a true copy of the CERTIFICATE OF MERGER of SOUTHERN STATES SIMPSON COOPERATIVE-FRANKLIN SERVICE, INCORPORATED issued July 20, 1987 .

Nothing more is hereby certified.

In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond, this 29th day of July A. D. 19 87



George M. Bryant, Jr.
Clerk of the Commission