

**FILED EFFECTIVE**

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SECRETARY OF STATE  
STATE OF IDAHO

**Articles of Incorporation  
of  
Rocky Mountain Natural Cattle Company**

The undersigned, acting as Incorporator of a Corporation under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I.**

**Name**

The name of the Corporation is **ROCKY MOUNTAIN NATURAL CATTLE COMPANY.**

**ARTICLE II.**

**Purpose**

This corporation is organized for the following purposes:

2.1 To market and sell natural meat products directly to consumers through independent distributors;

2.2 To apply for, borrow and receive from all available financial sources of whatever nature, funds necessary for the conduct of a business operation; and

2.3 To engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Act, or any amendment thereto or substitute therefor, and to engage in any and all such activities as are incidental or conducive to the attainment of the foregoing purpose or purposes.

**ARTICLE III.**

**Duration**

This Corporation shall have perpetual existence.

**ARTICLE IV.**

**Shares**

The total authorized stock of the Corporation is 500,000 shares of common stock, with a par value of \$1.00 per share.

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**ARTICLE V.****No Preemptive Rights**

Shareholders of this Corporation shall have no preemptive rights to acquire additional shares issued by this Corporation.

**ARTICLE VI.****Registered Office**

The address of the initial registered office of the Corporation is 212 South Florence Street, Grangeville, Idaho 83530. The initial registered agent at that address is Bradley G. Frei.

**ARTICLE VII.****Cumulative Voting**

The right to cumulate votes in the election of Directors shall not exist with respect to shares of stock of this Corporation.

**ARTICLE VIII.****Directors**

The number of Directors of this Corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein. The initial Board of Directors shall consist of two (2) Directors, and the names and addresses of the persons who shall serve as Directors until the first Annual Meeting of Shareholders, or until their successors can be elected and qualified, are:

Bradley G. Frei  
212 South Florence Street  
Grangeville, ID 83530

Gerald L. Frei  
342 Lukes Gulch Road  
Grangeville, ID 83530

**ARTICLE IX.****Bylaws**

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of this Corporation, subject to the power of the shareholders to amend or repeal such Bylaws. The shareholders shall also have the power to amend or repeal the Bylaws of this Corporation and to adopt new Bylaws.

## ARTICLE X.

### Amendments to Articles of Incorporation

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the shareholders of this Corporation are granted subject to this reservation.

## ARTICLE XI.

### Indemnification and Limitation of Liability

11.1 Indemnification of Directors, Officers, Employees and Agents. The capitalized terms in this Section 11.1 shall have the meanings set forth in Idaho Code § 30-1-850.

(a) This Corporation shall indemnify and hold harmless each individual who is or was serving as a Director or officer of this Corporation or who, while serving as a Director or officer of this Corporation, is or was serving at the request of this Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any and all Liability incurred with respect to any Proceeding to which the individual is or is threatened to be made a Party because of such service, and shall make advances of reasonable Expenses with respect to such Proceeding, to the fullest extent permitted by law, without regard to the limitations in Idaho Code § 30-1-851 through 30-1-855; provided that no such indemnity shall indemnify any Director or officer from or on account of: (i) acts or omissions of the Director or officer finally adjudged to be intentional misconduct or a knowing violation of law; (ii) conduct of the Director or officer finally adjudged to be in violation of the Act; or (iii) any transaction with respect to which it was finally adjudged that such Director or officer personally received a benefit in money, property, or services to which the Director or officer was not legally entitled.

(b) This Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of this Corporation or, who, while a director, officer, employee, or agent of this Corporation, is or was serving at the request of this Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against Liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not this Corporation would have power to indemnify the individual against such Liability under Idaho Code §§ 30-1-851 or 30-1-852.

(c) If, after the effective date of this Section 11.1, the Act is amended to authorize further indemnification of Directors or officers, then Directors and officers of this Corporation shall be indemnified to the fullest extent permitted by the Act.

(d) To the extent permitted by law, the rights to indemnification and advance of reasonable Expenses conferred in this Section 11.1 shall not be exclusive of any other right which any individual may have or hereafter acquire under any statute, provision of the Bylaws, agreement, vote of shareholders or disinterested directors, or otherwise. The right to indemnification conferred in this Section 11.1 shall be a contract right upon which each Director or officer shall be presumed to have relied in determining to serve or to continue to serve as such. Any amendment to or repeal of this Section 11.1 shall not adversely affect any right or protection of a Director or officer of this Corporation for or with respect to any acts or omissions of such Director or officer occurring prior to such amendment or repeal.

(e) If any provision of this Section 11.1, or any application thereof, shall be invalid, unenforceable, or contrary to applicable law, the remainder of this Section 11.1, and the application of such provisions to individuals or circumstances other than those as to which it is held invalid, unenforceable, or contrary to applicable law, shall not be affected thereby.

**11.2 Limitation of Directors' Liability.** To the fullest extent permitted by the Act, as it exists on the date hereof or may hereafter be amended, a director of this Corporation shall not be personally liable to this Corporation or its shareholders for monetary damages for conduct as a director. Any amendment to or repeal of this Section 11.2 shall not adversely affect a director of this Corporation with respect to any conduct of such director occurring prior to such amendment or repeal.

#### ARTICLE VII.

##### Incorporator

The name and business address of the Incorporator is as follows:

Name

Address

Bradley G. Frei

212 South Florence Street  
Grangeville, ID 83530

IN WITNESS WHEREOF, the undersigned Incorporator of the above-named Corporation has hereunto signed these Articles of Incorporation on this 9<sup>th</sup> day of May, 2006.

  
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Bradley G. Frei