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**CERTIFICATE OF INCORPORATION
OF**

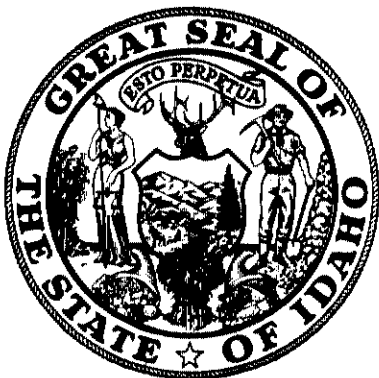
S.M.H. MANAGEMENT SERVICE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated:

February 25, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

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OF

S.M.H. MANAGEMENT SERVICE, INC.

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The undersigned natural person, the age of eighteen years or older, is the incorporator of the corporation hereby organized and incorporated under the Business Corporation Law of the State Idaho, and certify that:

ARTICLE I

Name

The name of the corporation is S.M.H. MANAGEMENT SERVICE, INC..

ARTICLE II

Period of Duration

The duration of this corporation is to be perpetual.

ARTICLE III

The purpose for which the corporation is formed are these:

A. The corporation is hereby organized and chartered solely for the purpose of performing the functions and conducting the activities contemplated under the Small Business Act of 1958, as amended, and it shall have all powers and responsibilities conferred or imposed by the Small Business Investment Act of 1958, as amended, (hereinafter the Act) and regulations issued thereunder; and,

B. To engage in the business as a management agent for others in furnishing the labor for picking, and assorting, boxing, packing, loading freight cars and motor transports for shipping to markets, all kinds of agricultural, vegetable, farm, and garden products, and to carry on all other business incident thereto or connected therewith: and to do a general commission business in any or all of the foregoing purpose.

C. (1) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrantees, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of

interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, privileges, and immunities of individual owners or holders thereof.

(2) To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

(3) To promote or aid in any manner, financial or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

(4) To let concessions to others do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

(5) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly to improve the interests of this corporation, and to do all things specified in the Act, and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the law pursuant to which and under which this corporation is formed, as such laws as are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term of provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 4624 East 267 North, Rigby, Idaho 83442. The name of the initial registered agent of this corporation at that address is Sheldon M. Harris.

ARTICLE V

Stock Clauses

The aggregate number of shares which this corporation shall have authority to issue is 500 shares of Common Stock with no par value. The corporation shall not have authority to issue shares in series.

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferrable only to natural persons who are nonresident aliens.

ARTICLE VI

Provisions for Regulation of the Corporation's Internal Affairs.

Section 1. Meeting of Shareholders and Directors. Meetings of the shareholders and directors of this corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

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Section 2. **Bylaws.** The initial bylaws of this corporation shall be adopted by its Board of Directors. The power to amend or repeal the bylaws or to adopt new bylaws shall be in the shareholders, but the affirmative vote of the holders of three-fourths of the shares outstanding shall be necessary to exercise that power. The bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Act and these Articles of Incorporation.

Section 3. **Contracts in which Directors Have Interest.** No contract or other transaction of this corporation or no contractor other transaction in which this corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is a director or officer in another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this corporation for the benefit of himself or any firm, or corporation in which he may be interested.

Section 4. **Compensation of Directors.** The Board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as directors and to

fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

ARTICLE VII

Information on Directors

The initial Board of Directors shall consist of three (3) members. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are as follows:

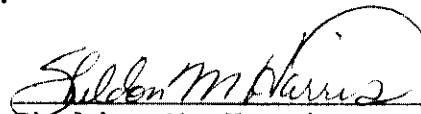
Sheldon M. Harris	4624 East 267 North Rigby, Idaho 83442
Sharla S. Harris	4624 East 267 North Rigby, Idaho 83442
Curtis Biggs	14152 E. 7500 N. Idaho Falls, ID 83401

ARTICLE VIII

The name and address of the incorporator of this corporation is as follows:

Sheldon M. Harris	4624 East 267 North Rigby, Idaho 83442
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IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, execute these Articles of Incorporation and certify to the truth of the facts within stated, this 12th day of February, 1991.


Sheldon M. Harris