

CERTIFICATE OF INCORPORATION  
OF

MODERN MILLS ROCKFORD, INC.

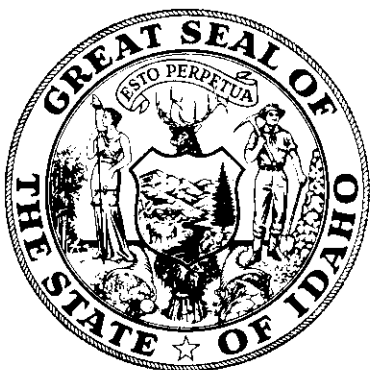
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

MODERN MILLS ROCKFORD, INC.

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: March 2, 1981.



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE  
MODERN MILLS ROCKFORD, INC. SECRETARY OF STATE

We, the undersigned, all being persons of legal age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation as follows:

I.

The Name of said Corporation is: MODERN MILLS ROCKFORD, INC.

II.

The purposes of the Corporation are:

1. To conduct, carry on and engage in the business of buying, selling, marketing, milling, and distributing, at retail and wholesale, commercial grains, feed grains, and supplements, and items of all types relating thereto, including sale, marketing, transportation, hauling, transporting, demonstrating, distribution and promotion of all related business activities and to render all kinds and types of services related and incidental thereto.
2. To act as agent for any manufacturer or distributor of all kinds of personal property covered by or enumerated in these Articles, and to enter into contracts of all kinds and types with any such manufacturers, developers, or distributors relative to such agency or agencies.
3. To buy, exchange, lease or otherwise acquire real estate or personal property or any interest or right therein, and to hold, own, or operate, control, maintain, manage and develop them and to construct, maintain, manage, alter and control directly or through ownership of stock in any other corporation, any and all kinds of buildings, stores, offices, warehouses and any and all other structures and erections which may at any time be necessary or useful for the purpose of this Corporation.
4. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state or government, or colony or dependency thereof.
5. To have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories, or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

6. To apply for, purchase or acquire by assignment, transfer or otherwise and to exercise, carry out, and enjoy any license, power, authority, franchise, concession, right, or privilege which any government or authority or other public body or any person, association, partnership, or corporation may be empowered to enact, make or grant and to appropriate any of the corporation's stock, bonds and assets to defray the necessary costs, charges and expenses thereof.

7. To acquire, hold, use, sell, assign, lease grant licenses with respect to, mortgage or otherwise dispose of letters patent of the United States, patent rights, licenses, franchises, and privileges, inventions, improvements and processes, copyrights, trade-marks and trade-names, relating to or useful in connection with the purposes of this Corporation.

8. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates with respect to the shares of capital stock, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality, or other political subdivision, or by any government agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership.

9. To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly and shall not be entitled to receive dividends.

10. To acquire, and to make payments therefore, in cash or the stock or bonds of the Corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of, any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenience for the conduct and management thereof.

11. To borrow or raise money for any of the purposes of the Corporation, without limit as to amount, and in connection therewith to grant collateral or other security either alone or jointly with any other person, firm or corporation and to make, execute, draw, accept, endorse, discount, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other evidences of indebtedness, negotiable or non-negotiable, transferrable or non-transferrable, and to convey upon the holders of any of its obligations such powers, rights and privileges as from time to time may be deemed advisable by the board of directors, to the extent permitted under the laws of the State of Idaho; to lend and advance money, extend credit, take notes, open accounts and every kind and nature of evidence of indebtedness and collateral security in connection therewith.

12. To have, exercise and enjoy all powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter 1, Title 30, Idaho Code, and present and/or future amendments thereto, and to do any act or other thing necessary or convenience for the transactions of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purposes.

13. To exercise and perform any and all of the hereinabove mentioned and described powers, both within and without the State of Idaho.

III.

The duration of said Corporation shall be perpetual.

IV.

The location and post office address of the registered offices of said Corporation shall be Route 5, Box 189, Blackfoot, Bingham County, Idaho. The name and address of the Corporation's initial registered agent is Elwyn W. Murdock of Route 5, Box 189, Blackfoot, Bingham County, Idaho.

V.

The shares of stock of said Corporation shall all be common stock. The shares of stock of said Corporation shall be 20,000 in number of the par value of \$1.00 each. Said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

VI.

The name and post office address of the incorporator of said Corporation and the number of shares therein subscribed by the incorporator is as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. Shares</u>
T. Layne Van Orden	Box 103, Moreland, Idaho	1,000

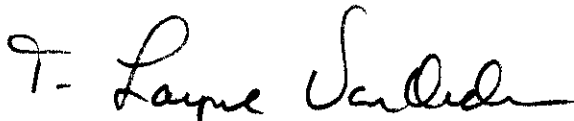
VII.

The names and addresses of the initial board of directors are:

Elwyn W. Murdock	Route 5, Box 230	Blackfoot, Idaho
Arnold J. Dance	Route 5, Box 74	Blackfoot, Idaho
Lonny C. Van Orden	Route 5, Box 75	Blackfoot, Idaho

Richard Watt	Route 1, Box 89A	Pingree, Idaho
Dan Polatis	Route 5, Box 317	Blackfoot, Idaho
T. Layne Van Orden	Box 103	Moreland, Idaho

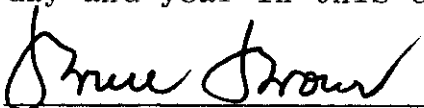
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of February, 1981.

  
 T. Layne Van Orden

STATE OF IDAHO       )  
                               ) ss.  
 County of Bannock )

ON THIS 1st day of February, 1981, before me the undersigned, a Notary Public in and for said State, personally appeared T. LAYNE VAN ORDEN, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
 Notary Public for Idaho  
 Residing at Pocatello, Idaho

(SEAL)

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SECRETARY OF STATE

February 25, 1981

Secretary of State  
State of Idaho  
Boise, Idaho 83720

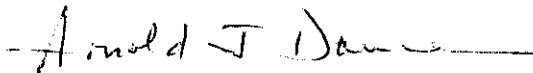
We, the undersigned, being the officers of Modern Mills, Inc., do hereby consent to allow Modern Mills Rockford, Inc. to use the corporate name chosen of Modern Mills Rockford, Inc.

Enclosed is a copy of the liquidation proceedings of Modern Mills, Inc.

Sincerely,



Elwin W. Murdock  
President, Modern Mills, Inc.



Arnold J. Dance  
Secretary, Modern Mills, Inc.