

91438



**CERTIFICATE OF INCORPORATION  
OF**

**SDM, 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 08, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Elizabeth M. Zabel*

ARTICLES OF INCORPORATION  
OF  
SDM, INC.

RECEIVED  
SEC. OF STATE

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The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

SDM, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of non-assessable, common stock having no par value.

FIFTH: Provisions denying preemptive rights are:  
None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 999 Main Street, Suite 1300, Boise, Idaho 83707, and the name of its initial registered agent at such address is Ronald N. Graves.

EIGHTH: The number of Directors constituting the initial Board of Directors of the corporation is one and the names

and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successor is elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Gordon C. Smith	P.O. Box 27, Boise, Idaho 83707

NINTH: The name and address of the incorporator is:

Simplot International, Inc.  
P.O. Box 27  
Boise, Idaho 83707

DATED: February 6, 1990.

SIMPLOT INTERNATIONAL, INC.

ATTEST:

By Gordon C. Smith  
Its: Vice-President


Russell L. Howe  
Secretary

INCORPORATOR

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STATE OF IDAHO           )  
                              ) ss.  
County of Ada            )

I, KELLINE EASON, a Notary Public, do hereby certify that on this 7th day of February, 1990, personally appeared before me GORDON C. SMITH and RONALD N. GRAVES, the Vice-President and Secretary, respectively, of SIMPLOT INTERNATIONAL, INC., who being first duly sworn, declared that they were the persons who signed the foregoing document on behalf of said corporation, as incorporators, and that the statements therein contained are true.

  
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NOTARY PUBLIC FOR IDAHO  
Residing at Boise, Idaho

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