

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

MAGIC VALLEY AGRICULTURAL INSTITUTE, INC.

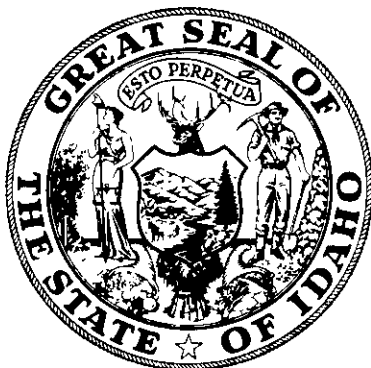
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MAGIC VALLEY AGRICULTURAL INSTITUTE, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 October 18, 1985, 19 ____.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

MAGIC VALLEY AGRICULTURAL INSTITUTE, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is MAGIC VALLEY AGRICULTURAL INSTITUTE, INC.

SECOND: This corporation is a nonprofit corporation.

THIRD: The period of its duration is perpetual.

FOURTH: The purposes for which the corporation is organized and operated are exclusively for the enhancement of the agricultural industry in the Magic Valley, Idaho, and no part of the earnings of which inures to the benefit of any private member or individual, and no substantial part of the activities of which it is carrying on shall be propaganda, or otherwise attempting to influence legislation, (except as otherwise provided in 26 USCS §501 (h)), and which does not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

FIFTH: The corporation shall have one class of members and the corporation may issue certificates, cards, or other instruments evidencing membership rights, voting rights, or ownership rights as may be authorized by the Board of Directors. The manner of becoming a member and the qualifications and rights of the members shall be set forth in the By-laws.

SIXTH: Assessments may be levied upon all members. The Board of Directors is authorized to fix the amount thereof from time to time, and make them payable at such times or intervals, and upon such notice, and by such methods as the directors may prescribe. Assessments may be made enforceable by the forfeiture of membership upon notice given in writing twenty (20) days before commencement of such forfeiture.

SEVENTH: The address of the initial registered office of the corporation is 315 Falls Avenue, Twin Falls, Idaho, and the name of its initial registered agent at such address is MICHAEL GLENN.

EIGHTH: The number of directors constituting the initial Board of Directors of the Corporation is five (5) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and shall qualify are:

<u>NAMES</u>	<u>ADDRESSES</u>
Curtis H. Eaton	2155 Hillcrest Drive Twin Falls, Idaho 83301
Marcus B. Peperzak	Skyline Drive Twin Falls, Idaho 83301
Clyde N. Carlson	244 Larkspur Drive Twin Falls, Idaho 83301
C.L. Fisher	Route #1, P.O. Box 235 Kimberly, Idaho 83341
Mike Glenn	277 University Avenue Twin Falls, Idaho 83301

The number of directors constituting the Board of Directors is subject to change in number by an amendment to the By-Laws of the corporation.

NINTH: The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall be elected by a majority vote of the existing Board of Directors who vote at each annual meeting, or a special meeting called for that purpose.

TENTH: When the Board of Directors shall consist of nine (9) or more members, in lieu of electing the whole number of directors annually, upon the vote of a majority of the Board of Directors, the directors shall be divided into either two (2) or three (3) classes, each class to be as nearly equal in number as possible, the term of office of directors of the first class to expire at the first annual meeting of the board after their election, that of the second class to expire at the second annual meeting after their election, and that of the third class, if any, to expire at the third annual meeting after their election. At each annual meeting after such classification the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the second succeeding annual meeting, if there be two (2) classes, or until the third succeeding annual meeting, if there be three (3) classes. No classification of directors shall be effective prior to the first annual meeting of members.

ELEVENTH: Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization

exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

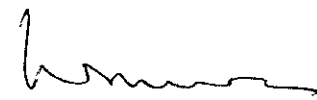
TWELFTH: Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

THIRTEENTH: The name and address of the incorporations are:

<u>NAMES</u>	<u>ADDRESSES</u>
Curtis H. Eaton	2155 Hillcrest Drive Twin Falls, Idaho 83301
Marcus B. Peperzak	Skyline Drive Twin Falls, Idaho 83301
Clyde N. Carlson	244 Larkspur Drive Twin Falls, Idaho 83301
C.L. Fisher	Route #1, P.O. Box 235 Kimberly, Idaho 83341
Mike Glenn	277 University Avenue Twin Falls, Idaho 83301


DATED this 17th day of September, 1985.


Curtis H. Eaton


Marcus B. Peperzak


Clyde N. Carlson

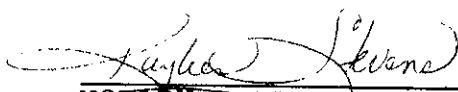

C.L. Fisher


Mike Glenn

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 5th day of September, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared Curtis H. Eaton, known to me to be the person whose name is subscribed to the 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
Residence: Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 5th day of September, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared Marcus B. Peperzak, known to me to be the person whose name is subscribed to the 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.

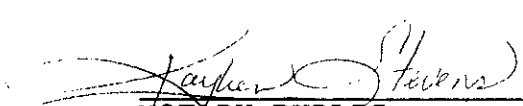


NOTARY PUBLIC
Residence: Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 5th day of September, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared Clyde N. Carlson, known to me to be the person whose name is subscribed to the 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.

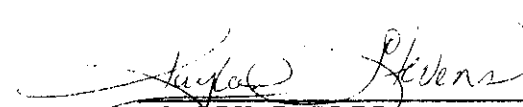

NOTARY PUBLIC

Residence: Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 3rd day of September, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared C. L. Fisher, known to me to be the person whose name is subscribed to the 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.

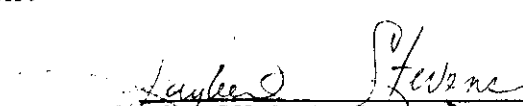

NOTARY PUBLIC

Residence: Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 17th day of September, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared Mike Glenn, known to me to be the person whose name is subscribed to the 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

Residence: Twin Falls, Idaho