

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

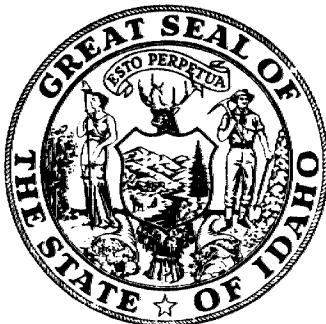
C & D FARMS, INC.

File number C 108427

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: November 30, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Subel*

34711300
SEC. OF STATE

ARTICLES OF INCORPORATION

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OF

C & D FARMS, INC.

The undersigned natural persons, being more than eighteen years of age, hereby establish a corporation pursuant to the Statutes of Idaho and adopt the following Articles of Incorporation.

ARTICLE I

Name. The name of this Corporation is: **C & D FARMS, INC.**

Period of Duration. The Corporation shall have perpetual existence.

ARTICLE II

Purposes. The purposes for which the Corporation is organized are as follows:

Farming, Storage, Custom work and all other legal purposes for which a corporation may be formed.

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Statutes of Idaho.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is as follows: 1000 shares with a par value of \$1.00 per share.

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ARTICLE IV

Preemptive Rights. Shareholders shall have preemptive rights in any unissued stock. In addition, shareholders shall have the right of first refusal in the transfer of any issued corporate stock, which right may be more particularly specified, but not eliminated, by the By-Laws of the corporation.

ARTICLE V

Cumulative Voting. Cumulative voting shall be allowed in the election of directors.

ARTICLE VI

Provisions for Regulation of Internal Affairs

Section 1. Meetings of Stockholders. Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws.

Section 2. Meetings of Directors. The meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested solely in the Board of Directors. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the law or

the Articles of Incorporation.

Section 4. Amendments of Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter, or repeal, or to add any provisions of its Articles of Incorporation in the manner prescribed by the laws of Idaho.

ARTICLE VII

Initial Registered Office and Agent

Section 1. Registered Office. The address of the initial registered office of the Corporation shall be 790 River Bend Lane, Weiser, Idaho 83672.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation at such address shall be Craig N. Butler and Dixie A. Butler.

ARTICLE VIII

Directors

Section 1. Number of Directors. The business and affairs of the Corporation shall be managed by a Board of Directors, which shall exercise all the powers of the Corporation except as otherwise provided in the Idaho Corporation Code. The number of directors of the Corporation shall not be less than one (1), nor more than five (5), and the exact number shall be fixed by the By-Laws of the Corporation. In the absence of a By-Law the number of directors shall be three (3). The number of directors may be increased or decreased from time to time by amendment of

the Code of By-Laws, but no decrease shall have the effect of shortening the term of any incumbent directors.


Section 2. Names and Addresses. The names and addresses of the incorporators and initial directors of the Corporation are as follows:

Craig N. Butler, President
790 River Bend Lane
Weiser, ID 83672

Dixie A. Butler, Vice-President/Secretary
790 River Bend Lane
Weiser, ID 83672

IN WITNESS WHEREOF, the undersigned, being the incorporators designated in Article VIII of the foregoing Articles of Incorporation, have executed said Articles of Incorporation as of the 28 day of November, 1994.


Craig N. Butler, President


Dixie A. Butler, Vice-President/
Secretary
Vice-President/Secretary