

# State of Idaho

## Department of State

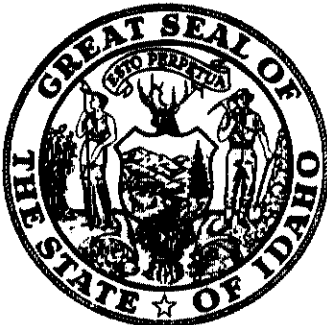
### CERTIFICATE OF INCORPORATION OF

TRI-AG MANUFACTURING, 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: April 18, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Beckus*

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IDAHO SECRETARY OF STATE

ARTICLES OF INCORPORATION  
FOR  
TRI-AG MANUFACTURING, INC.

RECEIVED  
SEC. OF STATE

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

ARTICLE I.

Name

The name of the corporation is TRI-AG MANUFACTURING, INC.

ARTICLE II.

Duration

The period of duration of this corporation is perpetual.

ARTICLE III.

Purposes

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

ARTICLE IV.

The total authorized capital stock of the corporation shall be divided into 10,000 shares of no par value stock and all such capital stock shall be common shares.

ARTICLE V.

Preemptive Rights

The shareholders of this corporation shall have the first right to purchase unissued or treasury shares in proportion to their share ownership. This preemptive right shall apply to

shares issued to directors, officers or employees unless the issuance is pursuant to an employment plan authorized by a vote of seventy-five percent (75%) of the shares entitled to vote thereon. Likewise, this preemptive right shall apply to shares to be issued for consideration other than cash.

## ARTICLE VI.

### Special Provisions for Regulation of Corporate Affairs

The statutory provisions for regulation of the corporation's internal affairs are modified in the following regards:

A. The initial By-laws of the corporation adopted by the directors of the corporation can be later amended only by the affirmative vote of the holders of sixty-six and two-thirds percent (66 $\frac{2}{3}$ %) of the total shares of the corporation.

B. The Articles of Incorporation can be amended only upon the affirmative vote of the holders of sixty-six and two-thirds percent (66 $\frac{2}{3}$ %) of the total shares of the corporation.

C. In all cases where a quorum of shareholders is required by statute or By-law, the holders of fifty-one percent (51%) of the total shares of the corporation must be present to constitute a quorum.

## ARTICLE VII.

### Initial Registered Office and Agent

The initial registered office of the corporation is: 501 Park Avenue, Idaho Falls, Idaho 83402. The name of the initial registered agent at that office is Gregory P. Meacham.

ARTICLE VIII.

Board of Directors

The following named directors shall constitute the original Board of Directors of the Corporation, and shall serve as directors until the first annual meeting of the shareholders of until their successors are elected and shall qualify:

| <u>Name</u>         | <u>Address</u>                     |
|---------------------|------------------------------------|
| Michael F. Kechter  | P. O. Box 27, Rupert, ID 83350     |
| Robert G. Murdock   | P. O. Box 27, Rupert, ID 83350     |
| Richard M. Rubottom | P. O. Box 905, Blackfoot, ID 83221 |
| Russell H. Stewart  | P. O. Box 905, Blackfoot, ID 83221 |

ARTICLE IX.

Incorporators

The names and addresses of the incorporators are:

| <u>Name</u>        | <u>Address</u>                 |
|--------------------|--------------------------------|
| Michael F. Kechter | P. O. Box 27, Rupert, ID 83350 |

IN WITNESS WHEREOF we have hereunto set out hands this 13<sup>th</sup> day of April, 1994.

  
Michael F. Kechter

  
Robert G. Murdock


  
Richard M. Rubottom

STATE OF IDAHO            )  
                                      : ss.  
County of Bonneville        )

On this 15 day of April, 1994, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Michael F. Kechter, Robert G. Murdock, and Richard M. Rubottom, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they 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.

(SEAL)

  
Notary Public for the State of Idaho  
Residing at: Idaho Falls  
My Commission Expires: 2-24-99