

**FILED/EFFECTIVE**

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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

RED EYE FARMS, INC.

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

ARTICLE I

NAME

The name of this corporation shall be Red Eye Farms, Inc.

ARTICLE II

PURPOSE

The purpose(s) for which this corporation is organized are:

(1) To own, operate, and manage farming and ranching real property with the right to buy, sell, mortgage, lease and/or otherwise transfer all or partial interest in the same.

(2) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as 1633 North 1950 East, Terreton, Idaho 83450. The name of the registered agent is Jay C. Hoggan, at that address.

IDAHO SECRETARY OF STATE

12/19/2000 09:00  
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#### ARTICLE IV

##### EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE V

##### CAPITAL

The capital shall be evidenced by 10,000 shares having no par value. This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code.

Such stock is, and shall remain, nonassessable.

#### ARTICLE VI

##### NO LIABILITY

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

#### ARTICLE VII

##### AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

#### ARTICLE VIII

##### CAPITAL STOCK

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of said persons as follows, to wit:

NAME	ADDRESS	AMOUNT OF STOCK SUBSCRIBED
Jay C. Hoggan	1633 North 1950 East Terreton, ID 83450	1

#### ARTICLE IX

#### NAME AND ADDRESS OF INITIAL BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Jay C. Hoggan	1633 North 1950 East Terreton, ID 83450
Shelley Hoggan	1633 North 1950 East Terreton, ID 83450

#### ARTICLE X

#### NAME AND ADDRESS OF INCORPORATOR

Jay C. Hoggan	1633 North 1950 East Terreton, ID 83450
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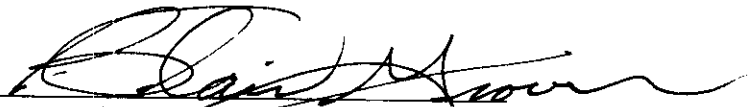
IN WITNESS WHEREOF, We have hereunto set our hands and seals in duplicate originals  
this 13 day of December, 2000.

  
 JAY C. HOGGAN

STATE OF IDAHO                    )  
  ) ss  
County of Jefferson                )

I, Blair Grover, a notary public, do hereby certify that on this 13<sup>th</sup>  
day of December, 2000, personally appeared before me JAY C. HOGGAN who, being by me first  
duly sworn, declared that he is the Incorporator of RED  
EYE FARMS, INC., that he signed the foregoing document as Incorporator of the corporation, and  
that the statements therein contained are true.

(Seal)

  
Notary Public for Idaho  
Residing at: Rigby, Idaho  
My Commission Expires: 10/24/2003