

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

FAULKNER FARMS, INC.

File number C 115862

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: July 25, 1996



Pete T. Cenarrusa
SECRETARY OF STATE
By 

JUL 25 9 09 AM '96

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

1. The name of the corporation is: FAULKNER FARMS, INC.
2. The period of its duration is perpetual.
3. Its purpose is to transact all business not forbidden by law.
4. It shall have authority to issue one hundred (100) shares, all of one class, without par value.
5. The address of its initial registered office is: 1989 South 1875 East, Gooding, Idaho, 83330. The name of its initial registered agent at such address is: Michael Ralph Faulkner
6. No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors of or officers of, such other corporation and director individually, or any firm of which a director may be a member, may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm as is so interested shall be disclosed or shall have been known to the Board of Directors; and, any director of the corporation who is also a director of or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors

ARTICLES OF INCORPORATION -1-

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of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

7. The number of directors constituting its initial Board of Directors is two (2), whose names and addresses are:

Michael Ralph Faulkner
1989 S 1875 East
Gooding, Idaho 83330

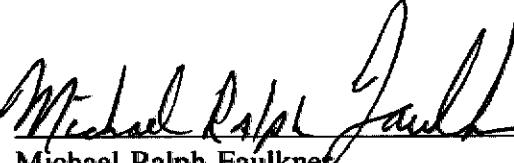
Jack Faulkner
808 8th Avenue East
Gooding, Idaho 83330

8. The name and address of each incorporator is:

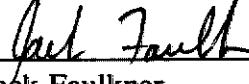
Michael Ralph Faulkner
1989 S 1875 East
Gooding, Idaho 83330

Jack Faulkner
808 8th Avenue East
Gooding, Idaho 83330

DATED this 28th day of June, 1996.



Michael Ralph Faulkner



Jack Faulkner

MINUTES OF FIRST MEETING OF
SHAREHOLDERS
OF
FAULKNER FARMS, INC.

Jul 25 9 09 AM '96
SECRETARY OF STATE
STATE OF IDAHO

The first meeting of the shareholder was held at 1989 South 1875 East, Gooding, Idaho, on the
28th day of June, 1996, at 2, P. M.

The following shareholders were present:

Michael Ralph Faulkner
Jack Faulkner

being a quorum.

The president of the corporation presided as chairperson of the meeting with the secretary recording the minutes.

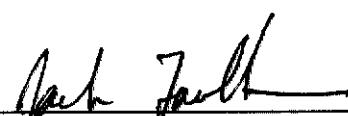
The president reported on the organizational meeting of the corporation. The president reviewed the minutes of said organizational meeting which included the adoption of the By-laws, the election of officers and all other pertinent matters.

Upon a motion duly made, seconded and carried, the shareholders approved and ratified all of the actions taken by the incorporators and the Board of Directors.

The next item of business was the election of directors. For the record, it was stated that the By-laws of the corporation provided for two (2) directors. After discussion and nominations, the following were elected directors to serve in office until the next annual meeting of shareholders and until qualified successors have been elected:

Michael Ralph Faulkner
Jack Faulkner

There being no further business and, upon a motion duly made, seconded and carried, the first meeting of shareholders was adjourned.



Jack Faulkner