



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

POTEET FARMS, INC.

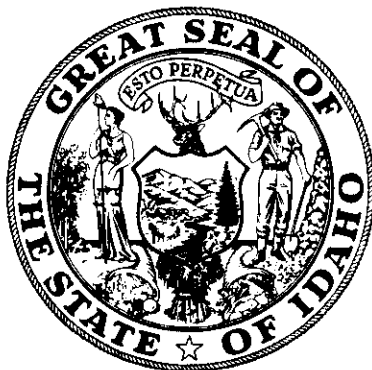
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

POTEET FARMS, INC.

, 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 May 7, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Muriel E. Artich

Corporation Clerk

ARTICLES OF INCORPORATION ^{MAY 7 8 26 AM '81}
OF ^{SECRETARY OF STATE}

POTEET FARMS, INC.

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, 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 this corporation is Poteet Farms, Inc.

ARTICLE II - DURATION

The duration of this corporation is "perpetual".

ARTICLE III - PURPOSES

The corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be organized under this act, including but not limited to:

a. Enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative association of any corporation, association, partnership, individual or other legal entity for the carrying on of any business.

b. Engage in the business activity of any business venture including farming.

c. Acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or

other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

d. Do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subject herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

e. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho, and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares of par value stock at \$1.00 per share.

ARTICLE V - PRE-EMPTIVE RIGHTS

The shareholders shall have pre-emptive rights to acquire unissued shares of this corporation in the manner and subject to the limitations prescribed by this Article and not otherwise. Before the Board of Directors shall issue any unissued shares of this corporation, it shall notify each shareholder of the proposed issuance and of the terms and conditions under which the shares are proposed to be issued. For a period of 30 days after the giving of such notice, any shareholder shall have the right, on the same terms and conditions as is stated in the notice, to acquire such portion of the shares proposed to be issued as the shares held by such shareholder bears to the total shares issued and outstanding at the time such notice is given, such right to be exercised by giving notice of such election to the corporation at its registered office. If any shareholder does not give notice of his election to acquire such shares within such 30 day period, the shares may be issued to others but only on terms and conditions no more favorable than the terms and conditions stated in the notice to the shareholders. The shareholders shall have no pre-emptive rights to acquire treasury shares, shares issued in payment for property, tangible or intangible and real or personal, or shares issued in performing an incentive option granted to officers or employees of the corporation or officers or employees of any subsidiary corporation.

ARTICLE VI - INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office, and the name of its original registered agent at such address is:

Herbert W. Poteet
800 North 800 East
Route 4 - Box 223
Rupert, Idaho 83350

ARTICLE VII - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is three. The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualify are:

Herbert W. Poteet
800 North 800 East
Route 4 - Box 223
Rupert, Idaho 83350

Richard F. Poteet
800 North 750 East
Route 4 - Box 223
Rupert, Idaho 83350

Sherma F. Poteet
800 North 750 East
Route 4 - Box 223
Rupert, Idaho 83350

ARTICLE VIII

INCORPORATORS AND SHAREHOLDERS

The name and address of each incorporator and shareholder is:

Herbert W. Poteet
800 North 800 East
Route 4 - Box 223
Rupert, Idaho 83350

Richard F. Poteet
800 North 750 East
Route 4 - Box 223
Rupert, Idaho 83350

Sherma F. Poteet
800 North 750 East
Route 4 - Box 223
Rupert, Idaho 83350

Each of the above-named incorporators and shareholders have subscribed for one share of common stock of this corporation.

in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorized, approves or ratifies such contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 5 day of May, 1981.

Herbert W. Poteet
Herbert W. Poteet

Richard F. Poteet
Richard F. Poteet

Sherma F. Poteet
Sherma F. Poteet

STATE OF)
) ss.
COUNTY OF)

I Ollie B. Kester, a Notary Public, hereby certify that on the 4 day of May, 1981, Herbert W. Poteet, Richard F. Poteet and Sherma F. Poteet appeared before me, who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

My Commission expires:

Life

Ollie B. Kester
Notary Public
Residing at: