



**CERTIFICATE OF INCORPORATION
OF**

BLACK CANYON TROUT FARM, 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 12, 1991**



SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

OF

BLACK CANYON TROUT FARM, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, citizens of the United States of America, over the age of 21 years, have this day submitted these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho, and certify in writing:

I.

That the name of the Corporation shall be Black Canyon Trout Farm, Inc.

II.

That the purposes for which this corporation is formed are to engage in the business of breeding, raising, selling and marketing all species of trout and engaging in all business activity related directly or indirectly to such enterprise. The corporation shall have the authority and power to sell or purchase its own stock, or to sell and purchase the corporate stock of any corporation; to take, own and hold mortgages or other liens, to own real estate and to dispose of the same in any manner that may be necessary for the benefit of said corporation; to enter into, make and perform contracts of every kind, with any person, firm, association or corporation, municipality, State, Federal or Foreign Governments, endorse, discount, execute and issue promissory

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notes, drafts, bills of exchange, warrants and other negotiable or transferable instruments, and to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho, and to do all things necessary and convenient in carrying out the purpose for which this corporation is organized, and especially to exercise all of the powers and rights granted to general business corporations under the laws of the State of Idaho pertaining thereto at the date of the issuance of a certificate of incorporation to this incorporator or hereafter amended.

III.

That the term for which said corporation is to exist is perpetual.

IV.

That the principal place of business of said corporation is P. O. Box 121, City of Grace, County of Caribou, Idaho 83241.

V.

The registered agent of the Corporation shall be George C. Kimball and the registered office shall be 1681 Black Canyon Lane, Grace, Caribou County, Idaho 83241.

VI.

That the number of Directors of said corporation shall be not less than one, nor more than five. The initial members of the Board of Directors shall be:

- 1) George C. Kimball
P. O. Box 121
Grace, Idaho 83241
- 2) Beverly Kimball
P. O. Box 121
Grace, Idaho 83241
- 3) LaRon G. Kimball
693 East 2nd South
Grace, Idaho 83241
- 4) Scott J. Kimball
Grace, Idaho 83241

The Directors of the corporation shall have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except as follows:

- a) For any breach of the Director's duty of loyalty to the corporation or its stockholders.
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c) Acts provided for under Idaho Code § 30-1-48.
- d) For any transaction from which the Director derived an improper personal benefit.

VII.

That the President, Secretary, and Treasurer of the corporation shall be employed to execute in behalf of the corporation all necessary applications for such permits as may be required under Federal, State or Local Laws.

VIII.

That the amount of the total authorized capital stock is 100,000.00; of said stock the entire authorization shall be common stock with no par value. No pre-emptive rights shall be denied to shareholders.

IX.

That the amount of capital stock of said corporation which has been actually subscribed is 10,000 shares of common stock. The following is the name of the subscriber, his or her address, and the number of shares subscribed for by him:

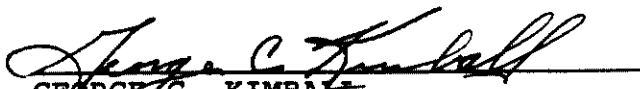
George C. and Beverly Kimball	
P. O. Box 121	6500
Grace, Idaho 83241	

LaRon G. Kimball	
693 East 2nd South	2000
Grace, Idaho 83241	

Scott J. Kimball	
Grace, Idaho 83241	1500

Additional stock shall not be issued in the corporation without approval of fifty-one percent (51%) vote of all issued and outstanding stock.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of April, 1991.


GEORGE C. KIMBALL
P. O. Box 121
Grace, Idaho 83241

Beverly Kimball

BEVERLY KIMBALL
P. O. Box 121
Grace, Idaho 83241

STATE OF IDAHO

County of Caribou

On this 3rd day of April, 1991, before me, the undersigned Notary Public in and for said County and State, personally appeared GEORGE C. KIMBALL and BEVERLY KIMBALL, known to or identified by me to be the persons whose names are subscribed to the within 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.

Don Z. Hordley

NOTARY PUBLIC FOR IDAHO

Residing at: Idaho Springs, Id.
Commission expires: July 21, 1991

(SEAL)