



CERTIFICATE OF INCORPORATION  
OF

\_\_\_\_\_ OAKLEY VALLEY FARMS, INC. \_\_\_\_\_

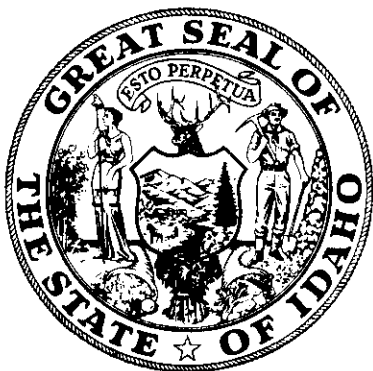
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

\_\_\_\_\_ OAKLEY VALLEY 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 \_\_\_\_\_ April 3 \_\_\_\_\_, 19 80 \_\_\_\_\_.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

OAKLEY VALLEY FARMS, INC.

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

ARTICLE I.

The name of the corporation is OAKLEY VALLEY FARMS, INC.

ARTICLE II.

The duration of the corporation shall be perpetual.

ARTICLE III.

The purpose or purpose for which the corporation is primarily organized is to carry on ranching and farming operations; but, the corporation shall also have the unlimited purpose and power to transact any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is Fifteen Thousand shares (15,000) of common stock with a par value of \$100.00 per share.

ARTICLE V.

There shall be no provisions denying preemptive rights of shareholders.

ARTICLE VI.

Provisions for the regulation of the internal affairs of the corporation are:

1. All decisions of the shareholders or the Board of Directors shall be by majority of a valid quorum as defined in the Bylaws.
2. Only shareholders may serve on the Board of Directors and only shareholders may be appointed to corporate office meaning the office of president, vice president, secretary or treasurer,

and, only a shareholder may exercise the proxy of another shareholder at any shareholders' meeting.

3. The Board of Directors shall serve without compensation; however, this shall not prevent members of the Board of Directors to be reimbursed for reasonable and necessary expense expended on behalf of the corporation which were either approved in advance by the Board of Directors or ratified by the Board of Directors after the fact. However, this shall not be construed so as to prevent the corporation from hiring a member of the Board of Directors as an employee and compensating him for such services.

#### ARTICLE VII.

The address of the initial registered office of the corporation is: c/o J. L. Robinson, Star Route, Burley, Idaho 83318 and the name of its initial registered agent at such address is J. L. Robinson.

#### ARTICLE VIII.


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

<u>NAMES</u>	<u>ADDRESS</u>
J. L. Robinson	Star Route, Burley, Idaho 83318
Reine Robinson	Star Route, Burley, Idaho 83318
Randall Robinson	Oakley, Idaho 83346

#### ARTICLE IX.

Name and address of the incorporater is: J. L. Robinson, Star Route, Burley, Idaho 83318

DATED this 1 day of April, 1980.

  
J. L. ROBINSON  
also known as Jay L. Robinson