

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

KEN MARSHALL FARMS, INC.

was filed in the office of the Secretary of State on the 17th day of October A.D., One Thousand Nine Hundred seventy-five and will be duly recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for *Perpetual Existence* from the date hereof, with its registered office in this State located at *Twin Falls, Idaho* in the County of *Twin Falls*

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 17th day of October, A.D., 19 75.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

KEN MARSHALL FARMS, INC.

KNOW ALL MEY BY THESE PRESENTS: That We, the undersigned, all of whom are of full age and are residents of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

ARTICLE I.

That the name of the corporation shall be: KEN MARSHALL FARMS, INC.

ARTICLE II.

That the purposes for which said corporation is formed are:

- (a) To purchase and sell farms and to engage in the business of farming, and of producing, merchandising, and preserving all kinds of farm, fruit, vegetable and garden products, and of cultivating, growing, harvesting, picking, cleaning, and sorting, boxing, packaging, shipping, buying and selling, at wholesale and retail, all kinds of fruit, vegetables, farm and garden products, and to carry on all other business incident thereto or connected therewith; and to do a general commission and broker's business in any and all of the foregoing businesses.
- (b) To own, operate and maintain ranches for the raising, breeding, distribution, and sale at wholesale or retail of cattle, hogs, and poultry.
- (c) To engage in the operation of buying, selling, and distributing, at wholesale and retail, all types of agricultural fertilizers, chemicals and drug products, chemical sprays and insecticides.

- (d) To acquire by purchase or lease or otherwise, lands and interests in lands and to subdivide, plat and sell the same and to own, hold, improve, develop and manage any real estate so acquired, and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances and rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage or lease or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings or structures at any time owned or held by the corporation; and generally to do all things necessary or convenient which are incident to or connected with the general business above mentioned, which a natural person might or could do.
- (e) To own, hold, buy, sell or otherwise acquire or exchange, breed, develop and handle cattle, horses, sheep, hogs and other livestock and to engage in the livestock business generally, and to buy, sell, store or otherwise acquire and exchange wool, hides or other by-products of such livestock business; to engage in the business of ranching, farming, the reclamation, irrigation, drainage and development of ranching, farms and farm lands and range lands and to plant, grow, produce and develop, buy, sell or otherwise acquire and exchange any and all types of agricultural crops, including, but not limited to grain, feed, hay, straw, seeds, vegetables and fruits, and to engage in the business of grading, sorting, preserving, processing and marketing thereof, either at wholesale or retail.
- (f) To purchase or otherwise acquire, own, hold, sell, improve, lease, mortgage, use and utilize range and grazing lands and rights therein within the State of Idaho or within any of the several states of the United States; to purchase or otherwise acquire, own, hold, sell, improve, lease, mortgage, use and operate other real estate, or any interest therein, within the State of Idaho or within any of the several states of the United States and to erect, manage, care for, maintain, extend, alter, use and operate warehouses, storage plants, silos, elevators, buildings, cellars, ditches, canals, wells, fences and other improvements thereon and to purchase and other-

wise acquire, own, hold, lease, mortgage, sell and otherwise dispose of, hire, use and operate such agricultural or farm implements, machinery, equipment, motor vehicles or other personal property as may be necessary or convenient for the transaction of its business or to carry out the purposes for which this corporation is formed.

- (g) To engage in the business of custom farming for others, and farming for hire, by contract or otherwise, and to engage in and do any of those acts authorized by the preceding paragraphs (a) through (f) for another.
- (h) To borrow and lend money and negotiate loans, draw acceptances, make, issue, draw, endorse, discount, buy and sell conditional sales contracts, bills of exchange, Promissory Notes, bonds, debentures, coupons and other negotiable instruments, and securities and mortgages and pledge agreements; to issue, subscribe for, take, acquire and hold, sell, exchange and deal in shares of capital stock, including capital stock issued by it, and bonds, obligations and securities of any government or authority or company; to give any guarantee for the payment of money or the performance of any obligation or undertaking incidental or appropriate for the carrying on of its business; to enter into, make, perform and carry out contracts of every sort or kind with any person, firm, association or corporation, private, public or municipal or body politic and with the government of the United States or any state, territory or colony thereof or any foreign country; to make charitable and business donations or gifts.
- (i) To engage generally in the business of mining, milling, concentrating, converting, smelting, treating, refining, preparing for market, manufacturing, buying, selling, exchanging, or otherwise producing and dealing in all kinds of ores, metals, minerals, oils, petroleum, natural gas, hydrocarbons, acids and chemicals, and in the products and by-products of every kind and description and by whatsoever process, the same can be or may hereafter be produced; to purchase, lease, option, locate, or otherwise acquire, own, exchange, sell, or otherwise dispose of, pledge, mortgage, deed in trust, hypothecate, and deal in mines, mining claims, mineral lands, coal lands, oil lands, timber lands, water and water rights, and

other property, both real and personal; and to carry on as principles, agents, commission merchants or consignees the business of mining, milling, concentrating, converting, smelting, treating, refining, buying, selling, exchanging, manufacturing, and dealing in the above specified products or any of them and of materials used in the manufacture of each, and any and all of such articles and to carry on as such principles, agents, commission merchants or consignees any other business which in the judgment of the Board of Directors of the corporation may be conveniently conducted in conjunction with any of the matters aforesaid.

- (j) To engage in the erection and operation of a smelting and refining works, and to carry on the business of concentrating, converting, smelting, refining, treating, preparing for market, and otherwise producing all kinds of metals and minerals, and generally to engage in the business of refining, buying, selling, exchanging, or otherwise dealing in and with, at wholesale or retail, all metals and mineral products and by-products of every kind and description and by whatsoever process the same can be or may hereafter be produced.
- (k) To employ executives, managers, bookkeepers, salesmen, clerical assistants and any and all employees that may be necessary or convenient to the proper carrying on of its business and in carrying on its business or for the purpose of attaining or furthering any of its objects, to do any and all things which a copartnership or natural person could do and exercise and which is now or hereafter may be authorized by law.
- (l) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.
- (m) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, con-

venient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the interests of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business.

- (n) To exercise, use and employ the authority specifically granted in Section 30-114, Idaho Code, and to have, exercise, use and employ any or all of the same and any or all of the objects, purposes, powers, privileges, authority and rights therein, and herein set forth, both within or without the State of Idaho, and within the United States of America, District of Columbia, the territories and colonies of the United States and in foreign countries, and to have one or more corporate or business offices and places of business within or without the State, said United States of America, District of Columbia, territories and colonies of the United States of America and in foreign countries.
- (o) The statements contained in the above subdivisions numbered (a) through (n) of this paragraph shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other subdivision, but shall be regarded as independent purposes and powers. The several subdivisions contained in this statement of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this type of corporation by the laws of the State of Idaho, all of which are hereby expressly claimed.

ARTICLE III.

That the principal place of business, registered office and the location and Post Office address of the registered office of said corporation shall be 185 Blair Drive, Twin Falls, Idaho 83301.

ARTICLE IV.

That subject to dissolution in the manner prescribed by law, the duration of this corporation shall be perpetual.

ARTICLE V.

That the number of Directors of said corporation shall be not less than three (3) nor more than five (5), except where all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, in which case the number of Directors may be less than three (3), but not less than the number of stockholders, which number of Directors shall be fixed by the By-Laws of the corporation.

ARTICLE VI.

That the total number of shares of stock which the corporation has authority to issue is One Hundred (100) shares, without par value, all of one class. Said capital stock shall be non-assessable.

ARTICLE VII.

The names and post office addresses of each of the incorporators, and a statement of the actual number of shares subscribed by each, is as follows:

NAME:	ADDRESS:	<u>SHARES:</u>
KENNETH W. MARSHALL	185 Blair Drive Twin Falls, Idaho 83301	1 share
HELEN L. MARSHALL	185 Blair Drive Twin Falls, Idaho 83301	1 share
DOROTHY A. POWELL	448 North Locust Street Twin Falls, Idaho 83301	1 share

IN WITNESS WHEREOF, the parties have hereunto subscribed their names and affixed their official seal this 15th day of October, 1975.

Kenneth W. Marshall
KENNETH W. MARSHALL

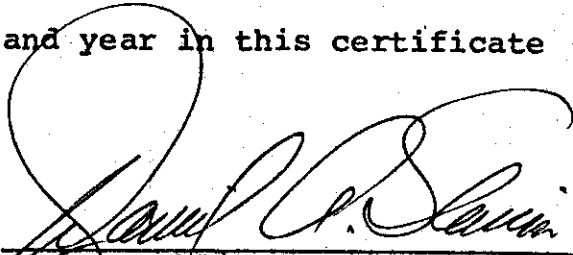
Helen L. Marshall
HELEN L. MARSHALL

Dorothy A. Powell
DOROTHY A. POWELL

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 15th day of October, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared KENNETH W. MARSHALL, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

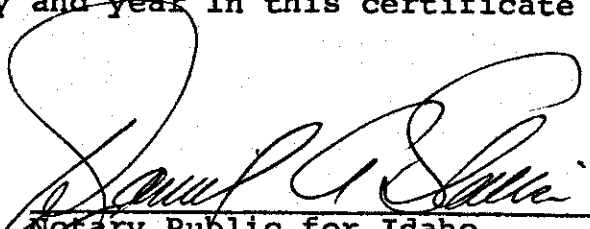
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Twin Falls, Idaho.

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 15th day of October, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared HELEN L. MARSHALL, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.

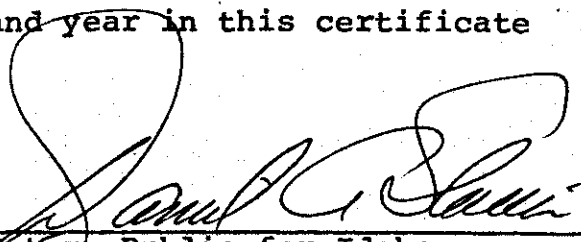

Notary Public for Idaho
Residing at Twin Falls, Idaho.

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 15th day of October, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared DOROTHY A. POWELL, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.





Notary Public for Idaho
Residing at Twin Falls, Idaho.