

FILED
99 JUL 26 AM 9:53
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
XL LIVESTOCK, INC.

The undersigned natural persons, being more than eighteen years of age, hereby establish a corporation pursuant to the Statutes of Idaho and adopt the following Articles of Incorporation.

ARTICLE I

Name. The name of this Corporation is: **XL LIVESTOCK, INC.**

Period of Duration. The Corporation shall have perpetual existence.

ARTICLE II

Purposes. The purposes for which the Corporation is organized are as follows:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is as follows: ten thousand (10,000) shares of common stock with voting rights, having no par value per share and said stock shall be nonassessable.

ARTICLE IV

Preemptive Rights. Except as provided by the By-laws, Shareholders shall not have preemptive rights in any unissued stock.

IDAHO SECRETARY OF STATE
07/26/1999 09:00
CX: 12350 CT: 24374 IN: 236549
1 @ 100.00 = 100.00 CORP # 2

C129810

ARTICLE V

Cumulative Voting. Cumulative voting shall be allowed in the election of directors.

ARTICLE VI

Provisions for Regulation of Internal Affairs

Section 1. Meetings of Stockholders. Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws.

Section 2. Meetings of Directors. The meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested solely in the Board of Directors. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

Section 4. Amendments of Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter, or repeal, or to add any provision of its Articles of Incorporation in the manner prescribed by the laws of Idaho.

ARTICLE VII

Initial Registered Office and Agent

Section 1. Registered Office. The address of the initial registered office of the Corporation shall be P.O. Box 774, 1509 Cove Road, Weiser, Idaho 83672.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation at such address shall be Donald M. Withers.

ARTICLE VIII

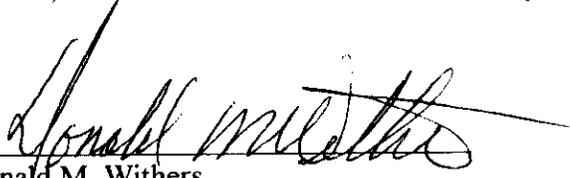
Directors

Section 1. Number of Directors. The business and affairs of the Corporation shall be managed by a Board of Directors, which shall exercise all the powers of the Corporation except as otherwise provided in the Idaho Corporation Code. The number of directors of the Corporation shall not be less than one (1), nor more than four (4), and the exact number shall be fixed by the By-Laws of the Corporation. In the absence of a By-Law the number of directors shall be one (1). The number of directors may be increased or decreased from time to time by amendment of the Code of By-Laws, but no decrease shall have the effect of shortening the term of any incumbent directors.

Section 2. Names and Addresses. The names and addresses of the incorporators and initial directors of the Corporation are as follows:

Donald M. Withers
P.O. Box 774
1509 Cove Road
Weiser, Idaho 83672

IN WITNESS WHEREOF, I, the undersigned, being all the incorporators designated in Article VIII of the foregoing Articles of Incorporation, have executed said Articles of Incorporation as of the 27 day of July, 1999.


Donald M. Withers