

93189/105853

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

UPPER PALOUSE RIVER 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 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: **November 08, 1990**



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Elizabeth K. ...*

RECEIVED
SEC. OF STATE
NOV 8 AM 8 53
ARTICLES OF INCORPORATION
OF
UPPER PALOUSE RIVER FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS that J. READ SMITH being of the age of eighteen (18) years or more, does hereby form a business corporation under the laws of the State of Idaho and does hereby certify and adopt the following Articles of Incorporation:

ARTICLE I

Corporate Name

The name of this Corporation shall be UPPER PALOUSE RIVER FARMS, INC.

ARTICLE II

Corporate Duration

The period of duration of this Corporation shall be perpetual.

ARTICLE III

Corporate Purposes

This Corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated, under the Idaho Business Corporation Act, I.C. Section 30-1-1.

ARTICLE IV

Stock

Section 4.01 Authorized Shares. The aggregate number of shares of stock authorized and which may be issued by this Corporation is fifty thousand (50,000) shares of stock of the par value of One and no/100 (\$1.00) Dollar per share.

Section 4.02 Preemptive Rights. The shareholders of this Corporation shall have the preemptive right to acquire additional shares of stock of this Corporation.

Section 4.03 Restriction on Transfer of Stock. No shareholder shall transfer, assign, sell, pledge, hypothecate, or otherwise dispose of the shares of stock of this Corporation or the

certificates of stock representing the same, or of any interest therein, without first complying with such conditions and restrictions as may be established in the Bylaws of this Corporation and, if a Stock Purchase Agreement between this Corporation and its shareholders is then in effect, complying with such additional conditions and restrictions as may be provided therein.

ARTICLE V

Directors

Section 5.01 Number of Directors. The number of directors of this Corporation shall be fixed by the Bylaws of this Corporation; provided, however, that the number of directors shall not be less than the number required by statute.

Section 5.02 Initial Board of Directors. The number of directors constituting the initial Board of Directors of this Corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting of shareholders of this Corporation or until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
J. Read Smith	Route 1, Box 69 St. John, WA 99171
Deanna Smith	Route 1, Box 69 St. John, WA 99171
Jason Smith	Route 1, Box 69 St. John, WA 99171

Section 5.03 Powers of Directors. The business, affairs and powers of this Corporation shall be managed by or under authority of the Board of Directors. In the management and control of the business and affairs of this Corporation, the Board of Directors is hereby vested with all of the powers possessed by this Corporation

itself, so far as this delegation of authority is not inconsistent with the laws of the State in which this Corporation is incorporated. The power to alter, amend, or repeal the Bylaws of this Corporation, or to adopt new Bylaws shall be vested in the Board of Directors, subject to the power of the shareholders to alter, amend, or repeal any Bylaw so adopted.

Section 5.04 Limitation on Liability. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, except for:

(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) Provided for under Section 30-1-48 Idaho Code.

(d) For any transaction from which the director derived an improper personal benefit.

If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE VI

Registered Office and Agent

The address of the initial registered office of this Corporation is Route 1, Box 565, Potlatch, Idaho 83855, and the name of the initial registered agent of this Corporation at such address is GARY MORRIS.

ARTICLE VII

Incorporator

The name and address of the incorporator of this Corporation is: J. Read Smith, Route 1, Box 69, St. John, Washington 99171.

ARTICLE VIII

Ratification by Shareholders

Any contract, transaction, or act of this Corporation or of the directors or of any officer of this Corporation which shall be ratified by a majority of a quorum of the shareholders of this Corporation at any meeting of shareholders shall, insofar as permitted by law, be as valid and binding as though ratified by every shareholder of this Corporation.

ARTICLE IX

Indemnification

The Corporation shall indemnify and advance expenses to its directors and officers to the full extent permitted by the Idaho Business Corporation Act, Section 30-1-5, now or hereafter in force.

It shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

ARTICLE X

Amendment

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by law. All rights of the shareholders in this Corporation are granted subject to this reservation.

ARTICLE XI

Consent to Serve as Registered Agent

By signature hereto affixed, GARY MORRIS hereby consents to serve as registered agent, in the State of Idaho, for this Corporation, and understands that as agent for this Corporation, it

will be the responsibility of said agent to receive service of process in the name of this Corporation; to forward all mail to this Corporation; and to immediately notify the office of the Secretary of State in the event of the resignation of said agent, or of any change in the registered office address of this Corporation.

IN WITNESS WHEREOF, the incorporator and the registered agent hereinabove named have hereunto set said incorporator's hand in duplicate this 31 day of October, 1990.



J. Read Smith, Incorporator



Gary Morris, Registered Agent